

CORPORATE GOVERNANCE @ GEA

Prof. Dieter Kempf,
Chairman of the Supervisory Board

January 28–30, 2026



Disclaimer

This presentation contains forward-looking statements. Forward-looking statements may include, in particular, statements about future events, future financial performance, plans, strategies, expectations, prospects, competitive environment, regulation and supply and demand. Statements with respect to the future are characterized by the use of words such as "expect", "intend", "plan", "anticipate", "believe", "estimate" and similar terms. Forward-looking statements are based on our current assumptions and forecasts. These statements naturally entail risks and uncertainties, which may cause the actual results of operations, financial position or performance to diverge materially from the estimates given here. Factors that could cause such a divergence include, inter alia, changes in the economic and business environment, fluctuations in exchange rates and interest rates, launches of competing products, poor acceptance of new products or services, and changes in business strategy. Given these uncertainties, readers should not put undue reliance on any forward-looking statements. We undertake no obligation to update or revise any forward-looking statements.

Due to rounding, the sum of percentages of order intake and sales by region as well as by customer industry may vary from 100%.

AGENDA



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Annual General Meeting

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Executive Board matters incl. remuneration

GEA Group at a glance

**FY 2025
(prelim)**

**FY
2024**

Employees



18,347

full-time equivalents

5,498

Revenue



5,422

EUR million

907

EBITDA
before restructuring
expenses



837

EUR million

16.5

EBITDA
before restructuring
expenses



15.4

percentage of
revenue

5,924

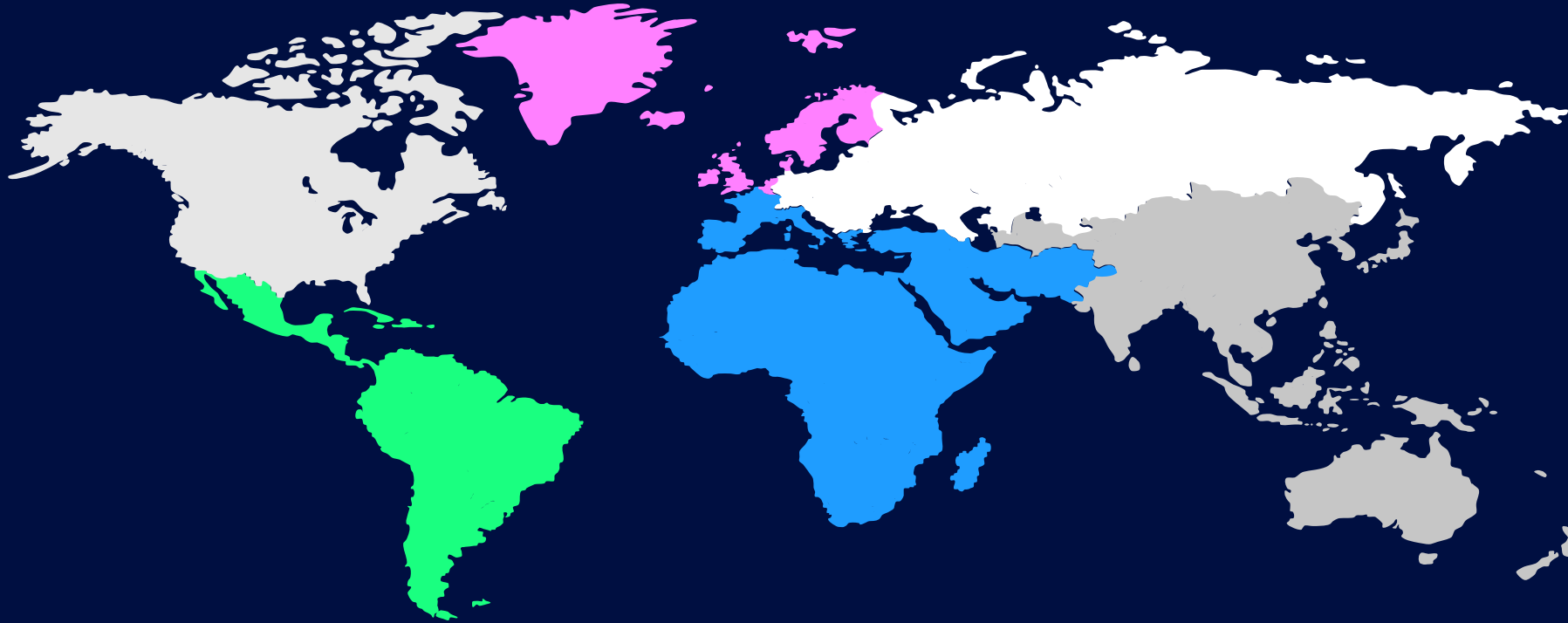
Order intake



5,553

EUR million

Strong local presence around the globe



North America	Latin America	Western Europe, Middle East & Africa	North & Central Europe	DACH & Eastern Europe	Asia Pacific
1,088 EUR million	381 EUR million	914 EUR million	845 EUR million	1,034 EUR million	1,160 EUR million
1,705	773	2,641	3,187	7,030	3,012

EUR = Revenue in 2024

👤 = Employees (FTEs) in 2024

Our applications put consumers in touch with GEA every day

Food



Every 4th package of spaghetti is processed with GEA technology



World's 1st cultivated meat production plant for the production of chicken fat cells



Every 3rd chicken nugget is produced using GEA technology

Beverage



Every 2nd liter of beer is brewed with the aid of systems and process solutions from GEA



One quarter of processed milk comes from GEA production systems



Every 3rd process line for instant coffee was installed by GEA

Pharma



Every 4th liter of human blood for making plasma-derived products is processed using GEA equipment



