Non-binding convenience translation. The German original alone is legally binding.

Description of the remuneration system for members of the Executive Board

1. Fundamentals of the remuneration system and contribution of remuneration to promoting the business strategy and long-term development of the company

As one of the world's largest system providers for the food, beverage and pharmaceutical industries, GEA Group Aktiengesellschaft (hereinafter also referred to as "GEA") has adopted the corporate purpose "*Engineering for a better world*".

The sustainable success of the GEA Group is based on various global megatrends: the continuous growth of the world's population, the expanding middle class, growing demand for healthy and safe food and beverages, the increasing need for efficient and resource-saving production processes, and the necessity for digital customer solutions.

GEA's stated goal is to achieve growth based on sustainability and driven by digitalisation, AI and innovation, to increase value and at the same time make a positive contribution to the environment. To achieve this goal, the Mission 30 strategy focuses on the following areas of action:

- Clear focus on sustainability leadership and innovative strength
- Expansion of a future-proof portfolio in key markets
- Expansion of digital customer solutions
- Increased service offering in the service business
- Optimisation of cost structures and internal processes

Against this backdrop, the Supervisory Board considers the remuneration system for the Executive Board to be an important instrument for creating incentives for the successful and sustainable development of GEA into a leading global technology group in the interests of all shareholders.

The remuneration system for GEA's Executive Board is therefore based on the following guiding principles:

- **Strategy focus:** The performance-related remuneration components serve to promote the key objectives of the corporate strategy, in particular continuous, sustainable and profitable growth.
- **Pay for performance:** The pay-for-performance concept is anchored by linking remuneration to the achievement of predefined and ambitious performance criteria. Penalty and clawback provisions are also in place.
- **Sustainability and long-term** orientation**:** Sustainable and long-term development is promoted through sustainability-related and long-term performance criteria with significant weighting. In addition, the sustainability aspect is emphasised by a comparative analysis with DAX 50 ESG companies.
- **Long-term shareholder interests:** Sustainable value development is taken into account through the four-year term and the strong share-based nature of the long-term incentive, as well as through the share ownership guideline.
- **Consideration of the remuneration and employment conditions of employees:** When determining the remuneration of the Executive Board, its appropriateness is also reviewed in comparison to senior management and the workforce as a whole. In addition, remuneration and employment conditions as well as other employee issues influence the amount of variable remuneration paid to the Executive Board.
- **Meaningful alignment with executive and employee remuneration:** In the case of variable remuneration, care is taken to achieve a uniform control and incentive effect between the Executive Board, executives and employees.
- **Regulatory compliance:** The remuneration system for the Executive Board complies with the provisions of the German Stock Corporation Act (AktG) and takes into account the recommendations of the German Corporate Governance Code (DCGK).

The remuneration system for the Executive Board was introduced for the first time in the 2021

financial year and has been uniformly applicable to all members of the Executive Board since 1 January 2022.

The Annual General Meeting on 30 April 2025 approved the remuneration system, which is submitted for a vote every four years and underwent only editorial changes last year, with a majority of 87.49% of the votes cast.

Due to the reorganisation of the Executive Board as of 1 January 2026 and the associated representation of the divisions at Executive Board level, the remuneration system for the Executive Board is to be adjusted again in order to enable a distinction to be made in future, particularly within the framework of the Short Term Incentive (STI), as to whether the Executive Board member in question has operational responsibility for a division or not (see the overview in section 4.1 and the explanations in section 5.2.1).

The remuneration system applies to Management Board contracts concluded from October 2025 onwards, as well as to Management Board contracts that are valid from 1 January 2026 or are newly concluded after 1 January 2026.

2. Procedure for determining, implementing and reviewing the remuneration system

In accordance with Sections 87 (1) and 87a (1) of the German Stock Corporation Act (AktG), the Supervisory Board shall decide on a clear and comprehensible system for the remuneration of Management Board members based on a proposal from the Executive and Sustainability Committee. Once the Supervisory Board has passed a resolution, the remuneration system is submitted to the Annual General Meeting for approval. If it is not approved, the Supervisory Board submits a revised remuneration system to the Annual General Meeting for resolution at the latest at the next Annual General Meeting. The Supervisory Board also submits the remuneration system to the Annual General Meeting for approval in the event of significant changes, but at least every four years.

The general rules of the German Stock Corporation Act (AktG) and the German Corporate Governance Code (DCGK) for dealing with conflicts of interest in the Supervisory Board and the Executive and Sustainability Committee are also observed in the procedure for determining, implementing and reviewing the remuneration system.

