



NOTICE OF ANNUAL GENERAL MEETING

April 30, 2024

Financial Key Figures of GEA

(EUR million)	2023	2022	Change in %
Results of operations			
Order intake	5,469.4	5,678.9	-3.7
Book-to-bill ratio	1.02	1.10	-
Order backlog	3,116.6	3,192.7	-2.4
Revenue	5,373.5	5,164.7	4.0
Organic revenue growth in % ¹	8.4	8.9	-59 bps
Share of service revenue in %	36.1	34.9	127 bps
EBITDA before restructuring expenses	774.3	712.0	8.7
as % of revenue	14.4	13.8	62 bps
EBITDA	713.8	654.0	9.1
EBIT before restructuring expenses	580.6	529.1	9.7
EBIT	519.7	461.0	12.7
Profit for the period	392.8	401.4	-2.2
ROCE in % ²	32.7	31.8	93 bps
Financial position			
Cash flow from operating activities	537.5	471.6	14.0
Cash flow from investing activities	-200.6	-175.8	-14.1
Free cash flow	336.9	295.8	13.9
Net assets			
Net working capital (reporting date)	345.9	314.1	10.1
as % of revenue (LTM)	6.4	6.1	36 bps
Capital employed (reporting date) ³	1,673.1	1,590.1	5.2
Equity	2,397.7	2,280.9	5.1
Equity ratio in %	40.3	38.5	175 bps
Net liquidity (+)/Net debt (-) ⁴	371.2	346.4	7.2
GEA Shares			
Earnings per share (EUR)	2.28	2.28	-0.1
Earnings per share before restructuring expenses (EUR)	2.56	2.58	-1.0
Market capitalization (EUR billion; reporting date) ⁵	6.5	6.9	-5.8
Employees (FTE; reporting date)	18,773	18,236	2.9
Total workforce (FTE; reporting date)	19,562	19,255	1.6

1) Adjusted for portfolio and currency translation effects.

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

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

4) Including lease liabilities of EUR 154.8 million as of December 31, 2023 (prior year EUR 165.2 million).

5) The market capitalization includes treasury shares. XETRA closing price as of December 29, 2023: EUR 37.69; XETRA closing price as of December 30, 2022: EUR 38.20.

NOTICE OF ANNUAL GENERAL MEETING

Convenience translation from the German language

GEA Group Aktiengesellschaft,
Düsseldorf

ISIN: DE0006602006

WKN: 660200

Dear Shareholders,

Notice is hereby given that the **Annual General Meeting of GEA Group Aktiengesellschaft** will be held on Tuesday, April 30, 2024, at 10:00 hours (Central European Summer Time – CEST).

The Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the company) pursuant to section 17 (5) of the Articles of Association in conjunction with section 118a AktG (German Stock Corporation Act). After logging on, duly registered shareholders and/or their proxies may follow the broadcast of the Annual General Meeting held on April 30, 2024, from 10:00 a.m. (CEST) via the InvestorPortal available on the Internet at gea.com/agm, where they may exercise their rights – as outlined in detail in section IV – by means of electronic communication. Moreover, the Annual General Meeting will also be publicly broadcast on the Internet at gea.com/agm for all interested parties.

For the purposes of the German Stock Corporation Act, the place of the Annual General Meeting will be CCD Stadthalle Düsseldorf, Stockumer Kirchstraße 61, 40474 Düsseldorf. Any physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the company) at the place of the Annual General Meeting is excluded.

I. Agenda

1. Presentation of the adopted annual financial statements of GEA Group Aktiengesellschaft and the approved consolidated financial statements as of December 31, 2023, the group management report combined with the management report of GEA Group Aktiengesellschaft for fiscal year 2023, including the report of the Supervisory Board for fiscal year 2023

The aforementioned documents also include the explanatory report of the Executive Board on the disclosures pursuant to section 289a and section 315a HGB (German Commercial Code) as well as the Corporate Governance Statement and report. With the exception of the adopted annual financial statements, they are an integral part of the Annual Report 2023. The documents will be available on the company's website at gea.com/agm from the time the Annual General Meeting is called (and also during the Annual General Meeting).

On March 6, 2024, the Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Executive Board; the annual financial statements are thus adopted pursuant to section 172 sentence 1 AktG. Hence, in accordance with the statutory provisions, no resolution by the Annual General Meeting on agenda item 1 is required.

2. Appropriation of net retained profits

The Executive Board and the Supervisory Board propose that the net retained profits of GEA Group Aktiengesellschaft for fiscal year 2023 in the amount of EUR 323,763,384.78 be appropriated as follows:

Distribution of a dividend of EUR 1.00 per no par value share entitled to dividends	= EUR	170,879,493.00
Transfer to retained earnings	= EUR	152,000,000.00
Profit carried forward	= EUR	883,891.78
<hr/>		
Net retained profits	= EUR	323,763,384.78

The specified total dividend payout takes into account the 170,879,493 no par value shares entitled to dividends that existed on December 31, 2023. At that point in time, the company held 1,451,583 treasury shares from which it does not derive any rights. Given that the number of shares entitled to dividends will change by the date of the Annual General Meeting on account of the ongoing share buyback program, a revised proposal for resolution including the respective adjustment will be put to the vote at the Annual General Meeting; the motion will provide for an unchanged dividend of EUR 1.00 per no par value share entitled to a dividend and detail adjusted amounts in terms of total dividend payout and the profit brought forward. The amount of EUR 152,000,000.00 to be transferred to retained earnings will remain unchanged.

Shareholders are entitled to receive their dividends on the third business day following the resolution by the Annual General Meeting (section 58 (4) sentence 2 AktG). The dividend is set to be paid out on May 6, 2024.

3. Approval of the Remuneration Report

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

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

The Executive Board and the Supervisory Board propose that the remuneration report for fiscal year 2023, which was prepared and audited in accordance with section 162 AktG, be approved.

The remuneration report is included in section II and available on the company's website at [gea.com/agm](https://www.gea.com/agm) from the time the Annual General Meeting is called (and also during the Annual General Meeting).

4. Ratification of the acts of the members of the Executive Board for fiscal year 2023

The Executive Board and the Supervisory Board propose that the acts of the members of the Executive Board who held office in fiscal year 2023 be ratified for this period.

5. Ratification of the acts of the members of the Supervisory Board for fiscal year 2023

The Executive Board and the Supervisory Board propose that the acts of the members of the Supervisory Board who held office in fiscal year 2023 be ratified for this period.

6. Appointment of the auditor for fiscal year 2024

Based on the recommendation and preference of the Audit and Cybersecurity Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as auditor of the company and the group for fiscal year 2024 and as auditor for a review of the condensed financial statements and the interim management report of the half-yearly financial report in fiscal year 2024. PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft has confirmed that the lead auditor to be entrusted with the audit of the financial statements was not formerly employed with the current auditor, KPMG AG Wirtschaftsprüfungsgesellschaft.

In accordance with Article 16 (2) of the EU Statutory Audit Regulation (Regulation (EU) No. 537/2014), the Audit and Cybersecurity Committee recommended PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, and Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, to the Supervisory Board as auditors for the aforementioned audit services while communicating its reasoned preference for PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main. The Audit and Cybersecurity Committee stated that its recommendation was made free from any undue influence by third parties, and that it was not subject to any clause of the type referred to in Article 16 (6) of the EU Statutory Audit Regulation.

7. Election of Supervisory Board members

Jörg Kampmeyer resigned from his position as a member of the Supervisory Board (shareholder representative) with effect from midnight on August 31, 2023, therefore leaving the Supervisory Board of the company as of that date. By virtue of its resolution dated August 21, 2023, the Düsseldorf Local Court appointed Andreas Renschler as a member of the company's Supervisory Board as of September 1, 2023, at the request of the Executive Board, which was based on a proposal submitted by the Supervisory Board. Andreas Renschler is now to be elected to the Supervisory Board by the Annual General Meeting as a shareholder representative in succession to Jörg Kampmeyer. He has already declared that he will accept

the mandate if he is elected by the Annual General Meeting, so that his function as a legally appointed member of the Supervisory Board will expire with his election by the Annual General Meeting.

Furthermore, Dr. Jens Riedl has resigned from his position as a member of the Supervisory Board (shareholder representative) with effect from the conclusion of the 2024 Annual General Meeting and will therefore leave the company's Supervisory Board at this point in time. Prof. Dr. Axel Stepken is now to be elected to the Supervisory Board as a shareholder representative in succession to Dr. Jens Riedl. He has also already declared that he will accept the mandate in the event of his election by the Annual General Meeting.

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

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

Moreover, pursuant to section 100 (5) AktG, at least one member of the Supervisory Board of GEA Group Aktiengesellschaft must have expertise in the field of accounting and at least one other member of the Supervisory Board must have expertise in the field of auditing. Currently, Prof. Dr. Annette Köhler covers the field of "Accounting" and Prof. Hans Dieter Kempf the field of "Auditing". Given the current composition of the Supervisory Board, the requirements under section 100 (5) AktG are therefore already met, irrespective of the upcoming elections.

The following election proposals are based on the recommendations of the Nomination Committee of the Supervisory Board. In particular, the recommendations were made on the basis of the requirements set out under the German Corporate Governance Code as amended on April 28, 2022 (published in the Federal Gazette on June 27, 2022) ("GCGC"), and by taking into account the Diversity Policy adopted by the Supervisory Board in December 2022, as well as the profile of skills and expertise defined in this context. The Diversity Policy governing the composition of the Supervisory Board as adopted by the Supervisory Board and the profile of skills and expertise, as well as the current implementation status are published in the Corporate Governance Statement for fiscal year 2023 (available on the company's website at gea.com/annualreport).

It is intended to conduct a separate vote for each Supervisory Board candidate.