Every 2nd pharma separator is made by GEA

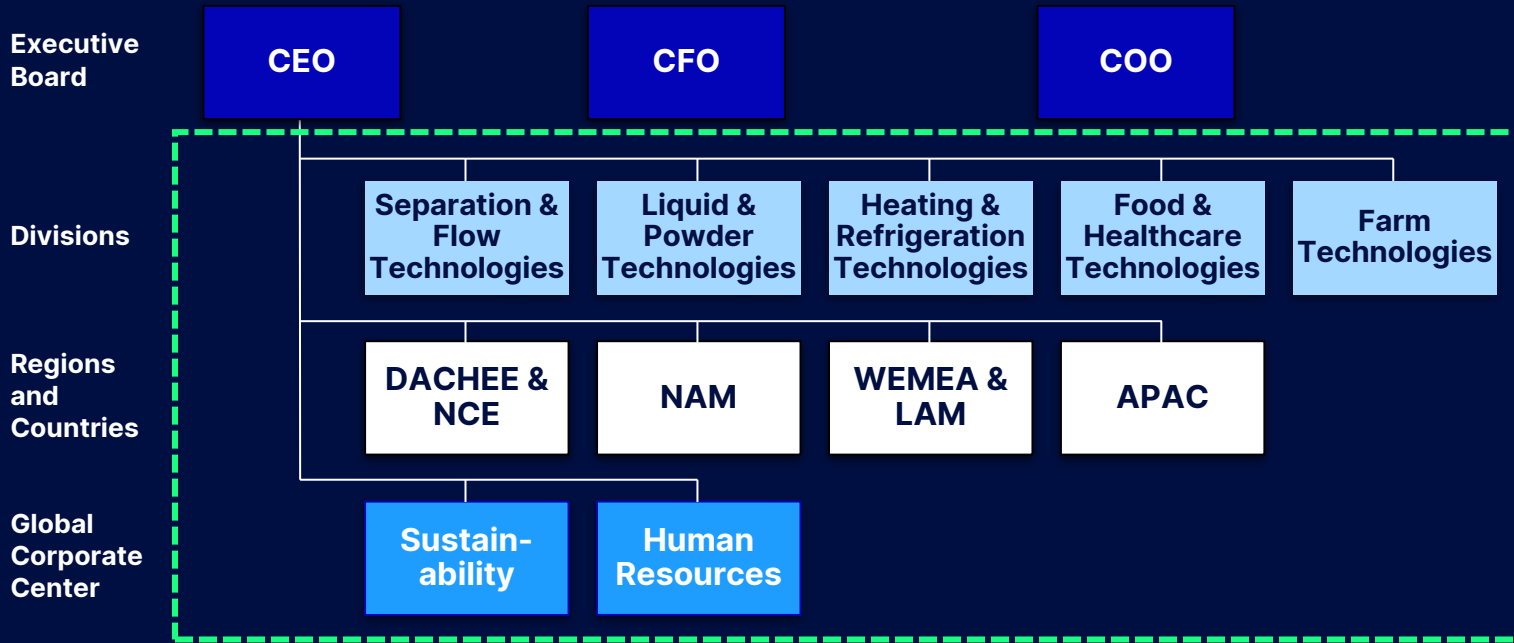


Every 2nd tablet to treat cancer is made on GEA equipment

We are taking the next steps on our journey to Mission 30

We are reshaping our organization to **accelerate growth and boost agility**

Our past organization



Our organization has enabled our success, but ...

... there is **a lot of untapped potential:**



We need to improve our **organizational effectiveness**



Our **matrix structure** remains too complex



Growth opportunities in China and India remain **underutilized**

Our 14-member Global Executive Committee (GEC) will be dissolved and replaced by our 6-member Executive Board



Reducing complexity in the matrix and **decreasing costs**, contributing to our **Mission 30 G&A targets**



Regional CEOs and Regional CFOs are not part of the future operating model

New Executive Board and organization as of Jan 1, 2026:



Stefan Klebert



Alexander Kocherscheidt



Dr. Nadine Sterley



Kai Becker



Klaus Stojentin



Peter Lauwers



Johannes Giloth

CEO

CFO

People & Sustainability

Pure Flow Processing

Nutrition Plant Engineering

Pharma & Food Applications

COO

As of Nov 1, 2025

Farm Technologies Division

India, China

Procurement

Separation & Flow Technologies

Heating & Refrigeration Technologies – Components

Liquid & Powder Technologies

Heating & Refrigeration Technologies – Solutions

Food & Healthcare Technologies

Phase out in 2026

■ Executive Board Member
 ■ New Executive Board members
 ■ Divisions
 ■ Growth Countries
 ■ COO Functions

Board-level Divisions renamed to emphasize strategic focus

Pure Flow Processing



Separation & Flow Technologies incl.
Heating & Refrigeration Technologies
(Components)

Sales: €1,912m

EBITDA (-margin)*: €488m (25.5%)

Nutrition Plant Engineering



Liquid & Powder Technologies incl.
Heating & Refrigeration Technologies
(Solutions)

Sales: €1,962m

EBITDA (-margin)*: €201m (10.3%)

Pharma & Food Applications



Food & Healthcare Technologies

Sales: €1,007m

EBITDA (-margin)*: €103m (10.2%)

→ **Clearly defined business focus and full P/L responsibility**

FY 2024; figures for Pure Flow Processing and Nutrition Plant Engineering are pro forma *) before restructuring expenses

Our new GEA organizational structure will enable us to ...



Reduce complexity in the matrix and **decrease costs**

- Savings 2026: €10-15m...
- ... growing to €20-25m in 2027
- Total one-off restructuring expenses of €15-25m in 2025/26