3. Determination of the specific target total remuneration and appropriateness of Management Board remuneration

The Supervisory Board determines the target total remuneration of the individual Management Board members on the recommendation of the Executive and Sustainability Committee. The appropriateness of the remuneration is reviewed regularly by the Supervisory Board. Criteria for the appropriateness of remuneration include the tasks of the individual Management Board member, his or her personal performance, the economic situation, the success and future prospects of the company, as well as the customary nature of the remuneration, taking into account the comparative environment (horizontal comparison) and the remuneration structure that otherwise applies in the company (vertical comparison).

The companies listed on the DAX and MDAX are used as comparison groups for the horizontal comparison.

The vertical comparison is based on the ratio of executive board remuneration to the remuneration of senior executives and the entire workforce. The supervisory board has defined the group of senior executives for this purpose and considers management grades one to four. The remuneration of non-tariff employees in Germany is excluded from this. For the workforce, both all employees and, additionally, employees covered by collective agreements are considered. Both the status quo and the development of remuneration ratios over time are taken into account.

4. Overview of the remuneration system for the Executive Board

4.1. Components of the remuneration system

The following table shows the basic components of the remuneration system.

<table>
<tr><td colspan="3">Non-performance-related components</td></tr>
<tr><td>Fixed remuneration</td><td colspan="2">Contractually agreed annual salary, paid in twelve equal monthly instalments</td></tr>
<tr><td>Fringe benefits</td><td colspan="2">Essentially company cars, accident insurance contributions, reimbursement of travel, accommodation, relocation and meal expenses in individual cases, as well as tax advisory services and legal advice costs</td></tr>
<tr><td>Company pension scheme (bAV)</td><td colspan="2">Defined contribution scheme covering retirement, survivor and disability benefits</td></tr>
<tr><td colspan="3">Performance-related components</td></tr>
<tr><td colspan="3">Short-term incentive (STI)</td></tr>
<tr><td>Plan type</td><td colspan="2">Target bonus</td></tr>
<tr><td rowspan="3">Performance criteria</td><td>For members of the Executive Board without operational responsibility for a division</td><td>For members of the Executive Board with operational responsibility for a division</td></tr>
<tr><td>• 50% of Group EBITDA
• 50% of the Group's ROCE</td><td>• 25% of Group EBITDA
• 25% of the Group's ROCE
• 25% of the division's EBITDA
• 25% ROCE or OCF of the div[1]</td></tr>
<tr><td colspan="2">Criteria-based modifier (range 0.8–1.2) to take into account the performance of the entire Management Board or individual Management Board members</td></tr>
<tr><td>Limit/cap</td><td colspan="2">200% of the target amount</td></tr>
<tr><td>Payout</td><td colspan="2">In cash after the end of the financial year</td></tr>
<tr><td colspan="3">Long-term incentive (LTI)</td></tr>
<tr><td>Plan type</td><td colspan="2">Performance Share Plan</td></tr>
<tr><td>Performance period</td><td colspan="2">Four years</td></tr>
<tr><td>Performance criteria</td><td colspan="2">• 60% relative total shareholder return (TSR) compared to companies in the DAX 50 ESG
• 40% strategic targets</td></tr>
<tr><td>Limit/cap</td><td colspan="2">200% of the target amount</td></tr>
<tr><td>Payout</td><td colspan="2">In cash after the four-year performance period</td></tr>
</table>