The Supervisory Board proposes that the following individuals be elected as members of the Supervisory Board with effect from the conclusion of the 2024 Annual General Meeting:

1. Andreas Renschler

resident in Stuttgart

current occupation: Supervisory Board Chairman of HELLA GmbH & Co. KGaA

Membership in other statutory German supervisory boards of listed companies:

– HELLA GmbH & Co. KGaA, Lippstadt (Supervisory Board Chairman)

Membership in other statutory German supervisory boards of unlisted companies:

none

Membership in comparable German and foreign supervisory bodies of listed business entities:

none

Membership in comparable German and foreign supervisory bodies of unlisted business entities:

none

2. Prof. Dr. Axel Stepken

resident in Munich

current occupation: Chairman of the Board of Directors of TÜV SÜD Foundation

Membership in other statutory German supervisory boards of listed companies:

none

Membership in other statutory German supervisory boards of unlisted companies:

none

Membership in comparable German and foreign supervisory bodies of listed business entities:

none

Membership in comparable German and foreign supervisory bodies of unlisted business entities:

none

In accordance with section 10 (6) sentence 1 of the Articles of Association, the new members of the Supervisory Board are appointed until the end of the term of office of the retired and/or departing members of the Supervisory Board, unless otherwise stipulated. Since both Jörg Kampmeyer's and Dr. Jens Riedl's terms of office would only last until the conclusion of the 2025 Annual General Meeting, it is proposed that – by way of derogation from the principle enshrined in section 10 (6) sentence 1 of the Articles of Association – Andreas Renschler and Prof. Dr. Axel Stepken be appointed until the close of the Annual General Meeting that will resolve on the ratification of the acts of the board members for fiscal year 2026. In the future, the provision set forth in section 10 (6) sentence 1 of the Articles of Association shall no longer apply (see agenda item 8.2 below).

Apart from the fact that Andreas Renschler is already a member of the company's Supervisory Board, the Supervisory Board takes the view that neither Andreas Renschler nor Prof. Dr. Axel Stepken have any personal or business relations with the company, its governing bodies or a major shareholder of the company (i.e., a party directly or indirectly holding more than 10% of the voting stock in the company) that would require disclosure pursuant to recommendation C.13 GCGC.

In the opinion of the Supervisory Board, Andreas Renschler and Prof. Dr. Axel Stepken are to be considered independent from the company and the Executive Board within the meaning of recommendations C.6 and C.7 GCGC. The company does not have a controlling shareholder as defined in recommendation C.9 GCGC.

The Supervisory Board has satisfied itself that Andreas Renschler and Prof. Dr. Axel Stepken are each able to commit the time required to fulfil their duties.

The résumés of Andreas Renschler and Prof. Dr. Axel Stepken are shown in section III and also available on the company's website at gea.com/agm.

8. Amendments to the Articles of Association

This agenda item is to resolve on amendments to the Articles of Association in relation to two issues. At the Annual General Meeting, the proposed resolutions set forth under subsections 8.1 and 8.2 below will be put to the vote separately.

8.1. Amendment to the Articles of Association adjusting the record date in accordance with the Financing for the Future Act (*Zukunftsfinanzierungsgesetz*)

Upon entry into force of the Act on the Financing of Future-Proof Investments (Financing for the Future Act – ZuFinG) on December 15, 2023 (Federal Law Gazette I 2023 no. 354), one of the amendments included the provision under section 123 (4) sentence 2 AktG regarding proof of share ownership as mandatory evidence of an individual's entitlement to participate in the General Meeting. Previously, such proof had to make reference to the start (00:00 hours) of the 21st day prior to the General Meeting. Under the new legal regime, proof of share ownership must refer to the close of business (24:00) on the 22nd day prior to the General Meeting.

According to the explanations provided in the Government's reasoning, the amendment to the statutory provision is not intended to entail a substantive change in deadline. Instead, the amendment merely serves the purpose of aligning the provision with the definition of the record date pursuant to Article 1 (7) of the Implementing Regulation (EU) 2018/1212. Nonetheless, articles of association reflecting the former legal regime must be amended accordingly.

Section 17 (2) sentence 3 of the Articles of Association – in line with section 123 (4) sentence 4 AktG (old version) – specifically mentions the start of the 21st day prior to the General Meeting as point of reference for such proof, which means that the provision needs to be amended. In order to avoid any future need for further amendment in this respect, the Articles of Association are not to reflect the new statutory provision as such, but rather make dynamic reference to the respective applicable statutory provision going forward.

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

Section 17 (2) sentence 3 of the Articles of Association is amended as follows:

“The evidence shall make reference to the relevant date stipulated in the German Stock Corporation Act 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.”

Currently, section 17 (2) sentence 3 of the Articles of Association reads as follows:

“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.”

8.2. Amendments to section 10 (5) and (6) as well as section 11 (1) of the Articles of Association

At the moment, all shareholder representatives on the Supervisory Board no longer serve coinciding terms of office and will likely continue to do so in the future. For this reason, section 10 (6) and section 11 (1) of the Articles of Association, which – as a rule – assume that all shareholder representatives on the Supervisory Board serve coinciding terms of office, are to be amended accordingly.

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

Section 10 (6) sentences 1 and 2 of the Articles of Association will be deleted without replacement; section 10 (6) sentence 3 of the Articles of Association will become section 10 (5) sentence 4.

Section 11 (1) sentence 1 of the Articles of Association is amended as follows:

“Following a General Meeting at which all shareholder representatives on the Supervisory Board are newly elected, a meeting of the Supervisory Board shall be convened for which no special notice is required.”

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

“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.”

Currently, section 11 (1) sentence 1 of the Articles of Association reads as follows:

“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.”

9. Approval of the Climate Transition Plan 2040 drawn up by the Executive Board (consultative resolution)

Both the Executive Board and the Supervisory Board believe that global warming does not simply pose an abstract, future threat, but is a reality affecting us here and now. GEA's own product portfolio allows the company to make an important contribution to mitigating climate change. This is accomplished by developing environmentally friendly technologies and designing sustainable production processes. Hence, climate protection is a key component of GEA's corporate strategy.

In early March 2024, the Executive Board adopted the "Climate Transition Plan 2040 – Our pathway to Net Zero" ("Climate Transition Plan 2040") with the approval of the Supervisory Board. Tying in with the company's climate strategy published as early as 2021, the Climate Transition Plan 2040 transparently lays out the measures planned to cut greenhouse gas emissions to net zero across the entire value chain by 2040. At the same time, the Climate Transition Plan 2040 also highlights the opportunities opening up for GEA's business model. They reflect a shift in demand for installations, equipment and services as a result of climate change.

The Climate Transition Plan 2040 is published on the company's website at [gea.com/agm](https://www.gea.com/agm). Furthermore, a summary of the essential elements of the Climate Transition Plan 2040 is provided below.

The Executive Board and the Supervisory Board consider it appropriate to submit the Climate Transition Plan 2040 to the Annual General Meeting. At the request of the Executive Board, the Annual General Meeting may resolve on management issues in accordance with section 119 (2) AktG, which includes the possibility of a consultative vote. Under this agenda item, the Executive Board avails itself of this option with the approval of the Supervisory Board. In this way, GEA creates the utmost degree of transparency regarding the company's path to net zero while actively involving the shareholders as owners of the company. During the general debate, they will be given the opportunity to voice their opinion on the information disclosed in the Climate Transition Plan 2040. Moreover, as part of the consultative vote, they may express their approval or disapproval of the Climate Transition Plan 2040 by way of a resolution.

In the view of the Executive Board and the Supervisory Board, a comprehensive climate transition plan is in the best interests of the shareholders. It is key to ensuring that GEA remains capable of offering a product portfolio aligned with the needs of its customers going forward. At the same time, it is to prevent climate-related reputational and regulatory risks from manifesting themselves as financial risks in the company's future business performance. From the perspective of the Executive Board and the Supervisory Board, all these arguments strongly suggest that shareholders should be given a more active role as far as the Climate Transition Plan 2040 is concerned. However, the Executive Board and the Supervisory Board acknowledge that responsibility does not lie with the shareholders, but that the Executive Board will ultimately be held accountable for implementing the Climate Transition Plan 2040. In doing so, the Executive Board will be advised and overseen by the Supervisory Board.

In light of the long-term nature of the plan right up to the year 2040, the pace of developments as well as the ever-changing legal framework, the Executive Board must reserve the right to make alterations. It needs to do so in order to discharge its managerial responsibility. For this reason, the Annual General Meeting's vote on the Climate Transition Plan 2040 is neither binding on the Executive Board nor on the company. At this juncture, explicit reference is made to the information provided in the Climate Transition Plan 2040, in particular with regard to forward-looking statements (see page 50f). Apart from that, the consultative nature of the proposed resolution also implies that the shareholders may either approve or reject the Climate Transition Plan 2040, while being unable to submit counterproposals aimed at amending its content.

The Executive Board and the Supervisory Board will interpret an approval by the Annual General Meeting as a sign of support encouraging them to pursue the company's pathway to net zero. Among other things, this will include the consistent further implementation of the ambitious actions outlined in the Climate Transition Plan 2040 coupled with transparent reporting. Likewise, the Executive Board and the Supervisory Board will adequately address potential critical comments. Should the resolution fail to be adopted, the Executive Board and the Supervisory Board will seek to engage with the shareholders with a view to obtaining information on the reasons why the proposed resolution did not meet with their support. The shareholders will be informed of the results of this process and the next steps planned.

The Executive Board and the Supervisory Board do not view the consultative resolution proposed at this year's Annual General Meeting as a one-off event. Barring any differing future legal requirements, they will seek a vote on progress at the Annual General Meeting every three years. This is to ensure that shareholders will continue to be duly involved in the company's pathway to net zero going forward. In the event of a significant change, it will be left to the discretion of the Executive Board to once again consult the General Meeting before the end of this period. On an annual basis, GEA will provide a progress report on the implementation of the Climate Transition Plan 2040 as part of its Sustainability Report. Furthermore, the key performance indicators set out in the Climate Transition Plan 2040 will be reviewed as part of the annual audit of the financial statements.

Essential elements of the Climate Transition Plan 2040

In its Climate Transition Plan 2040, the Executive Board has outlined a tangible action plan designed to achieve net zero across the entire value chain by 2040. The key points of the Climate Transition Plan 2040 are summarized below.

GEA's climate targets at a glance

Compared with the base year of 2019, GEA has set itself the following climate targets:

- Reduction in greenhouse gas emissions from GEA's own operations (Scopes 1 and 2) by 60% by 2026 (short-term target).
- Reduction in Scope 1 and 2 greenhouse gas emissions by 80% by 2030 (medium-term target).
- Reduction in product-related greenhouse gas emissions (Scope 3) by 27.5% by 2030 (medium-term target).
- Reduction in greenhouse gas emissions to net zero across the entire value chain by 2040 (long-term target).

GEA's climate strategy

The targets set for 2030 as well as the net zero target for 2040 for GEA were validated by the Science Based Targets initiative (SBTi) in December 2023. The globally recognized organization has confirmed that GEA's targets are in line with the latest climate research findings and will make an effective contribution to achieving the 1.5°C target.

Net zero involves reducing all direct and indirect emissions by at least 90% and then neutralizing the greenhouse gas emissions through the sustainable removal of carbon from the atmosphere. As an engineering company, GEA is committed to technology-driven permanent carbon removals.