Accelerate growth and boost **customer centricity**



Unleash opportunities in China and India

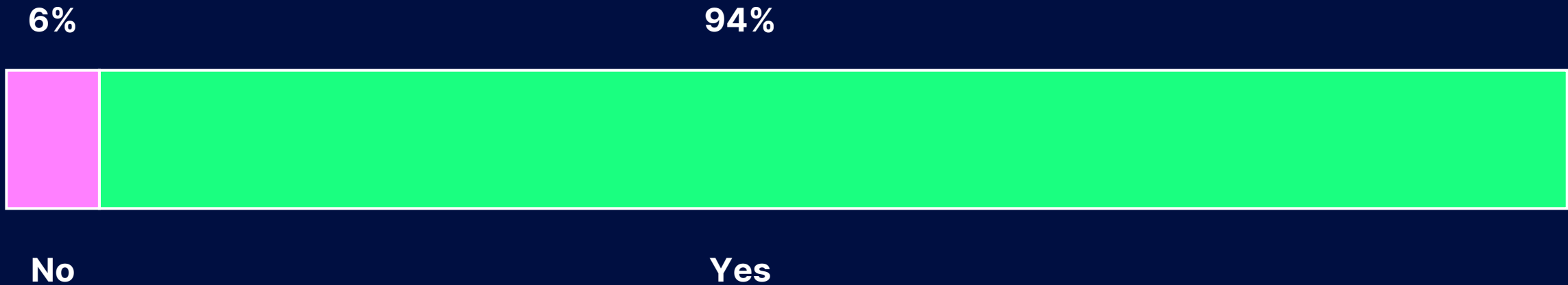


Build a focused and streamlined organization with 6-member Executive Board instead of 14-member GEC

Pulse check conducted two weeks after announcement

All managers have been asked:

Do you think we are going in the right direction with the organizational changes?



GEA's key customer industries
food & beverages & pharmaceuticals
are very stable, reliable and growing thanks to global megatrends

Food Safety & Quality

Demand for New Food

Growing Middle Class

Essential and Affordable Medicines

Growing World Population

Sustainable Solutions

Urbanization