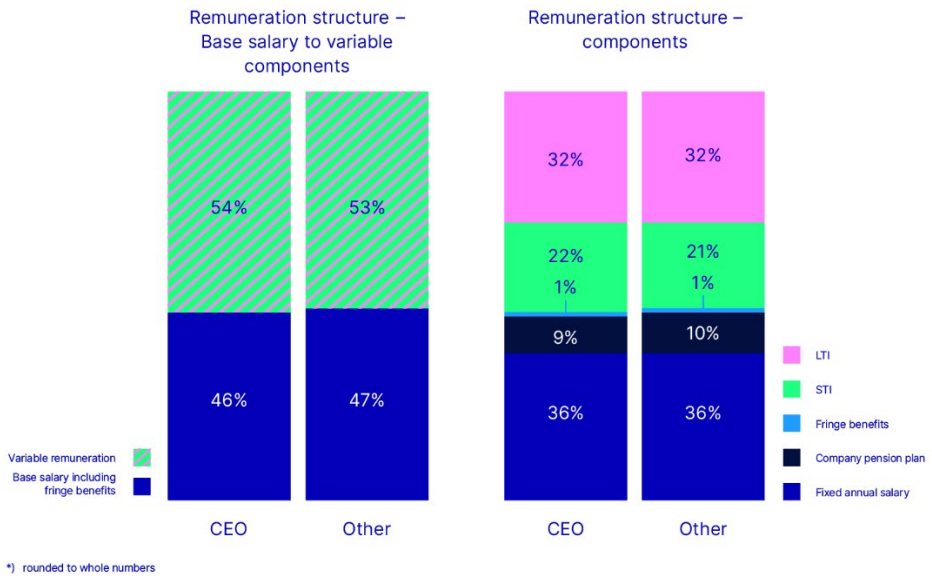
[1] For the Nutrition Plant Engineering division, operating cash flow (OCF) is used as an alternative target metric instead of the division's ROCE. Further details can be found under "5.2.1.2. Financial performance criteria of the STI".

Other contractual provisions	
Maximum remuneration in accordance with Section 87a (1) sentence 2 no. 1 AktG	• Chairman of the Executive Board: EUR 7 million • Ordinary members of the Management Board: EUR 3.7 million • In the event of the appointment of a new member of the Executive Board, the maximum remuneration may be increased by a one-off amount of up to 35% exclusively for the financial year in which the new member joins the Board, provided that the Supervisory Board grants the new member of the Executive Board a payment upon taking office as compensation for the loss of benefits from their previous employer.
Share ownership obligation (Share Ownership guideline)	• Chairman of the Executive Board: 150% of gross fixed remuneration • Ordinary members of the Management Board: 100% of gross fixed remuneration • Automatic investment of 25% of the net payout from STI and LTI each year until the volume of the holding obligation is reached • Retention period until the end of the term of office
Penalty / clawback	Possibility of reducing or reclaiming performance-related remuneration (STI and LTI) in the event of proven, deliberate gross violations of legal or contractual obligations or essential internal guidelines
Severance cap	Severance cap in the event of premature termination of the appointment amounting to two years' remuneration (including fringe benefits) or no higher than the remuneration for the remaining term of the employment contract

4.2. Relative proportions of the components in the target total remuneration (remuneration structure)

The target total remuneration of the members of the Executive Board consists of both non-performance-related and performance-related components. Performance-related remuneration accounts for a significant proportion of the target total remuneration, at approximately 49% to 57%. As a result, the remuneration system is highly performance-oriented and reflects the pay-for-performance principle. In addition, performance-related remuneration is primarily geared towards the achievement of long-term performance criteria and takes sustainability-oriented performance criteria into account. The remuneration structure is therefore geared towards the sustainable and long-term development of the company.
The relative proportions of the remuneration components in the target total remuneration are as follows:

Relative proportion* of the components in the total target remuneration



4.3. Limitation of remuneration components and maximum total remuneration

The remuneration of the members of the Executive Board is limited in two respects. Firstly, the payout amount of the respective components of performance-related remuneration is limited to 200% of the respective target amount. Secondly, a maximum remuneration is defined in accordance with Section 87a (1) sentence 2 no. 1 of the German Stock Corporation Act (AktG). The maximum remuneration comprises all performance-related and non-performance-related remuneration components granted in the calendar year, including fringe benefits and the service cost for pension provisions. The maximum annual remuneration for the Chairman of the Executive Board is EUR 7 million. The maximum annual remuneration for the ordinary members of the Executive Board is EUR 3.7 million.

A deviation from the regular maximum remuneration is only possible in the event of a new appointment. In individual cases, the Supervisory Board has the option of granting new members of the Executive Board a one-off payment upon taking office to compensate for the loss of benefits from their previous employer (see section 5.1.2). In this case, the Supervisory Board may increase the applicable maximum remuneration by a maximum of 35% on a one-off basis and exclusively for the financial year in which the new member joins the Executive Board. This percentage increase corresponds to a maximum variable remuneration (short-term incentive and long-term incentive) for 100% target achievement.

5. Detailed analysis of the individual remuneration components

5.1. Non-performance-related components

5.1.1. Fixed remuneration

Fixed remuneration forms the main part of the non-performance-related remuneration of the members of the Executive Board and consists of a fixed annual salary, which is paid in twelve equal monthly instalments. Fixed remuneration takes into account the function of the respective member of the Executive Board and the responsibilities assigned to him or her.