Since 2021, GEA has been investing in climate protection projects that lead to a reduction in greenhouse gas emissions and are at the same time good for the local environment and social concerns of the population.

The Climate Transition Plan 2040 embraces five key fields of action for implementing measures designed to reduce greenhouse gas emissions. They include

- the transformation of our product portfolio,
- the transformation of our own operations,
- the alignment of our value and supply chain,
- our commitment to social responsibility, and
- the basic alignment of our corporate culture as a bedrock.

Each field of action defines and implements measures that are presented in the following three chapters of the Climate Transition Plan 2040:

Transformation of our product portfolio

In this chapter, GEA presents the transformation of its own product portfolio to include significantly better solutions when it comes to resource efficiency and environmental protection (see page 18ff). Up to 95% of greenhouse gas emissions are attributable to a product's use phase. Minimizing the company's Scope 3 emissions footprint will require stepping up innovation to revamp the product portfolio for gaining maximum resource efficiency. During the initial years, GEA will place a strong focus on promoting innovation, both when it comes to transforming its own products and in terms of reshaping its business models. Appropriate measures will aim at generating sustainable and disruptive innovations, designing new service offerings, extending product lifecycles and standardizing the integration of sustainability criteria into the product development process. Resource efficient solutions are identified with the GEA Add Better label. Three industries are used to exemplify currently leverageable sales opportunities that arise from a more sustainable product portfolio. By offering its GEA Add Better Consulting service, GEA also assists its own customers in assessing their emissions and selecting decarbonization solutions that suit their specific production facilities and processes.

Transformation of our own operations

GEA uses this chapter to outline how the company will transform its business operations, including supplier-related activities (see page 29ff). A package of measures geared towards improving the energy efficiency of the building infrastructure at GEA's sites has been defined. The package includes the exit from fossil fuels by 2040 as well as the electrification of the company vehicles by 2030. In addition, a quarter of GEA's electricity demand are to be self-generated by 2030. Implementing energy and building management systems is to yield an annual increase in energy efficiency of 2%. Various action plans for the sites are being defined and implemented. They are based on site analyses conducted in 2023 and a systematic evaluation of energy sources. On top of the regular building maintenance costs, GEA will invest around EUR 175 million in decarbonizing its own sites by 2040.

From 2023, GEA has applied an internal price for greenhouse gas emissions associated with each investment measure. This incentive to avoid emissions specifically promotes climate-friendly investments.

GEA points out that its suppliers are key to ensuring a climate-neutral value chain. This is why GEA has established binding requirements with regard to its supply chain for the purpose of decarbonization. Going forward, the company will increasingly source its raw materials, goods and services worldwide exclusively from verifiably qualified suppliers. GEA also emphasizes that the successful implementation of its Climate Transition Plan 2040 will largely depend on the commitment and cooperation of all of its more than 18,000 employees.

Governance, data and disclosure

This chapter is dedicated to emphasizing (page 41ff) that the actions taken by the Executive Board and the Supervisory Board are based on the principle of responsible corporate governance geared towards sustainable value creation. This includes a clear organizational embedding of the Climate Transition Plan 2040 within GEA, whereby all activities related to the Climate Transition Plan 2040 are consolidated within the globally responsible sustainability department. Further, GEA's managers are tasked with successfully implementing the company's transformation. They serve as role models for all employees. To underscore the commitment of the Executive Board and other managers when it comes to the company's climate strategy, the reduction in greenhouse gas emissions is reflected in their respective variable remuneration. In addition, GEA's financial management also includes climate-related aspects, such as GEA's syndicated credit facility of EUR 650 million, which was already supplemented with sustainability criteria in 2022.

Every year, the company will provide a progress report on the implementation of the Climate Transition Plan 2040 in its Annual and Sustainability Report. The greenhouse gas emissions balance sheet is an important monitoring and control element and is therefore included in the annual audit.

GEA undertakes to actively engage and play its role in shaping the transition. This includes a public commitment to more climate protection, continued efforts to take a proactive role, as well as the willingness to share experience and knowledge with a view to inspiring other companies. Thus, continuous evaluation and participation in renowned sustainability initiatives are part and parcel of our Climate Transition Plan 2040.

The document ends with a standard disclaimer on forward-looking statements. In addition, reference is made to the uncertainties associated with data collection and measurement.

Resolution proposed to the Annual General Meeting

The Executive Board and the Supervisory Board propose that the Climate Transition Plan 2040 drawn up by the Executive Board and published on the company's website at gea.com/agm be approved by way of a consultative resolution.

II. Remuneration report for fiscal year 2023 pursuant to sec. 162 (1) AktG (agenda item 3)

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

The Remuneration Report also provides individualized and specific information on remuneration awarded and due to current and former members of the GEA Group Aktiengesellschaft Executive Board and Supervisory Board in fiscal year 2023, as well as benefits commitments. Disclosures related to the remuneration of board members comply with the requirements of the German Stock Corporation Act and the applicable German and international accounting standards.

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

Acting on the recommendation of the Presiding and Sustainability Committee, the Supervisory Board determines the total remuneration of the individual Executive Board members and resolves the remuneration system applicable to the Executive Board. The Supervisory Board reviews the appropriateness of the remuneration at regular intervals. Criteria for determining the appropriateness of the remuneration include the responsibilities of the individual Executive Board members, their respective personal performance, the business situation, the success and the future prospects of the company, the result of the vote of the last Annual General Meeting on the remuneration report as well as the level of the remuneration compared with peer companies and the remuneration structure in place in other areas of the 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 120 a (1), sentence 1 of the Aktiengesetz (AktG – the German Stock Corporation Act). The remuneration system for Executive Board members was revised to comply with the requirements of the new section 87 a of the AktG and the recommendations of the German Corporate Governance Code as amended on December 16, 2019 (GCGC). An important consequence of the revision was the adoption of a new long-term incentive plan for Executive Board members. In addition, the basic remuneration, as well as the target remuneration for the Short Term Incentive (STI) and the Long Term Incentive (LTI) were increased by 20 percent. The contributions to the company pension plan remained unchanged. The 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](https://www.gea.com) website under “Company – Investors – Corporate Governance – Remuneration.”*

Principles of the remuneration system

The remuneration system is characterized by the following basic principles:

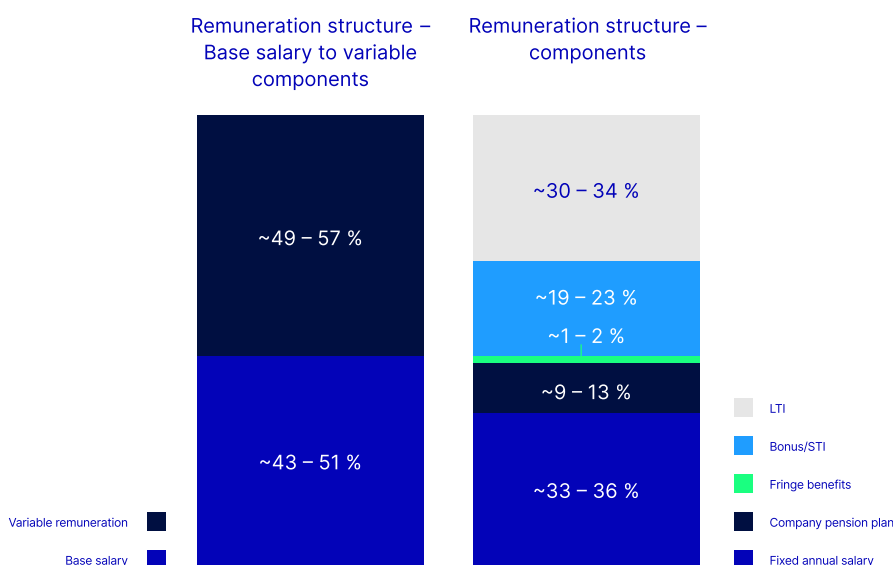
- **Strategic relevance:** Performance-based remuneration components ensure support for the key objectives of the business strategy, in particular continuous, sustainable and profitable growth.
- **Pay for Performance:** The pay for performance concept is incorporated by linking remuneration to the achievement of 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 value growth is taken into account through the four-year term and the long-term incentive's (LTI) strong share orientation, as well as share ownership guidelines.
- **Consideration of remuneration and employment conditions of the employees:** When determining the remuneration of the Executive Board, its appropriateness in comparison to senior management and the workforce as a whole is also examined. In addition, employee satisfaction as an expression of compensation and employment conditions of the employees influences the amount of the variable remuneration of the Executive Board.
- **Reasonable linkage between 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 management and employees.
- **Regulatory conformity:** The remuneration system for the Executive Board complies with the regulations of the German Stock Corporation Act and takes into account the recommendations of the GCGC in the version applicable at the time.

Target total remuneration under the remuneration system

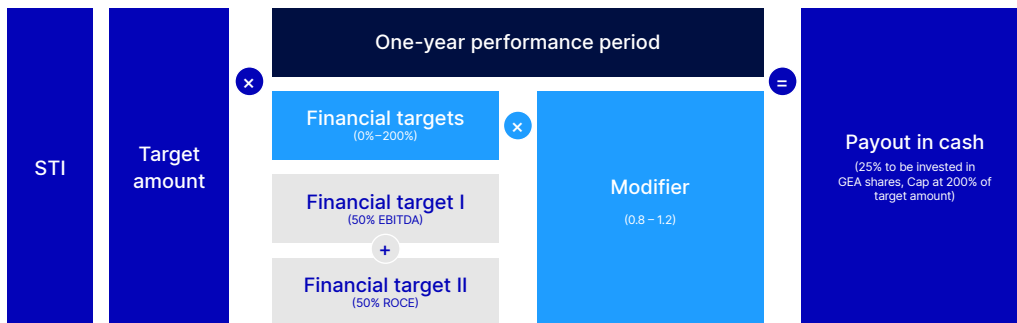
The target total remuneration of the Executive Board members is composed of non-performance-related and performance-related components as follows:

Relative proportion of the components in the total target remuneration



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

The performance-related components comprise the bonus or short-term incentive (STI) and long-term incentive (LTI). The STI is structured as a target bonus system, which is paid out based on the financial performance criteria EBITDA (earnings before interest, taxes, depreciation and amortization) and ROCE (return on capital employed), each adjusted for restructuring 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, respectively. It is composed as follows:



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



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

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

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 fiscal year, in addition to the reimbursement of their expenses. The Chairman of the Supervisory Board receives two-and-a-half times and his deputy one-and-a-half times this amount. In accordance with section 15 (2) of the Articles of Association, members of the Presiding and Sustainability Committee and the Audit and Cyber-

security Committee (former Audit 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-rata amount of remuneration for the duration of their membership. After the end of the fiscal year – pursuant to section 15 (3) of the Articles of Association – the Supervisory Board members also receive an attendance fee of EUR 1 thousand for each meeting of the Supervisory Board, the Presiding and Sustainability Committee, the Audit and Cybersecurity Committee or the Innovation and Product Sustainability Committee which they attend. In fiscal year 2023, the Supervisory Board held eight meetings, the Presiding and Sustainability Committee met six times, the Audit and Cybersecurity Committee convened on four occasions, the Nomination Committee held four meetings while the Innovation and Product Sustainability Committee met twice.