GEA – Pioneer in Sustainability

Comprehensive ESG strategy with a clear pathway to Net Zero by 2040

Net Zero target by 2040 validated by SBTi

First company in the DAX index family with Say on Climate vote

98.4% shareholder approval for our Climate Transition Plan 2040 at the AGM in 2024

External recognition of Sustainability leadership

Top rankings from renowned rating agencies; member of the DJSI World index

Sustainability criteria for our suppliers already introduced in 2022

A-suppliers¹ must comply with ambitious sustainability criteria by 2030

Top management incentivized on ESG targets

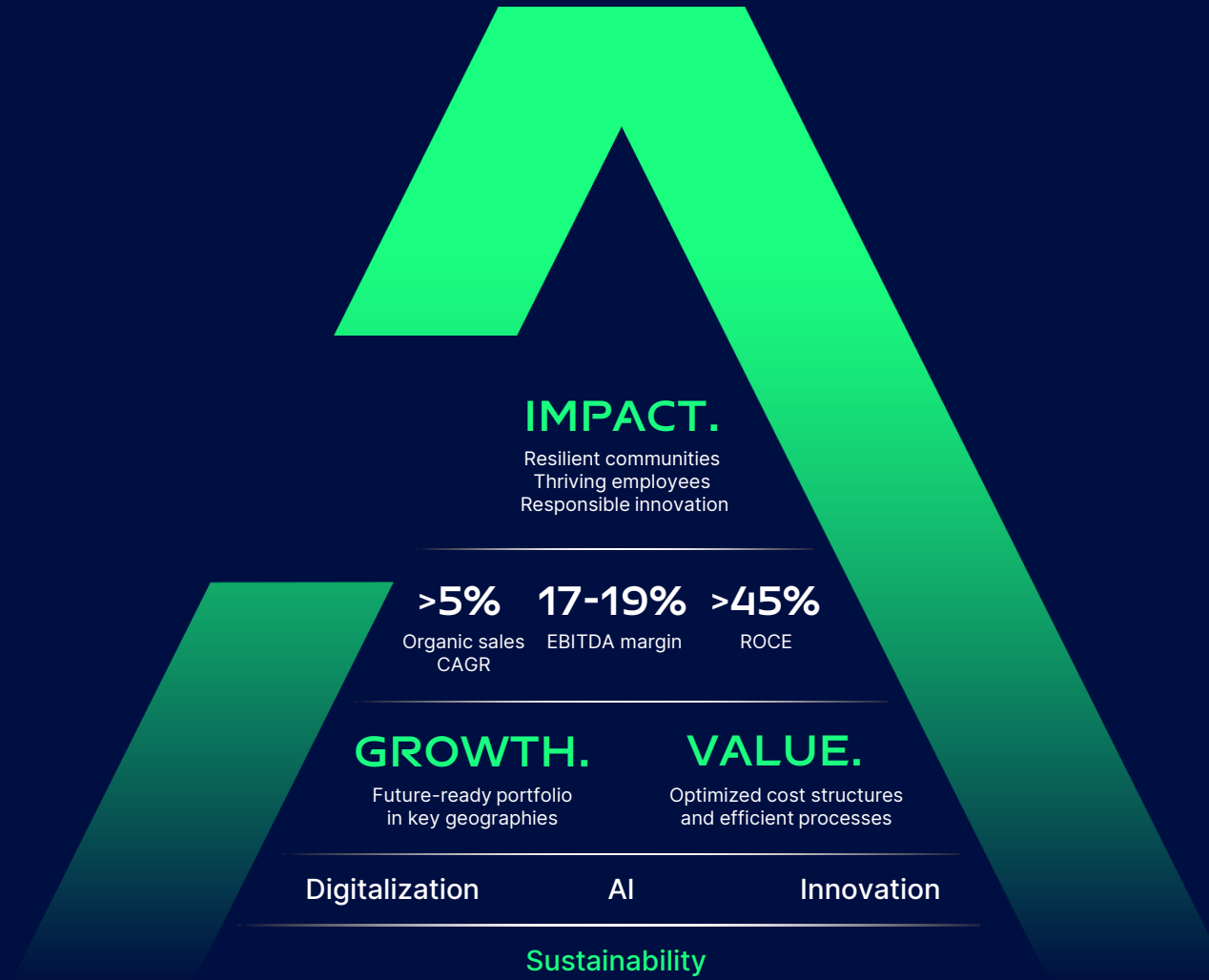
GEC² LTI includes scope 1-3 reduction; top 150 managers rewarded on Add Better sales³