5.1.2. Fringe benefits

In addition to their fixed remuneration, members of the Executive Board receive fringe benefits. These mainly consist of the value of the private use of a company car, contributions to accident insurance and, in individual cases, reimbursement of travel, accommodation, relocation and meal expenses, as well as tax advisory services and legal advice costs.

In addition, the Supervisory Board has the option of granting new Executive Board members a one-time payment upon taking office in individual cases. This allows a new Executive Board member to be compensated for losses of remuneration already granted by their former employer that arise as a result of the move to GEA. In this way, the Supervisory Board ensures that it retains the necessary flexibility in finding the best possible candidates.

5.1.3. Company pension scheme

The remuneration system provides for a defined contribution pension plan. The pension commitment is immediately vested and includes retirement, survivor and disability benefits.

To implement the pension commitment, the company sets up a pension account for each member of the Executive Board, into which the contractually agreed pension contributions are paid on a monthly basis. The monthly pension contributions are granted for each month of the term of the employment contract. In addition, members of the Executive Board have the option of deferred compensation up to a maximum amount of EUR 100,000 per year.

The pension capital available when the pension becomes payable, and thus the amount of the pension benefit, is calculated on the basis of the pension contributions paid into the pension

account ( ) up to the date on which the pension becomes payable, including the performance of the pension account during the investment phase. The company grants a nominal contribution guarantee, i.e. at least the sum of the pension contributions financed by the company and the deferred compensation payments made is available when the pension capital becomes due. The pension capital can be paid out either as a lump sum or in up to 20 annual instalments, with outstanding instalments continuing to accrue interest at 1% p.a.

As part of their retirement benefits, members of the Executive Board are entitled to the pension capital from the age of 62. If a member of the Executive Board leaves the company's service as a result of disability, they are entitled to disability benefits. If a member of the Executive Board dies before reaching the age of 62, his or her surviving dependants, i.e. the surviving spouse or partner or the surviving children, are entitled to survivor benefits. Disability and survivor benefits amount to the available pension capital. If a member of the Executive Board dies after becoming eligible for a pension, his or her surviving dependants are entitled to the remaining capital.

5.2. Performance-related components

5.2.1. Short-term incentive (STI)

5.2.1.1. Basic features of the STI

The Short Term Incentive (STI) is designed as a target bonus system with a one-year performance period, the payment of which is influenced by the financial performance criteria EBITDA (earnings before interest, taxes, depreciation and amortisation) and ROCE (return on capital employed) or OCF (operating cash flow) and a criteria-based modifier.

The financial performance criteria are each weighted at 50%. For members of the Executive Board who have operational responsibility for a division, not only the Group's EBITDA and ROCE financial indicators are decisive, but also, with a 50% weighting, the corresponding financial indicators for the respective division. The overall degree to which the financial performance criteria have been achieved is calculated from the average of the respective target achievements.

The criteria-based modifier, with a range of 0.8 to 1.2, offers the opportunity to recognise the performance of the entire Executive Board or individual members of the Executive Board. The Supervisory Board's discretionary powers to intervene in the STI are severely limited by the narrow range of the modifier. In addition, the supervisory board defines a narrowly defined set of criteria for the modifier, which ensures a stringent performance reference and transparent traceability in the application of the modifier. The supervisory board can set modifiers for both individual and collective performance of the management board within a performance period.

The payout amount from the STI is calculated by multiplying the contractual target amount for the STI by the overall target achievement. The overall target achievement of the STI is calculated as the weighted sum of the target achievements for EBITDA and ROCE multiplied by the criteria-based modifier. The amount determined in this way can range from 0% to a maximum of 200% of the target amount (cap).

5.2.1.2. Financial performance criteria of the STI

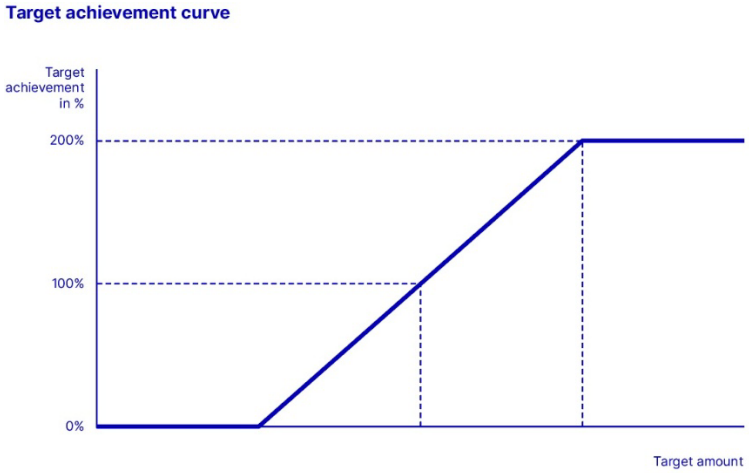
The remuneration-relevant financial performance criteria of the STI are the EBITDA and ROCE of the Group and the divisions respectively.