In fiscal 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 fiscal year 2023, each to use 25 percent of their undisbursed (gross) remuneration (excluding attendance fees) to acquire GEA shares and to hold these until they leave the Supervisory Board. This purchase obligation applies until a total volume equivalent to a full year's remuneration of the respective Supervisory Board member is reached.

Overview of the past fiscal year

Personnel

There has been a change in the composition of the Executive Board compared with the previous year.

Marcus A. Ketter passed away suddenly on August 6, 2023. As a result, the Supervisory Board appointed Bernd Brinker as a member of the Executive Board and as Chief Financial Officer (CFO) with effect from October 16, 2023, until October 15, 2024 at its meeting on September 20, 2023.

In fiscal year 2023 there were personnel changes on the company's Supervisory Board, which comprises twelve members. Prof. Hans Dieter Kempf's position as shareholder representative on the Supervisory Board was confirmed until the 2026 Annual General Meeting by his election at the Annual General Meeting of April 27, 2023. Jörg Kampmeyer resigned from his position for personal reasons with effect from August 31, 2023. Andreas Renschler was appointed by the court as his replacement on the Supervisory Board with effect from September 1, 2023.

Key figures for fiscal year 2023

For more information, please refer to the Report on Economic Position within the Combined Group Management Report.

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 27, 2023, the Annual General Meeting approved last year's remuneration report by a majority of 93.75 percent. Consequently, there was no reason to call into question the remuneration system that was approved by a majority of 89.54 percent at the Annual General Meeting on April 30, 2021, in accordance with section 120a (1), sentence 1 AktG, its implementation or the manner in which it is reported.

Remuneration of the members of the Executive Board

Remuneration awarded or due in 2023 (and 2022)

The total remuneration of the Executive Board members of GEA Group Aktiengesellschaft in fiscal year 2023 (current members Stefan Klebert, Bernd Brinker and Johannes Giloth as well as former member Marcus A. Ketter) amounted to EUR 9,085,845. This comprised both an amount of EUR 2,815,401 for fixed annual salaries and an amount of EUR 6,197,241 for variable remuneration. As in previous fiscal years, the company did not grant any loans to members of the Executive Board in fiscal year 2023. The option to reclaim variable remuneration components was not exercised in the reporting period.

Marcus A. Ketter's monthly base salary up to and including November 2023 along with entitlements to pension benefits were disbursed to his surviving dependents in the form of a one-off payment. The current LTI tranches were paid out in October 2023 in the amount of the cumulative grant amount to the surviving dependents of Marcus A. Ketter, with the grant amount for the 2023 tranche being reduced pro rata temporis. The STI will be disbursed, also reduced pro rata temporis, in March 2024.

In fiscal year 2022, the total remuneration of the Executive Board members (Stefan Klebert, Marcus A. Ketter and Johannes Giloth) amounted to EUR 9,382,822. This comprised both an amount of EUR 2,976,000 for fixed annual salaries and an amount of EUR 6,311,924 for variable remuneration.

For purposes of section 162 (1) sentence 2 no. 1 of the AktG, remuneration is deemed to have been awarded in the fiscal year in which the work (one or more years) on which the remuneration concerned is based was performed in full (vesting-oriented view). Remuneration is due when an unfulfilled legal obligation to pay such remuneration exists. In accordance with section 162 of the AktG, remuneration components are stated as of the earlier of the date on which the remuneration is awarded or due. Amounts attributable to the LTI and the bonus or STI are thus reported in the fiscal year in which the service period ends. In the past fiscal year, the service period ended for the 2023 tranche of the LTI, which was therefore fully vested in fiscal year 2023. The LTI and the long-term share price component (2012 remuneration system) are paid out in March of the fiscal year after the end of the three-year or four-year performance period following a resolution of the Supervisory Board establishing the target achievement. Differences between the expected payout amount at the time of full vesting and the actual amount paid out after the end of the performance period are disclosed in the year of payment. Thus, in fiscal year 2027, the corresponding difference for the 2023 tranche will be included in the remuneration to be disclosed.

Target total remuneration and actual remuneration

The following tables show – in each case for the reporting period and the prior year, each in individualized form and each broken down into fixed, non-performance-related and variable, performance-related components – the amount of the target total remuneration of the current Executive Board members and the actual remuneration of the current and former Executive Board members. A detailed description of the remuneration system applicable and applied to all current Executive Board members in fiscal year 2023 can be found on gea.com website under “Company – Investors – Corporate governance – Remuneration.”*

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	Bonus/STI	LTI	
Executive Board members								
Stefan Klebert	Nov. 15, 2018/ Previous year Dec. 31, 2026	CEO	1,440,000	25,511	400,000	864,000	1,296,000	4,025,511
			1,440,000	32,758	400,000	864,000	1,296,000	4,032,758
Bernd Brinker ¹	Oct. 16, 2023/ Previous year Oct. 15, 2024	CFO	790,000	27,931	250,000	460,000	688,000	2,215,931
			–	–	–	–	–	–
Johannes Giloth	Jan. 20, 2020/ Previous year Jan. 19, 2028	COO	720,000	32,010	200,000	432,000	648,000	2,032,010
			720,000	33,398	200,000	432,000	648,000	2,033,398
Total			2,950,000	85,452	850,000	1,756,000	2,632,000	8,273,452
Previous year			2,160,000	66,156	600,000	1,296,000	1,944,000	6,066,156

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 2023:

(in EUR)		Base salary				Variable components			Total
	Date joined/ appointed until	Current position	Fixed annual salary	Fringe benefits ¹	Pro-rata fixed remuneration components	Bonus/STI	LTI ²	Pro-rata variable remuneration components	
Current Executive Board members									
Stefan Klebert	Nov. 15, 2018/ Previous year Dec. 31, 2026	CEO	1,440,000	25,511	30%	1,553,645	1,911,099 ³	70%	4,930,255
			1,440,000	32,758	32%	1,662,250	1,406,810 ⁴	68%	4,541,818
Bernd Brinker	Oct. 16, 2023/ Previous year Oct. 15, 2024	CFO	167,575	5,924	36%	174,499	139,156	64%	487,154
			–	–	–	–	–	–	–
Johannes Giloth	Jan. 20, 2020/ Previous year Jan. 19, 2028	COO	720,000	32,010	30%	776,822	938,167 ³	70%	2,466,999
			720,000	33,398	33%	831,125	681,653	67%	2,266,176
Total			2,327,575	63,445	30%	2,504,966	2,988,422	70%	7,884,408
Previous year			2,160,000	66,156	33%	2,493,375	2,088,463	67%	6,807,994

1) The fringe benefits mainly comprise the value of the use of a company car and accident insurance premiums.

2) The service period for the 2023 tranche of the LTI ended on December 31, 2023; the service period for the 2022 tranche ended on December 31, 2022.

3) In addition to the compensation awarded in fiscal year 2023, 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 2020 LTI tranche is included.

4) In addition to the compensation awarded in fiscal year 2022, the delta between the expected payout amount at the time of full vesting and the actual payout amount after the end of the performance period of the 2019 LTI tranche is included.

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

(in EUR)		Base salary				Variable components				Total
	Entry/ departure	Last position	Fixed remune- ration ¹	Fringe benefits	Pro-rata fixed remuneration components	Bonus/STI	LTI	Long-term share price component	Pro-rata variable remuneration components	
Former Executive Board members										
Marcus A. Ketter	May 5, 2019/ Aug. 6, 2023	Ordinary Executive	487,826	9,758	41%	523,843	180,010 ²	–	59%	1,201,437
Previous year		Board member	816,000	28,742	33%	942,711	787,375	–	67%	2,574,828
Steffen Bersch	Jan. 1, 2016/ Feb. 29, 2020	Ordinary Executive	–	–	–	–	54,034 ³	–	100%	54,034
Previous year		Board member	–	–	–	–	21,752 ³	–	100%	21,752
Martine Snels	Oct. 1, 2017/ Dec. 31, 2019	Ordinary Executive	–	–	–	–	–	–	–	–
Previous year		Board member	–	–	–	–	–	–636 ⁴	100%	–636
Dr. Helmut Schmale	Apr. 22, 2009/ May 17, 2019	Ordinary Executive	226,141	–	100%	–	–	–	–	226,141
Previous year		Board member	224,684	–	100%	–	–	–	–	224,684
Other previous members and surviving dependents ⁵			7,038,587	–	100%	–	–	–	–	7,038,587
Previous year			5,113,891	–	100%	–	–	–	–	5,113,891
Total			7,752,554	9,758	91%	523,843	234,044	–	9%	8,520,199
Previous year			6,154,575	28,742	78%	942,711	809,127	–636	22%	7,934,519

- 1) The fixed remuneration includes pension payments and – in the event of early departure from the Executive Board – severance payments, as well as, with regard to the previous year's figures, fixed salaries. No severance payments were paid in fiscal years 2022 and 2023.
- 2) The compensation from the LTI components is attributable to the delta between the expected payout amount at the time of full vesting and the actual (pro rata reduced) payout amount, that will be paid off in March 2024, of the 2020, 2021, 2022 and 2023 tranche of the LTI.
- 3) The compensation from the LTI components is attributable to the delta between the expected payout amount at the time of full vesting and the actual payout amount after the end of the performance period of the 2019 or 2020 tranche of the LTI.
- 4) The compensation from the LTI components is attributable to the delta between the expected payout amount at the time of full vesting and the actual payout amount after the end of the performance period of the 2019 tranche of the long-term share price component. The negative delta results from a target achievement of 99.7%.
- 5) Individualized disclosure of the remuneration of former Executive Board members and their surviving dependents is omitted for members of the Executive Board who left the company more than ten years ago.