¹~80% annual purchasing volume | ²The Global Executive Committee (GEC) is the management body comprising the Division CEOs, Regional CEOs, Chief Sustainability Officer and the Chief Human Resources Officer, alongside the members of the Executive Board | ³The Add Better label highlights innovative GEA solutions that are significantly more resource-efficient than their predecessors

Mission 30: Our plan for enduring success



Mission 30: Ambitious plan for growing and highly profitable business

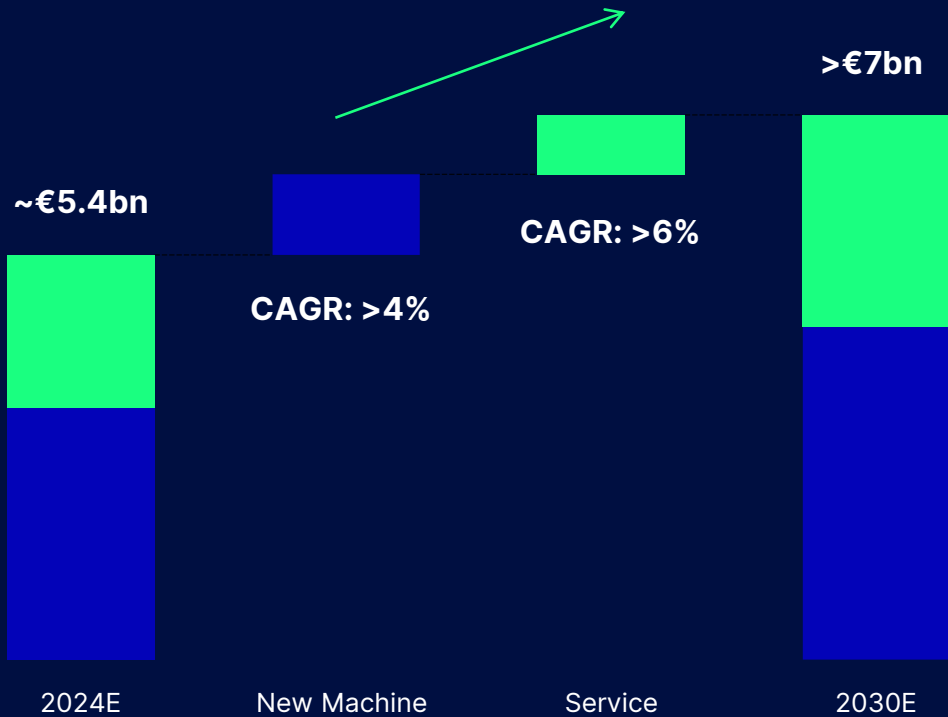


Concrete initiatives to drive GROWTH. ...