EBITDA and ROCE are the most important financial performance indicators for GEA and are therefore part of the current Group management system. As a combination of earnings and return, both core performance indicators support the corporate strategy of profitable and strategic growth. The two financial performance criteria are weighted equally at 50% each. For members of the Executive Board who have operational responsibility for a division, not only the Group's financial indicators EBITDA and ROCE are relevant, but also the corresponding financial indicators of the respective division, which are weighted equally.

For the Nutrition Plant Engineering division, operating cash flow (OCF) is used as an alternative target instead of the division's ROCE. The division's ROCE, i.e. the return on capital employed, is not a suitable or interpretable performance indicator for this division, as the division's capital employed is generally negative. In contrast, operating cash flow remains a meaningful and stable performance indicator even when capital employed is negative. It provides an unbiased measure of the business's actual ability to generate sustainable liquidity from its operating activities.

For remuneration purposes, the financial performance criteria EBITDA and ROCE are adjusted for the effects of restructuring expenses and transactions. With regard to the adjustment for the effects of transactions, effects from transactions are adjusted in the case of company acquisitions and divestments that require the approval of the Supervisory Board or its committees. This adjustment is made once a year in the year of a transaction, provided that it is already included in the budget for the following financial year. Otherwise, the effects of the corresponding transaction must also be adjusted in the key figures for the next financial year. The adjustments are intended to ensure that members of the Executive Board are neither disadvantaged nor advantaged for investments that are necessary in the long-term interests of the company. In order to underline the pay-for-performance concept of the remuneration system and to ensure comprehensive transparency, the adjustments made are disclosed retrospectively in the remuneration report.

A target achievement of 100% is given if the respective performance criterion corresponds to the target value defined by the Supervisory Board. The target achievement corridor ranges from a lower limit corresponding to a target achievement of 0% to an upper limit corresponding to a target achievement of 200% ( ). Linear interpolation is used between these values.



The target achievement curves for the financial performance criteria are usually defined by the Supervisory Board before the start of each financial year. The Group's applicable target values for the current financial year are published in advance in the remuneration report for the previous financial year. The target values for the divisions are explained ex post in the remuneration report for the past financial year in order to avoid disclosing competitive operational and strategic information in advance.

5.2.1.3. Criteria-based modifier

The criteria-based modifier allows the Supervisory Board to take into account not only the achievement of financial targets but also the performance of the Executive Board or individual Executive Board members. The assessment is based on predefined criteria that take into account both

- the personal performance of the Management Board member (e.g. important strategic achievements in their area of responsibility, individual contributions to significant cross-divisional projects, relevant financial achievements in their area of responsibility, implementation of key projects) and
- the collective performance of the entire Management Board (e.g. achievement of important strategic corporate goals including mergers and acquisitions, development of employee and customer satisfaction, cooperation with the Supervisory Board, sustainable strategic, technical or structural corporate development)

. The modifier criteria applicable to a member of the Executive Board in a financial year are defined by the Supervisory Board at the latest at the beginning of each financial year. The criteria specified for the current financial year are published in advance in the remuneration report for the previous financial year.

The criteria-based modifier ranges from 0.8 to 1.2 and can therefore adjust the STI of the members of the Executive Board both upwards and downwards (bonus/penalty system), but only within the limit of 200% of the target amount.

5.2.2. Long-term incentive (LTI)

5.2.2.1. Main features of the LTI

The Long Term Incentive (LTI) is designed as a performance share plan with a four-year performance period, the payout of which is influenced by the relative total shareholder return (relative TSR) and strategic targets as well as the development of the company's share price. The strategic targets generally also include those from the company's sustainability strategy. This means that remuneration is clearly aligned with long-term and sustainable corporate performance and the interests of GEA shareholders.

At the beginning of each financial year, a certain number of virtual performance shares are provisionally granted to the members of the Management Board. The number is determined by dividing the contractual target amount of the LTI by the arithmetic mean of the closing prices of GEA shares over the last three months prior to the start of the performance period, rounded to the nearest whole number.