The total remuneration of the current and former Executive Board members for fiscal year 2023 is in line with the remuneration system applicable in the reporting period and the 2012 remuneration system applicable to individual former Executive Board members. The target total remuneration of the current Executive Board members set for the reporting period corresponds in each case to the values and ratios of fixed to variable remuneration components stipulated in the remuneration system. As shown in the following section and in the section "Disclosures relating to share-based remuneration for the period 2021 to 2023," the actual target achievement or the target achievement expected on the basis of the ratios as of December 31, 2023 of the individual variable remuneration components was determined on the basis of the key performance indicators and the target achievement curves defined in accordance with the remuneration system.

Target achievement and modifier multiplier applicable to the 2023 STI

At the Supervisory Board meeting in April 2023, the calibration of the financial performance targets for the bonus or STI 2023 was adjusted for the contribution of the Frozen Food business. 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 amounts to EUR 764 million in the fiscal year 2023. The target achievement corridor ranges from EUR 684 million, which would correspond to a target achievement of 0 percent, to EUR 844 million, which would correspond to a target achievement of 200 percent. Linear interpolation is performed between these values. For the key performance indicator ROCE before restructuring expenses and M&A-effects, a target achievement of 100 percent is indicated if the key performance indicator of 29.3 percent is achieved. A ROCE before restructuring expenses and M&A-effects of 33.3 percent would correspond to a target achievement of 200 percent and 25.3 percent would correspond to a target achievement of 0 percent. Linear interpolation is performed between these values.

In the fiscal year 2023, EBITDA before restructuring expenses and adjusted M&A-effects, totaled EUR 774.6 million, which corresponds to target achievement of 113.5 percent (previous year: 153.8 percent). ROCE in fiscal year 2023, also adjusted for restructuring measures and M&A-effects, amounted to 32.7 percent (previous year: 31.8 percent), equivalent to target achievement of 186.2 percent (previous year: 196 percent). For the 2023 STI, this results in a target achievement level of 149.9 percent (previous year: 174.9 percent).

For the 2023 STI, the Supervisory Board has set a modifier multiplier of 1.2 for Stefan Klebert (previous year: 1.1), 1.2 for Marcus A. Ketter (previous year: 1.1), 1.2 for Johannes Giloth (previous year: 1.1) and 1.1 for Bernd Brinker (previous year: not applicable due to his appointment in 2023), resulting in an overall target achievement level of 179.8 percent (previous year: 192.4 percent). In each case, these multipliers correspond to the average of the individual evaluations of the modifier criteria set by the Supervisory Board beforehand for the members of the Executive Board. The modifier applicable to the 2023 STI was based on the following targets and assessment criteria:

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

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

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

GEA Digital: Successful market launch and scaling of digital services

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

Employee turnover/retention: Creating transparency and developing measures

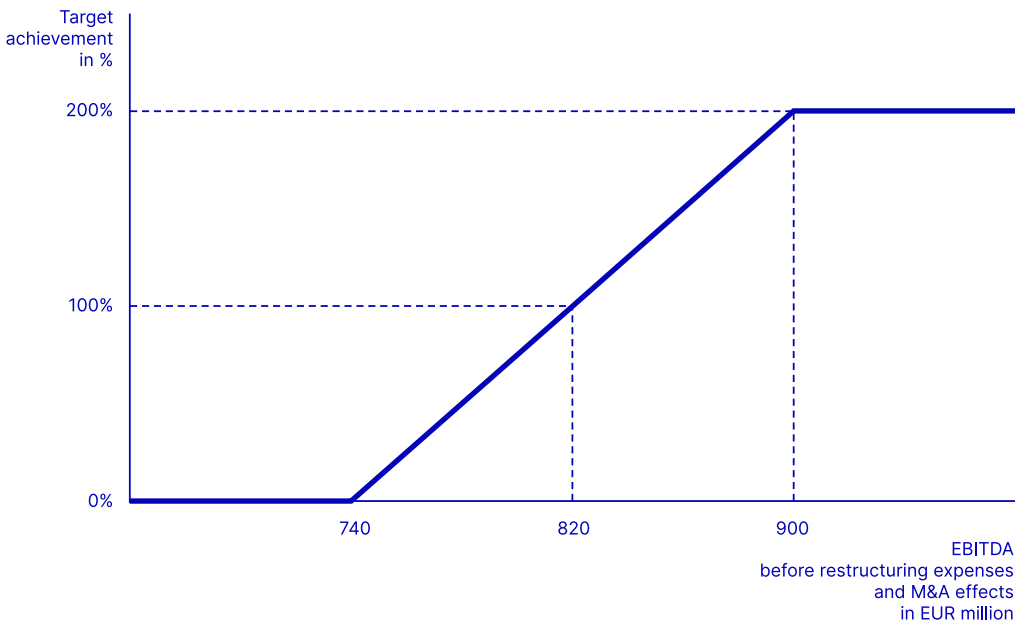
Limited discretionary assessment by the Supervisory Board, taking into account certain parameters defined in advance by the Supervisory Board

Calibration of financial performance targets and modifier criteria in relation to the 2024 STI

For the 2024 bonus or STI, the Supervisory Board has calibrated the following financial performance targets:

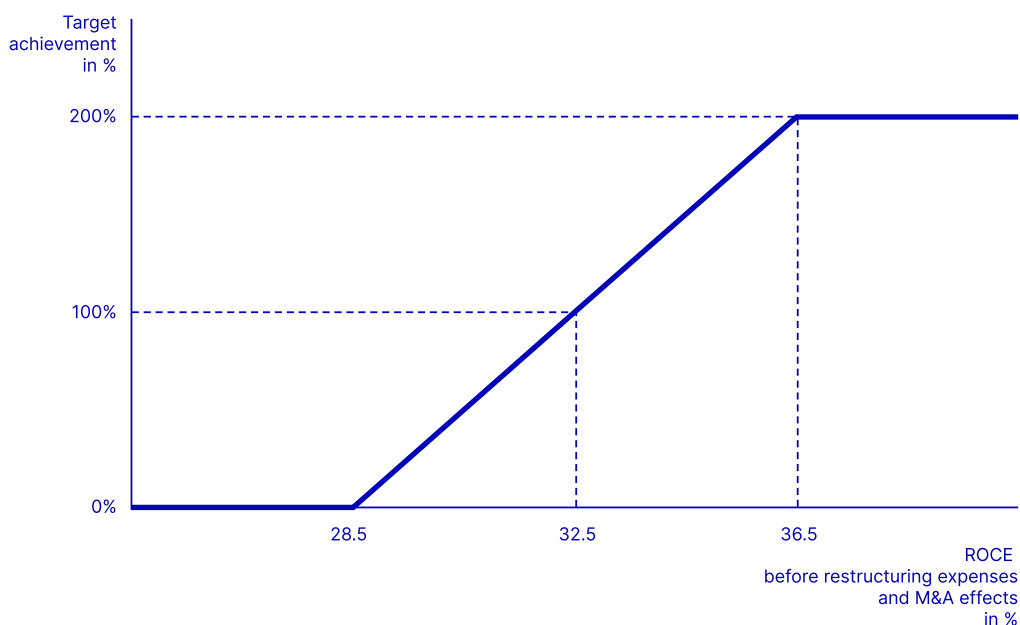
For the key performance indicator EBITDA before restructuring expenses and M&A-effects, 100 percent of the target is achieved if EBITDA before restructuring expenses and M&A-effects in fiscal year 2024 amounts to EUR 820 million. The target achievement corridor ranges from EUR 740 million, which would correspond to a target achievement of 0 percent, to EUR 900 million, which would correspond to a target achievement of 200 percent. Linear interpolation is performed between these values.

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



A target achievement of 100 percent should be given for the key performance indicator ROCE before restructuring expenses and M&A-effects in fiscal year 2024 if a ROCE before restructuring expenses and M&A-effects of 32.5 percent is achieved. Here, the target achievement corridor ranges from 28.5 percent (where target achievement would correspond to 0 percent) to 36.5 percent (where target achievement would correspond to 200 percent). Linear interpolation is performed between these values.

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



The Supervisory Board defined the following modifier targets and assessment criteria for the 2024 STI, which apply equally to all Executive Board members, based on the strategic targets:

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 certain key figures on accident frequency defined in advance by the Supervisory Board

Increase in employee retention

Limited discretionary assessment by the Supervisory Board, taking into account certain key figures on employee fluctuation defined in advance by the Supervisory Board

Cash-Conversion-Rate (CCR)

Assessment by the Supervisory Board, taking into account certain thresholds defined in advance by the Supervisory Board

Disclosures relating to share-based remuneration for the period 2021 to 2023

Up to and including fiscal year 2021, the previous remuneration system granted the Executive Board share-based remuneration in the form of annual tranches of the Performance Share Plan. The performance period of each of these tranches encompasses three fiscal years. Starting from fiscal year 2022, the Executive Board is awarded share-based remuneration in the form of annual tranches of the Performance Share Plan with a four-year performance period. The tranche awarded in fiscal year 2023 is measured over a four-year period from 2023 to 2026 and will be paid out in fiscal year 2027. At the end of the four-year performance period, the payout is calculated as the arithmetic mean of the annual target achievements of the four fiscal years multiplied by the number of performance shares awarded and the dividend adjusted arithmetic mean of the share price, limited to a maximum of 200 percent. Target achievement for the 2023 tranche is 80 percent. The provisional total number of performance shares for the 2022 tranche and the 2023 tranche calculated on the basis of target achievement is summarized in the table below.

	Tranche 2023		Tranche 2022
	2023	2022*	2023
Target Achievement	80%	166%	80%
Stefan Klebert	6,940	12,286	5,926
Bernd Brinker	777	–	–
Johannes Giloth	3,470	6,143	2,963

*) Prior year's figure adjusted due to corrected TSR performance.

The 2023 tranche for Marcus A. Ketter was disbursed pro rata temporis in October 2023 to his surviving dependents.

For the 2021 tranche, whose performance period ended on December 31, 2023, and which will be paid out in the current fiscal year 2024, the final target achievement is 200 percent for EPS growth and 182 percent for the relative TSR. The target achievement corridor for EPS growth ranges from a Compound Annual Growth Rate (CAGR) of 8.0 percent during the performance period, which would correspond to target achievement of 0 percent, to a CAGR of 18.0 percent for the period 2021 to 2023, which would correspond to target achievement of 200 percent. Linear interpolation is performed between these values, whereby 13.0 percent equates to a target achievement of 100 percent.