Mission 30: Ambitious plan for growing and highly profitable business

Organic sales CAGR¹

>5%



Share of **sustainable solutions** sales² to grow from **41.5% in 2023 to >60%**



Service sales to increase from ~€2.0bn in 2024E to **~€2.9bn in 2030E**



Order Intake from **New Food** to **exceed €400m** per year by 2030E



Clear plan for **above average growing verticals**



GEA Digital sales to grow from ~€70m in 2023 to **>€200m in 2030E**



Vitality index³ to reach 30% by 2030E

¹ Currency and portfolio adjusted | ² The basis for calculating the share of sustainable solutions sales is the aggregation of sales from the Add Better portfolio, solutions that are classified as sustainable in accordance with the regulatory requirements of the European Union, which include New Food, and our so-called Scope 4 products | ³ Vitality index, 5yrs (%) – % of sales from products not older than 5 years

... and VALUE.

Mission 30: Ambitious plan for growing and highly profitable business

EBITDA margin increase of

~3pp



GROWTH.



Growing **Service business (CAGR >6%)** will contribute to further **volume & margin expansion**



Increase of **digital solutions** & launch of **new products** as well as **operating leverage**

VALUE.



COGS program with substantial impact until 2030E with **~€120m EBITDA contribution**



Reduction of **G&A ratio** will lead to an **EBITDA improvement of ~€100m in 2030E**

OTHER



Higher costs due to **regulation & inflation** as well as investments in **sustainability & innovation**

¹ Before restructuring expenses until 2026

Share information

Securities identification number	660200
ISIN number	DE0006602006
Stock indices	Dax, DAX 50 ESG, Dow Jones Euro Stoxx, Dow Jones Stoxx 600, Dow Jones Best-in-Class Europe, Dow Jones Best-in-Class World, FTSE4Good , MSCI World ESG
Segment	Prime-Standard
Stock exchanges	Xetra, Frankfurt, Stuttgart, Munich, Düsseldorf, Berlin, Hamburg, Hannover
Information on stock	Reuters: G1AG.DE; Bloomberg: G1A:GR; Xetra: G1A.DE
Shares issued	162.8 million (January 1, 2026) – one share equals one vote
Market capitalization	9.4 billion (January 1, 2026)
Free Float	90.0 %
Major Shareholders	Kuwait Investment Authority (10%)

GEA share price development since 2023



AGENDA



① The company and strategic outlook

② **Annual General Meeting**

③ Supervisory Board

④ **Executive Board matters** incl. remuneration

Virtual Annual General Meeting (AGM) 2026

Virtual AGM currently best solution for GEA and its shareholders

- Based on current authorization granted in 2025, GEA will conduct again a **virtual-only AGM on April 29, 2026**.
- Considering GEA's specific situation, a virtual-only AGM is an **adequate and fair alternative to in-person or hybrid meetings**.
- The **decision** was taken **on a case-by-case basis** (Sec. 17 para. 5 of the Articles of Association), considering the following criteria:
 - **sustainability** aspects,
 - **good experience** with the virtual format in 2025 and the years before and **overall positive shareholder views** on the topic,
 - **continuously declining interest of shareholders** even before pandemic (less attendance, less active participation),
 - **technically mature and tested set-up** ensuring an event free of technical malfunctions,
 - **cost efficiency** for company and shareholders,
 - Virtual format **lowers hurdle to active participation** in AGMs
- The entire AGM will be webcasted live in sound and vision over the internet for GEA shareholders and their representatives.
- Decisions regarding the format of future AGMs will always be taken on a case-by-case basis.