The final number of virtual performance shares at the end of the four-year performance period is determined by multiplying the total target achievement from relative TSR and strategic targets by the provisionally granted number of virtual performance shares. The relative TSR is weighted at 60%, while the strategic targets are weighted at 40%.

The final payout amount is ultimately determined by multiplying the final number of performance shares by the arithmetic mean of the closing prices of GEA shares over the last three months before the end of the performance period, taking into account the dividend per share paid during the performance period (dividend equivalent). The amount calculated in this way can range from 0% to a maximum of 200% of the target amount (cap).

5.2.2.2. Relative TSR performance criterion

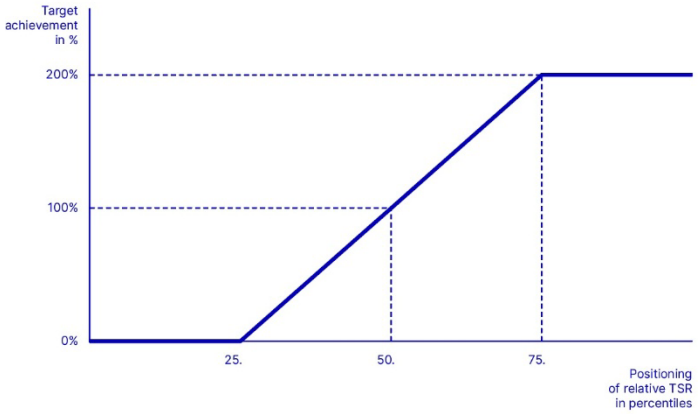
The total shareholder return (TSR) reflects the share price performance plus fictitiously reinvested gross dividends during the performance period. The TSR thus expresses the return generated for GEA shareholders during this period. The overall target achievement for the relative TSR is calculated from the arithmetic mean of the target achievements for the four financial years.

To determine the respective target achievement, the TSR performance of GEA shares is compared with the TSR performance of the DAX 50 ESG companies, measured on the basis of three-month averages. The averaging smooths out fluctuations in share prices on the reporting date.

The Supervisory Board has selected the companies in the DAX 50 ESG as a benchmark in order to further emphasise the special importance of sustainability-related issues within GEA's strategic mission statement. In this respect, it is logical to compare GEA with companies for which sustainability is also of central importance. With its products and services, GEA supports its customers in making their business processes more efficient and environmentally friendly. Some of our customers are also part of the DAX 50 ESG. In addition to its strategic relevance, the Supervisory Board also selected the DAX 50 ESG because of the high expected stability of the index composition. This makes long-term and sustainable development more recognisable over time.

The TSR performance of all companies is ranked, and GEA's relative positioning ( ) is determined based on its ranking in this list using a standard market target achievement curve. If GEA is positioned at the median (50th percentile), this corresponds to a target achievement of 100%. If GEA is positioned at the 25th percentile or below, the target achievement is 0%. If GEA is positioned at the 75th percentile or above, the target achievement is 200%. The target achievement for intermediate rankings is determined by linear interpolation. The interpolation is thus based on the percentile rank with equal percentage intervals between the individual rank positions of the relevant quartile.

Target achievement curve – relative TSR

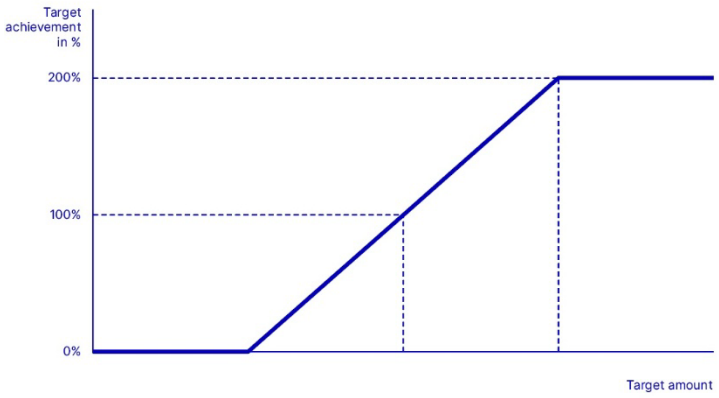


5.2.2.3. Performance criterion: strategic goals

The strategic targets are derived from the strategic orientation and a sustainability strategy integrated into the company's corporate orientation, which includes both environmental and social aspects. The Supervisory Board selects ambitious and measurable targets or performance criteria for the respective tranche within the framework of the Performance Share Plan and determines a weighting between the targets. The overall achievement of the strategic targets is calculated from the arithmetic mean of the target achievements for the four financial years.