Like the 2021 tranche to be paid out in the current 2024 fiscal year, the tranches of the Performance Share Plan in the form specified in the remuneration system applicable for 2023 support the company's long-term, sustainable development thanks to the three-year, forward-looking assessment basis, the clear alignment with the capital market and the focus on the long-term performance of GEA's shares.

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

	Performance shares issued at the start of the vesting period (in number of shares)	Fair value as of the grant date (in EUR)	Fair value as of December 31, 2023 (in EUR)	Fair value as of December 31, 2022 (in EUR)
Stefan Klebert				
2021 tranche	50,664	1,080,000	2,160,000	2,105,748
2022 tranche	29,630	1,296,000	1,254,356	1,363,306
2023 tranche	34,699	1,296,000	1,242,536	–
Bernd Brinker				
2021 tranche	–	–	–	–
2022 tranche	–	–	–	–
2023 tranche	18,421 ¹	145,140 ²	139,156 ³	–
Johannes Giloth				
2021 tranche	25,332	540,000	1,080,000	1,052,874
2022 tranche	14,815	648,000	627,178	681,653
2023 tranche	17,350	648,000	621,286	–
Total Tranche 2021	75,996	1,620,000	3,240,000	3,158,622
Total Tranche 2022	44,445	1,944,000	1,881,534	2,044,959
Total Tranche 2023	70,470	2,089,140	2,002,978	–

- 1) Reflects a payout reduced pro rata temporis in March 2027 due to the appointment on October 16, 2023.
- 2) Due to Bernd Brinker joining on October 16, 2023 and the resulting reduction in the payment of the 2023 tranche under the Performance Share Plan, the fair value at grant date was reduced accordingly to EUR 7.88 per performance share.
- 3) Based on a reduced fair value of EUR 7.55 per performance share (rounded) as of December 31, 2023.

Entitlements arising from this remuneration component equivalent to the cumulative granted amount, pro rata temporis for the 2023 tranche, were disbursed to the surviving dependents of Marcus A. Ketter in October 2023.

	Performance shares issued at the start of the vesting period (in number of shares)	Fair value as of the grant date (in EUR)	Fair value as of December 31, 2023 (in EUR)	Fair value as of December 31, 2022 (in EUR)
Marcus A. Ketter				
2021 tranche	28,710	612,000	– ³	1,193,315
2022 tranche	16,781	734,000	– ³	772,111
2023 tranche	19,652 ¹	734,000 ²	– ³	–

- 1) Payout reduced pro rata temporis in October 2023 due to the death of Marcus A. Ketter on August 6, 2023.
- 2) Due to the death of Marcus A. Ketter on August 6, 2023 and the resulting reduction in the payment of the 2023 tranche under the Performance Share Plan, the fair value at grant date was reduced accordingly to EUR 22.21 per performance share.
- 3) The remaining tranches of the performance share plan were paid out in October 2023 in the (pro rata temporis reduced) grant amount.

In fiscal year 2023, total expenditure for share-based remuneration under all remuneration systems (i.e., the total of the fair value of share-based remuneration granted in the fiscal year as of the balance sheet date and the change in fair value in relation to entitlements under share-based remuneration in the fiscal year 2023) that was recognized in the consolidated IFRS financial statements amounted to EUR 1,188 thousand for Stefan Klebert (previous year: EUR 1,335 thousand); EUR 139 thousand for Bernd Brinker (previous year: EUR 0 thousand) and EUR 594 thousand for Johannes Giloth (previous year: EUR 668 thousand). The pro rata release of the provision for Marcus A. Ketter's share-based remuneration resulted in income of EUR 183 thousand (previous year: expense of EUR 756 thousand). Further information on the LTI is outlined in Note 7.3.3 of the Consolidated Financial Statements.

Grants, specifications and calibrations of strategic goals under the 2024 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, 2024 of EUR 34.09, the Executive Board members were granted the following number of performance shares under the sixth tranche of the LTI granted for the current fiscal year (2024 tranche):

Participants Tranche 2024	Contractual target value (in EUR)	Number of performance shares granted
Stefan Klebert	1,296,000	38,018
Bernd Brinker	542,860 ¹	20,182 ²
Johannes Giloth	648,000	19,009
Total	2,486,860	77,209

- 1) Due to Bernd Brinker's employment contract until October 15, 2024 and the resulting reduction in the payout of the 2024 tranche of the performance share plan, the fair value on the grant date was reduced to a rounded EUR 26.90 per performance share.
- 2) Taking into account the pro rata temporis reduced payout in March 2028.

The Supervisory Board has set and calibrated the following strategic targets, with a weighting of 40 percent within the LTI, for the 2024 tranche of the LTI:

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).
- 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.

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.
- 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 2024 LTI are, first, the reduction of greenhouse gas emissions in scope 1 and 2 as well as scope 3 and, second, sustainable product innovations. The strategic goals thus support GEA's own target established as part of its climate strategy to reduce its greenhouse gas emissions along its entire value chain to net zero by 2040. In addition to the net zero target for 2040, GEA has also presented interim targets in line with SBTi for all emission areas. These interim targets for Scope 1, 2 and 3 form the basis for assessing target achievement. GEA's climate strategy is the first building block of a comprehensive ESG strategy, which is the basis of GEA's Mission 26 corporate strategy. As part of "Mission 26", increasing sustainable product innovations also 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.

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

Share ownership guidelines

Under the remuneration system, the members of the Executive Board are obliged to acquire GEA shares and hold them until the end of their period of service. The amount of this shareholding obligation is 150 percent of the annual gross fixed salary for Stefan Klebert and 100 percent of the annual gross fixed salary for 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 12/31/2023
Stefan Klebert	150	2,160,000	100,000 ¹	3,769,000
Bernd Brinker	100	790,000	3,000 ²	113,070
Johannes Giloth	100	720,000	29,157 ³	1,098,927

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

2) Thereof, 0 shares were contributed under the SOG.

3) Thereof, 20,157 shares were contributed under the SOG.

On payment of the STI 2023 at the end of March 2024, shares will be purchased under the share ownership guidelines (SOG) for Bernd Brinker.

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 Chairman of the Executive Board and EUR 3.7 million for ordinary members of the Executive Board. In the event of the appointment of a new member of the Executive Board, a one-time increase in the maximum remuneration by a maximum of 35 percent, applicable exclusively to the fiscal year of such appointment, is possible, provided the Supervisory Board resolves upon commencement of the term to offset the loss of benefits from the new Executive Board member's former employer. This option was not exercised in fiscal year 2023. Details can be found in the remuneration system on the *gea.com* website under "Company – Investors – Corporate Governance – Remuneration."*

In the reporting period, the remuneration to be included for the purpose of assessing compliance with the maximum remuneration (consisting of the fixed annual salary, fringe benefits, STI and contributions to the company pension plan) was EUR 3,419,156 for Stefan Klebert, EUR 1,632,805 for Marcus A. Ketter, EUR 382,089 for Bernd Brinker and EUR 1,728,832 for Johannes Giloth. Compliance with maximum remuneration limits for current Executive Board members for fiscal year 2023 may only be conclusively assessed after the end of the performance period of the 2023 LTI tranche on December 31, 2026. However, due to the limitation on the maximum payout amounts of the LTI to 200 percent of the target values, it may be assumed that maximum remuneration limits for the fiscal year 2023 will be complied with. Due to the premature payment of the LTI tranches, a final assessment of compliance with the maximum remuneration for Marcus A. Ketter for the years 2022 and 2023 can be made. Marcus A. Ketter's remuneration relevant for the assessment of compliance with the maximum remuneration amounted to EUR 2,821,453 in 2022 and EUR 1,632,805 in 2023 and therefore does not exceed the maximum remuneration envisaged for an ordinary member of the Executive Board. On 31 December 2023, a final assessment of compliance with the maximum remuneration for the 2021 financial

*) Unaudited information

year is also possible. In total, the remuneration relevant for the assessment amounted to EUR 5,211,557 for Stefan Klebert, EUR 2,427,460 for Marcus A. Ketter and EUR 2,630,840 for Johannes Giloth, thus not exceeding the maximum remuneration of the remuneration system.

Malus and clawback

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

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

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

The remuneration of individual Executive Board members included in the table corresponds to the total remuneration awarded and due in the fiscal year as presented above. The performance is determined on the basis of 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 fiscal year. EBITDA before restructuring expenses, ROCE and revenue are key performance indicators for the Group. EBITDA before restructuring expenses and ROCE already comprise the basis of the financial targets for the Executive Board's one-year variable remuneration. Annual organic sales growth was defined as one of three performance criteria for the tranche of the LTI granted for the current fiscal year 2023. The presentation of average employee remuneration on a full-time equivalent basis is based on the group of employees of GEA Group Aktiengesellschaft together with GEA Group Services GmbH (number of employees in 2020–2023 approx. 500), which form a joint operation, and the employees of GEA Group companies in Germany (number of employees in 2020–2023 approx. 6,700).

Year-on-year change in %	2023 ¹	2022 ¹	2021 ¹
Remuneration of current Executive Board members			
Stefan Klebert ²	8.6	-5.1	17.2
Bernd Brinker ²	-	-	-
Johannes Giloth ²	8.9	-6.3	23.4
Remuneration of former Executive Board members			
Marcus A. Ketter ²	-53.3 ³	-5.5	17.1 ⁴
Steffen Bersch	148.4	-	-100.0 ⁴
Martine Snels	-100.0	-119.1	-63.9
Niels Erik Olsen	-	-100.0	-91.5
Jürg Oleas	-	-	-100.0
Dr. Helmut Schmale	0.6	12.3	0.8
Other former members and surviving dependents ⁵	37.6 ⁶	6.1	0.8
Earnings indicators			
EBITDA before restructuring measures GEA Group	8.7	14.0	17.3
ROCE GEA Group	93 bp	391 bp	1,079.0
Revenue GEA Group	4.0	9.8	1.5
Net income for the fiscal year GEA Group AG	290.3	-10.6	70.7
Employee remuneration			
Employees of GEA Group Aktiengesellschaft and GEA Group Services GmbH	4.4	-0.2	13.6
Employees of GEA Group in Germany	6.6	0.8	5.4

- 1) Over the next years, the period under consideration in the comparative analysis will be successively extended to cover five comparative periods in accordance with section 26 j of the German Act Implementing the Second Shareholder Rights Directive (ARUG II).
- 2) The change compared to previous year is due to the higher expected payout amount (based on the fair value as of December 31 of the relevant fiscal year) of the LTI tranche vested in the fiscal year.
- 3) The change compared to previous year is due to Marcus A. Ketter's departure from the Executive Board as of August 8, 2023.
- 4) The change compared to previous year is due to Steffen Bersch's departure from the Executive Board as of February 29, 2020.
- 5) Individualized disclosure for former Executive Board members and their surviving dependents is omitted for members of the Executive Board who left the company more than ten years ago.
- 6) The increase is due in particular to one-off payments in connection with the death of Marcus A. Ketter.

In fiscal year 2023, the ratio of the CEO's remuneration to the average remuneration of all GEA Group employees in Germany was 67.9 (previous year: 66.6). In fiscal year 2023, the ratio of the CEO's remuneration to the average remuneration of all employees of GEA Group Aktiengesellschaft and GEA Group Services GmbH was 33.9 (previous year: 32.6). To determine this ratio, the average remuneration awarded and due to all employees of GEA Group Aktiengesellschaft and GEA Group Service GmbH as well as the GEA Group in Germany in the fiscal year is calculated as a proportion of the remuneration awarded and due to the CEO for the respective fiscal year (see the section "Remuneration awarded and due in 2023 (and 2022)").

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, i.e., comprising, at a minimum, the aggregate amount of the company-funded pension contributions, and the deferred contributions are available at the time the pension capital falls due. The latter may be paid out as a lump sum or in up to 20 annual installments, with outstanding installments continuing to earn 1 percent interest per year.

Pension commitments under this program were made to Stefan Klebert, Bernd Brinker and Johannes Giloth. Marcus A. Ketter's pension commitment was disbursed in full in October 2023 to his surviving dependents. There were no other changes to pension commitments during the reporting period.

Pension scheme contributions and provisions for pension obligations

The company has set aside pension provisions to cover the future entitlements of the Executive Board members. The service cost for pension provisions for active Executive Board members recognized at the end of the 2023 fiscal year in accordance with IFRS are listed individually in the table below.

(in EUR)	Pension obligation* as of 12/31/2023	Service cost in fiscal year 2023
Stefan Klebert	2,231,425	400,000
Bernd Brinker	54,597	34,091
Johannes Giloth	1,174,836	200,000
Total	3,460,858	634,091

*) Pension obligation before plan assets.

Benefits in the event of premature departure from the Executive Board

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

The system stipulates that if the appointment of an Executive Board member is revoked for good cause with legal effect in accordance with section 84 (3) of the AktG, or if an Executive Board member validly resigns from office pursuant to section 84 (3) of the AktG, the Executive Board member's service agreement will – as a rule – end on expiry of the statutory notice period pursuant to section 622 (1) and (2) of the Bürgerliches Gesetzbuch (BGB – German Civil Code). However, if the appointment is revoked due to an individual's inability to properly manage the company as defined in section 84 (3) of the AktG, the notice period runs until the end of the eight-month period.

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

If the service agreement is terminated in the course of a fiscal year by the company under its right of extraordinary termination for good cause under section 626 (1) of the BGB or based on the valid revocation of 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 fiscal 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 payment of severance pay lapses in such cases as well.

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

The 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.

(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
Dr. Riedl	70,000	45,000	–	–	91%	12,000	9%	127,000
Previous year	33,836	23,685	–	–	89%	7,000	11%	64,521
Prof. Dr. Röhner*	–	–	–	–	–	–	–	–
Previous year	16,164	–	–	–	84%	3,000	16%	19,164
Total	980,000	225,000	225,000	175,000	92%	139,000	8%	1,744,000
Previous year	698,082	175,000	175,000	125,000	90%	136,000	10%	1,309,082

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

As part of a voluntary commitment to purchase GEA shares, the majority of the Supervisory Board members have undertaken, with effect from fiscal year 2023, each to use 25 percent of their undisbursed (gross) remuneration (excluding attendance fees) to acquire GEA shares and to hold these until they leave the Supervisory Board. This purchase obligation applies until a total volume equivalent to a full year's remuneration of the respective Supervisory Board member is reached. The first acquisition under the program will take place in 2024.

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

	Shares held	
	Number	Value in EUR as of 12/31/2023
Böhning	–	–
Claas	–	–
Falk	500	18,845
Prof. Dr. Fleischer	30	1,131
Gröbel	800	30,152
Kämpfert	–	–
Prof. Kempf	–	–
Prof. Dr. Köhler	–	–
Krönchen	–	–
Lei	–	–
Renschler	–	–
Dr. Riedl	–	–

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 fiscal year. The presentation of average employee remuneration on a full-time equivalent basis is based on the group of employees of GEA Group Aktiengesellschaft together with GEA Group Services GmbH (number of employees in 2020–2023 approx. 500), which form a joint operation, and the employees of GEA Group in Germany (number of employees in 2020–2023 approx. 6,700).

Year-on-year change in %	2023 ¹	2022 ¹	2021 ¹
Remuneration of members of the Supervisory Board			
Prof. Dr. Bauer	-	-	-
Bastaki	-	-100.0	-67.1
Böhning	117.2 ³	-	-
Claas	32.3	47.6 ²	-
Eberlein	-	-	-100.0
Falk	32.8	49.1 ²	-
Prof. Dr. Fleischer	36.4	91.8 ²	-
Gröbel	33.3	8.1	17.3
Hall	-100.0	-66.5	1.0
Helmrich	-100.0	-44.0 ²	-
Hubert	-	-100.0	-66.8
Kämpfert	34.5	-16.6	-31.2
Kampmeyer	-13.1 ³	-	-
Prof. Kempf	113.1 ³	-	-
Kerkemeier	-	-100.0	68.2
Prof. Dr. Köhler	30.3	0.8	325.0
Krönchen	32.3	2.5	-4.7
Dr. Helmut Schmale	0,6	12,3	0,8
Lei	32.8	50.4 ²	-
Löw	-	-100.0	-67.1
Dr. Perlet	-	-100.0	-67.9
Renschler	-	-	-
Dr. Riedl	96.8 ³	-	-
Prof. Dr. Röhner	-100.0	-50.3 ²	-
Spence	-	-100.0	-68.6
Dr. Zhang	-	-100.0	-1.8
Earnings indicators			
EBITDA before restructuring measures GEA Group	8.7	14.0	17.3
ROCE GEA Group	93 bp	391 bp	1,079 bp
Revenue GEA Group	4.0	9.8	1.5
Net income for the fiscal year GEA Group AG	290.3	-10.6	70.7
Employee remuneration			
Employees of GEA Group AG and GEA Group Services GmbH	4.4	-0.2	13.60
Employees of GEA Group in Germany	6.6	0.8	5.40

1) Over the next years, the period under consideration in the comparative analysis will be successively extended to cover five comparative periods in accordance with section 26 j of the German Act Implementing the Second Shareholder Rights Directive (ARUG II).

2) Joining the Supervisory Board in fiscal year 2021.

3) Joining the Supervisory Board in fiscal year 2022.

Düsseldorf, March 5, 2024

Chairman of the Supervisory Board

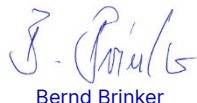
The Executive Board



Prof. Dieter Kempf



Stefan Klebert



Bernd Brinker



Johannes Giloth

Independent Auditor's Report

To GEA Group Aktiengesellschaft

Report on the audit of the remuneration report

We have audited the attached remuneration report of GEA Group AG, Düsseldorf, for the financial year from January 1 to December 31, 2023, including the related disclosures, prepared to meet the requirements of Section 162 AktG [Aktiengesetz: German Stock Corporation Act].

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

Responsibilities of Management and the Supervisory Board

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

Auditor's responsibilities

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

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

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

Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the financial year from January 1 to December 31, 2023, including the related disclosures, complies in all material respects with the financial reporting requirements of Section 162 AktG.

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

Other matter – formal examination of the remuneration report

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

Limitation of liability

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

Düsseldorf, March 5, 2024

KPMG AG
Wirtschaftsprüfungsgesellschaft
[German original signed by:]

Dr. Zeimes	Dr. Ohmen
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]

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

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



Andreas Renschler

* March 29, 1958, Stuttgart

Nationality: German

Member of the Supervisory Board of GEA Group Aktiengesellschaft since September 1, 2023;
court appointed

Member of the Innovation and Product Sustainability Committee

Current term of office due to expire at the close of the 2024 Annual General Meeting

Education:

1979 – 1983 **Esslingen University**
Studied industrial engineering at Esslingen University of Applied Sciences,
earning a “Diplom-Wirtschaftsingenieur” degree

1984 – 1987 **University of Tübingen**
Studied business administration at the University of Tübingen,
earning a “Diplom-Kaufmann” degree

Work experience:

1989 – 2014 **Daimler-Benz AG**
1989 – 1992 – Staff member of Mercedes-Benz Chairman of the Board Werner Niefer
1992 – 1993 – Assistant to the designated Chairman of the Board of Management, Helmut Werner
1993 – 1999 – Set up production plant in Vance, Tuscaloosa County, Alabama, USA
1999 – Head of Human Resources Development at DaimlerChrysler AG
1999 – 2004 – Chairman of the Management Board at smart GmbH
2004 – 2014 – Member of the Daimler AG Board of Management, responsible for Daimler Trucks and Daimler Buses;
responsibility for production and purchasing at Mercedes-Benz Cars as well as the entire
Mercedes-Benz Vans division as of April 2013

2015 – 2020 **Volkswagen AG**
Member of the Board of Management responsible for the Commercial Vehicles Business Area

Current mandates:

Membership in statutory German supervisory boards of listed companies:

- GEA Group Aktiengesellschaft, Düsseldorf (member of the Supervisory Board, member of the Innovation and Product Sustainability Committee)
- Hella GmbH & Co. KG a. A., Lippstadt (Chairman of the Supervisory Board)

Membership in statutory German supervisory boards of unlisted companies:

none

Membership in comparable German and foreign supervisory bodies of listed business entities:

none

Membership in comparable German and foreign supervisory bodies of unlisted business entities:

none

Independence:

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



Prof. Dr.-Ing. Axel Stepken

* August 23, 1958, Essen

Nationality: German

Education:

- 1978 – 1984 **RWTH Aachen University**
Degree in electrical engineering,
RWTH Aachen University Diplom-Ingenieur
- 1989 **RWTH Aachen University**
PhD in electrical engineering,
RWTH Aachen University Dr.-Ing.