A target achievement of 100% is given if the respective performance target corresponds to the target value. The target achievement corridor ranges from a lower limit corresponding to a target achievement of 0% to an upper limit corresponding to a target achievement of 200%. Linear interpolation is used between these values.

Target achievement curve



The relevant strategic targets are usually defined by the Supervisory Board before the start of the respective performance period. The targets set and their target achievement curves for the current financial year are published in advance in the remuneration report for the financial year preceding the .

5.3. Malus and clawback

The Supervisory Board may, at its reasonable discretion (Section 315 of the German Civil Code (BGB)), in the event of a proven gross breach by a member of the Executive Board of one of his or her essential duties of care within the meaning of Section 93 of the German Stock Corporation Act (AktG), a material principle of conduct set out in a material internal guideline issued by the company, or any of its other material obligations under its service contract, reduce the variable remuneration granted for the financial year in which the gross breach occurred, comprising both the STI and the LTI, to zero in whole or in part (malus). In addition, variable remuneration already paid out in these cases, comprising both the STI and the LTI, may be reclaimed, whereby the Management Board member's repayment obligation is limited to the net amount paid out (clawback).

5.4. Share ownership guideline

In order to further strengthen GEA's share ownership culture and incentivise the members of the Executive Board to increase the value of the company in the long term in the interests of shareholders, the members of the Executive Board are obliged to acquire and hold GEA shares. This achieves, on the one hand, direct participation by the members of the Executive Board in the performance of the company and, on the other hand, emphasises the Executive Board's confidence in the strategic direction and long-term success of the company.

The shareholding obligation amounts to 150% of the fixed remuneration for the CEO and 100% for the ordinary members of the Executive Board. Until the shareholding obligation has been fulfilled in full, members of the Executive Board are required to invest 25% of the variable net payout from STI and LTI in GEA shares each year. The shares must be held until the end of the respective Management Board member's term of office.

6. Remuneration-related legal transactions

6.1. Contract term and termination options

The Management Board service contracts are concluded for the duration of the appointment. In the case of an initial appointment, this is generally three years, and in the case of a reappointment, it is generally five years. Early termination of the contract is only possible by means of extraordinary termination (Section 626 of the German Civil Code (BGB)), which must be in writing, or by mutual agreement or in accordance with the expressly provided termination options.

In the event of an effective revocation of the appointment of a member of the Executive Board for a reason pursuant to Section 84 (4) AktG or a justified resignation by the member of the Executive Board in accordance with Section 84 (4) AktG, the service contract of the member of the Executive Board shall end upon expiry of the statutory notice period pursuant to Section 622 (1), (2) BGB. In the event of revocation of the appointment due to inability to properly manage the company within the meaning of Section 84 (4) AktG, the notice period shall be eight months to the end of the month. The notice period shall commence from the date on which the revocation of the appointment or resignation takes effect, without the need for notice of termination. The right of both parties to terminate this service contract for good cause (Section 626 (1) BGB) remains unaffected.

6.2. Provisions in the event of entry during the year

If a member of the Executive Board joins GEA during the year, the fixed remuneration and the performance-related remuneration components (STI and LTI) shall be granted on a pro rata temporis basis.

6.3. Provisions in the event of premature termination of employment

6.3.1. Severance payment

In the event of early termination of the appointment, a member of the Executive Board shall receive severance payment in the amount no more than the total remuneration agreed for the remaining term of the contract, but not exceeding two years' remuneration (severance payment cap) as compensation for his or her early departure from the company. This payment shall not be made if the termination of the appointment as a member of the Executive Board is based on an important reason justifying extraordinary termination in accordance with Section 626 of the German Civil Code (BGB).

There are no termination rights or severance payments in favour of the members of the Executive Board in the event of a change of control (so-called *change of control clauses*).

6.3.2. Incapacity to work and death

In the event of temporary incapacity to work due to illness, accident or any other reason for which the member of the Executive Board is not responsible, the fixed remuneration shall continue to be paid for a period of up to eight months from the onset of the incapacity to work, but no longer than until the termination of the service contract. The member of the Executive Board must offset the payments against any amounts received from health insurance funds, pension funds or other insurance companies or pension schemes in the form of sick pay, daily sickness benefits or pensions, insofar as the benefits are not based exclusively on the contributions of the member of the Executive Board.