Work Experience:

- 1984 – 1991 **RWTH Aachen University**
Institute of General Electrical Engineering and High Voltage Engineering
Research associate
- 1991 – 1995 **ABB Calor Emag Schaltanlagen GmbH**
Project manager automation technology in high voltage switchgear installations
- 1995 – 1998 **PT ABB Transmission & Distribution, Indonesia**
Managing Director
- 1998 – 2002 **ABB Airport Technologies GmbH**
Managing Director
- 2002 – 2022 **TÜV SÜD Aktiengesellschaft**
2002 – 2007 – Member of the Board of Management, responsible for the Industry Division, ASIA PACIFIC Region
2007 – 2022 – Chairman of the Board of Management
- Seit 2015 **Technical University of Munich**
Honorary professor
- Seit 2023 **TÜV SÜD Foundation**
Chairman of the Board of Directors

Current mandates:

Membership in statutory German supervisory boards of listed companies:
none

Membership in statutory German supervisory boards of unlisted companies:
none

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

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

Other:

- TÜV SÜD Aktiengesellschaft (Chairman of the Shareholders' Committee)
- German Asia-Pacific Business Association (Member of the Board)
- Acatech National Academy of Science and Engineering (Member of the Senate)
- Deutsche Bank AG (Member of the Advisory Board)
- Stifterverband der Wissenschaft (Member of the Board of Directors)
- German Singapore Business Forum (Co-Chairman)
- Technical University of Munich (Member of the Advisory Board)

Independence:

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

IV. Additional information on convening the Annual General Meeting

1. Documents and publication on the website

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

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

2. Total number of shares and voting rights

On the day the Annual General Meeting is called, the company's share capital is divided into 172,331,076 no par value shares. Each no par value share grants one vote; thus, the total number of voting rights is 172,331,076. At the time this notice of the Annual General Meeting is submitted to the Federal Gazette, the company holds 2,892,586 treasury shares that do not carry any voting rights.

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

Based on section 17 (5) of the Articles of Association, the Executive Board has resolved that the Annual General Meeting will be held as a virtual Annual General Meeting in accordance with section 118a AktG.

The Annual General Meeting will be held at the CCD Stadthalle Düsseldorf, Stockumer Kirchstraße 61, 40474 Düsseldorf, with Prof. Hans Dieter Kempf as chairman of the meeting, his deputy Prof. Dr. Annette Köhler as well as the members of the Executive Board being physically present. Furthermore, a notary public entrusted with keeping the minutes of the Annual General Meeting and the proxies appointed by the company will also attend in person. With the approval of the chairman of the Supervisory Board, the other Supervisory Board members will attend the Annual General Meeting by way of video and audio transmission in accordance with section 16 (4) sentence 2 of the Articles of Association; however, Andreas Renschler will be on site to briefly introduce himself to the shareholders in person.

In contrast, the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the company) at the place of the Annual General Meeting will not be permitted. Shareholders and/or their proxies who have duly registered for participation in the Annual General Meeting may follow the broadcast of the Annual General Meeting on April 30, 2024, from 10:00 a.m. (CEST) by logging on via the InvestorPortal, which is available on the company's website at gea.com/agm, where they may exercise their rights by means of electronic communication as described below. Shareholders and/or their proxies will receive the necessary login details for accessing the electronic InvestorPortal together with their registration confirmation for virtual participation.

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

Shareholders who have registered prior to the Annual General Meeting are entitled to attend the Annual General Meeting and exercise their voting rights. Registration must be in writing and in German or English. Shareholders must also provide evidence of their entitlement to attend the Annual General Meeting. For this purpose, proof of share ownership issued in writing by the last intermediary as defined in section 67c (3) AktG is sufficient.

Under the previous legal regime, which is still reflected in section 17 (2) sentence 3 of the Articles of Association (see agenda item 8.1), the evidence had to refer to the start of the 21st day prior to the Annual General Meeting, i.e. April 9, 2024, 00:00 hours (CEST). However, with the entry into force of the Act on the Financing of Future-Proof Investments (Financing for the Future Act – ZuFinG) (Federal Gazette I 2023 no. 354) on December 15, 2023, the legal situation has slightly changed in this respect. In accordance with the revised section 123 (4) sentence 2 AktG, proof of share ownership must now refer to the close of business on the 22nd day prior to the Annual General Meeting, i.e. **April 8, 2024, 24:00 hours (CEST)**. According to the explanations provided in the Government's reasoning pertaining to the Financing for the Future Act, the amendment to the statutory provision is not intended to entail a substantive change in deadline.

Registration and proof of entitlement must be received by the company no later than six days prior to the Annual General Meeting, not including the day of the Annual General Meeting and the day of receipt. Registration and proof of entitlement must therefore be received by the company no later than **April 23, 2024, 24:00 hours (CEST)** at the following address:

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

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

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

5. Video and audio transmission of the Annual General Meeting

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

6. Exercise of voting rights

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

a) Power of proxy

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

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

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

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

Authorization of a third party

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

Alternatively, it is also possible to send the authorization, change and revocation of a proxy as well as the evidence of proxy power declared vis-à-vis the individual holding power of proxy and/or its revocation to the following address by email or by mail no later than **April 29, 2024, 18:00 hours (CEST)** (relevant date is the time of receipt):

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

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

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

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

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

Authorization of proxies appointed by the company

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

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

Power of proxy and voting instructions to the proxies appointed by the company may also be issued using the proxy and voting instruction form that is provided on the registration confirmation for this purpose. The proxy form (including instructions) authorizing the proxies appointed by the company must be sent to the following address no later than **April 29, 2024, 18:00 hours (CEST)** (relevant date is the time of receipt):

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

b) Voting by electronic absentee ballot

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

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

c) Further information on the exercise of voting rights

Irrespective of whether authorization is granted to the proxy appointed by the company or whether an electronic absentee ballot is cast, in either case, shareholders have the possibility of voting for or against a proposed resolution or of expressly abstaining from voting. In the absence of an explicit and clear vote and/or instruction, this will also be regarded as an abstention and/or the proxies will abstain from casting a vote on the respective matter at hand.

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

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

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

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

In case voting on an agenda item is carried out by means of separate votes instead of en bloc, the absentee ballot cast and/or an instruction given under this agenda item shall apply accordingly to each item that is subject to a separate vote.

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

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

Moreover, within one month following the day of the Annual General Meeting and in line with section 129 (5) sentence 1 AktG, the individual casting their vote may request that the company confirm whether and how their vote was counted. Confirmation and proof of vote count will be available on the InvestorPortal on the company's website at gea.com/agm after the conclusion of the Annual General Meeting.

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

7. Additional shareholder rights

a) Additions to the agenda pursuant to section 122 (2) AktG

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

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

Pursuant to section 122 (2) sentence 3 AktG, the company must receive such request no later than 30 days prior to the Annual General Meeting. The day of receipt and the day of the Annual General Meeting shall not be included in this period. The last valid date of receipt is therefore **March 30, 2024, 24:00 hours (CET)**. Requests for additions received after that date will not be considered.

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

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

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

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

Subject to section 126 (2) and (3) AktG, shareholders' motions, including the shareholder's name, the substantiation of the motion as well as a potential response by the management, are to be made accessible to the individuals entitled to receive notification as set out in section 125 (1) to (3) AktG (including, amongst others, shareholders who specifically make this request) in compliance with the requirements stipulated therein, if the shareholder has sent a countermotion to a proposal submitted by the Executive Board and/or the Supervisory Board under a specific agenda item to the company at the address below no later than 14 days prior to the Annual General Meeting. The day of receipt and the day of the Annual General Meeting shall not be included in this period. Insofar as the company is to make countermotions accessible, the latest possible date of receipt is therefore **April 15, 2024, 24:00 hours (CEST)**.

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

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

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

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

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

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

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

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

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

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

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

Comments must be submitted by **April 24, 2024, 24:00 hours (CEST)**, exclusively via the InvestorPortal, which is available on the company's website at gea.com/agm. By making such submissions, shareholders and/or their proxies agree that their comments are made accessible by disclosing their names.

Shareholder comments that are to be published will be made available on the company's website at gea.com/agm no later than April 25, 2024, 24:00 hours (CEST).

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

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

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

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

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

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

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

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

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

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

The Executive Board's duty to inform also comprises the legal and business relations of the company with affiliated companies, as well as the situation of the group and the companies included in the consolidated financial statements. In accordance with section 131 (1d) AktG, there is also a right to ask follow-up questions on all answers given by the Executive Board during the Annual General Meeting.

Pursuant to section 19 (3) of the Articles of Association, the chairman of the meeting may impose reasonable time limits on the shareholders' right to speak and ask questions and/or follow-up questions. At the beginning or during the course of the meeting, he may place limits on speaking time, the time allocated for questions (including follow-up questions and new questions), the combined time allowed for speaking and asking questions, and set an appropriate timeframe for the entire course of the Annual General Meeting, for individual agenda items and for individual speakers; notably, this also includes the possibility of prematurely closing the list of speakers and ordering the end of the debate, if necessary.

It is planned that – in line with section 131 (1f) AktG – the chairman of the meeting will establish that the right to information and the right to ask follow-up questions may solely be exercised by means of video communication.

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

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

g) Further explanations regarding shareholder rights

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

8. UTC times

The times up to and including March 30, 2024 are given in Central European Time (CET), which is the standard time in Germany up to then. In terms of Coordinated Universal Time (UTC), this corresponds to the ratio UTC = CET minus one hour. The times from March 31, 2024 are given in Central European Summer Time (CEST), which is the standard time in Germany from then. In terms of Coordinated Universal Time (UTC), this corresponds to the ratio UTC = CEST minus two hours.

9. Data privacy information for shareholders

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

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

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

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

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

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

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

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

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

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

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

For further information on data protection and other ways of contacting the Data Protection Officer, please see our Privacy Policy available on the [gea.com](https://www.gea.com) website.

10. Publication in the Federal Gazette

The Annual General Meeting to be held on April 30, 2024, was convened in due time by publication of the above agenda in the Federal Gazette.

Düsseldorf, March 2024
The Executive Board

ISIN: DE0006602006
WKN: 660200

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

A. Specification of the message

1. Annual General Meeting of GEA Group Aktiengesellschaft 2024
2. Meeting notice

B. Specification of the issuer

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

C. Specification of the meeting

5. Date of the Meeting: April 30, 2024
6. Time of the Meeting: 10:00 hours CEST (8:00 hours UTC)
7. Type of Meeting: Annual General Meeting without the physical presence of the shareholders or their proxies
8. Location of the General Meeting: *gea.com/agm*

Location of the General Meeting as per the German Stock Corporation Act:
CCD Stadthalle Düsseldorf, Stockumer Kirchstraße 61, 40474 Düsseldorf

9. Record date: April 23, 2024
10. Uniform Resource Locator (URL): *gea.com/agm*