If the member of the Executive Board dies during the term of the employment contract, their spouse or civil partner within the meaning of the Civil Partnership Act, or alternatively their dependent children as joint creditors, shall be entitled to receive the fixed remuneration in full for the month of death and the following three months, but no longer than until the end of the regular term of the employment contract.

6.3.3. Performance-related remuneration in the event of premature termination of employment

If the service contract is terminated during a financial year by extraordinary termination by the company for good cause pursuant to Section 626 (1) of the German Civil Code (BGB) or as a result of an effective revocation of the appointment for a reason that would also have justified the company to give extraordinary notice of termination pursuant to Section 626 (1) BGB, the entitlement to the STI for the financial year and entitlements from the LTI for the respective performance period in which the position on the executive body ends shall lapse without compensation or indemnification.

In the event of termination of employment due to permanent incapacity to work in accordance with the service contract or in the event of the death of the member of the Executive Board, all outstanding tranches of the LTI shall be paid out. The payout amount corresponds to the cumulative target amount of all outstanding tranches, whereby the target amount for the financial year in which the employment relationship ends shall be reduced pro rata temporis. In these cases, payment shall be made no later than two months after termination of employment.

In all other cases of premature termination of employment, the performance-related remuneration components are determined and paid out as normal in accordance with the provisions of the respective plan conditions. For financial years prior to the termination of employment, the target achievements for the performance criteria of the LTI are calculated and fixed on the basis of the results actually achieved. For financial years after termination of employment, the target achievement for the LTI performance criteria is set at 100%. The value of the performance shares granted under the LTI will continue to be determined at the end of the performance period. There is no provision for early payment before the end of the respective performance periods.

6.4. Secondary activities of Management Board members

Remuneration from supervisory board mandates and similar positions held by a member of the Executive Board in companies affiliated with the company within the meaning of Section 15 of the German Stock Corporation Act (AktG) is credited against the fixed remuneration.

The assumption of secondary employment outside the Group requires the prior written consent of the Supervisory Board. This applies in particular to the acceptance of supervisory board mandates and similar offices, as well as to the preparation of expert opinions, publications and lectures without direct reference to the management board mandate. In the event of secondary activities outside the Group, the Supervisory Board shall decide whether and to what extent the remuneration received for these activities is to be offset.

7. Temporary deviations from the remuneration system

In exceptional cases, the Supervisory Board has the option of temporarily deviating from the remuneration system if this is necessary in the interests of the long-term well-being of the company. This applies in particular to extraordinary, unforeseeable developments. Generally unfavourable market developments, on the other hand, do not justify a temporary deviation from the remuneration system. A temporary deviation from the remuneration system is only possible by resolution of the Supervisory Board on the recommendation of the Executive and Sustainability Committee.

In this case, temporary deviations from the following components of the remuneration system are permitted: structure of the target remuneration, performance criteria and assessment methods for variable remuneration, as well as performance periods and payment dates for variable remuneration. Furthermore, in this case, the Supervisory Board may temporarily grant additional remuneration components or replace individual remuneration components with other remuneration components, insofar as this is necessary to restore an appropriate level of incentive for Management Board remuneration. The changes and recalibrations made to the remuneration system in the course of such a temporary deviation, as well as the reasons for them, shall be disclosed and explained in the remuneration report. Even in the event of a temporary deviation from the remuneration system, the maximum remuneration amounts set (see section 4.3) shall remain valid.

8. Transparency and documentation

Immediately after a resolution by the Annual General Meeting to approve the remuneration system, the resolution and the remuneration system shall be made available to the public free of charge on the website of GEA Group Aktiengesellschaft in accordance with Section 120a (2) of the German Stock Corporation Act (AktG) for the duration of the remuneration system's validity, but for at least ten years.

In addition, the Executive Board and Supervisory Board shall prepare a clear and comprehensible report (remuneration report) in accordance with Section 162 AktG on the remuneration granted and owed by the company and companies of the same group to each individual current and former member of the Executive Board and Supervisory Board in the last financial year. The remuneration report shall be audited by the auditor. The Annual General Meeting decides on the approval of the remuneration report for the previous financial year, which is prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG). The remuneration report and the auditor's note are made available to the public free of charge on the website of GEA Group Aktiengesellschaft for ten years from the date of the Annual General Meeting's resolution on approval.

Düsseldorf, March 2026
The Executive Board

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