Full range of shareholder rights guaranteed in Virtual AGM

- Under applicable German law, a **virtual AGM** is not a second-class event, but an **equivalent alternative to the traditional AGM, guaranteeing shareholders' their customary rights**
- GEA is required by law and fully committed to not restrict any shareholder rights when convening the Virtual AGM
- Notice of AGM contains detailed and clear explanations for registration and participation in the Virtual AGM.
- During the virtual AGM, shareholders and their representatives are fully entitled to
 - speak and comment on relevant topics (*Rederecht*),
 - ask questions to the board (*Fragerecht*),
 - submit inquiries (*Stellen von Anträgen und Gegenanträgen*),
 - execute their voting rights (*Stimmrechtsausübung*)equally to in-person or hybrid shareholder meetings by way of video communication and electronic communication.

(Preliminary) Agenda of Virtual AGM 2026

#	Agenda Item
1	Presentation of the adopted annual financial statements of GEA Group Aktiengesellschaft and the approved consolidated financial statements as of December 31, 2025
2	Appropriation of net retained profits
3	Approval of the Remuneration Report
4	Ratification of the acts of the members of the Executive Board for fiscal year 2025
5	Ratification of the acts of the members of the Supervisory Board for fiscal year 2025
6	Appointment of the auditor and the auditor of the Sustainability Report for fiscal year 2026
7	Remuneration System for the Executive Board
8	Re-election of a Supervisory Board member
9	Amendment of the Articles of Association concerning the possibility to introduce electronic shares
10	Renewal of Authorized Capital incl. authorization to exclude subscription rights
11	Renewal of authorization to issue convertibles and other financial instruments incl. authorization to exclude subscription rights



Running for Re-election: Prof. Hans Dieter Kempf

- Born January 10, 1953 in Munich, Germany; Nationality: German
 - Chairman of the Supervisory Board of GEA Group Aktiengesellschaft since May 16, 2022, also
 - Chairman of the Presiding and Sustainability Committee, Mediation Committee as well as of the Nomination Committee
 - Member of the Audit Committee
- Membership of statutory German supervisory boards in listed companies:
 - GEA Group Aktiengesellschaft, Düsseldorf (Chairman of the Supervisory Board)
- Membership of statutory German supervisory boards in not listed companies:
 - Amfileon AG, Munich (Chairman of the Supervisory Board)
- Other mandates:
 - Müller Medien GmbH & Co. KG, Nuremberg (Member of the Advisory Board)
 - ConClimate GmbH, Munich (Member of the Advisory Board)
- Professional career:
 - 1978 – 1991: Arthur Young GmbH (later: Ernst & Young), from 1978 – 1989 as Associate in the audit department, and from 1989 – 1991 as Partner
 - 1991 – 2016: DATEV eG, from 1991 – 1996 as Member of the Executive Board, and from 1996 – 2016 as Chairman of the Board (CEO)
 - 2005 – 2020 Friedrich-Alexander-Universität, Erlangen-Nuremberg: Honorary professor for business administration
 - 2017 – 2024: Federation of German Industries (BDI) reg. soc., from 2017 – 2020 President and from 2021 - 2024 Vice President

➤ **Proposed additional term:
1 year until AGM 2027**

➤ **Independent**

Proposed Re-election of Prof. Hans Dieter Kempf until AGM 2027

- **Facilitates continuation of trust-based collaboration** both **within the Supervisory Board** and of the latter **with the Executive Board** as GEA transitions to the new management and organizational structure
- **Fosters an orderly succession process** within the Supervisory Board
 - No additional term of Prof. Kempf after AGM 2027
 - According to the well-established succession planning process (see slide 27), the Nomination Committee and the Supervisory Board will work on the succession for Prof. Kempf
- **Ensures that the positions of the CEO and the Chairman do not have to be filled within a short time period**
 - Term of CEO until end of 2028
 - Term of Chairman until end of AGM 2027 (in case of re-election)

Why GEA is adopting electronic shares early?

- **Proactive measure to position GEA again as a front-runner in capital markets digitalization**
- **Currently no plans to introduce e-shares**
- Advantages of e-shares are clear:
 - Enhances efficiency and reduces operational risks for potential transactions
 - Prepares the company for future capital measures and regulatory developments
 - Potential to reduce long-term costs (no certification, smoother clearing processes)
 - Aligns with international best practice and investor expectations for modern governance
- **GEA is setting the framework now so that we can act immediately later**
 - Supports a flexible corporate structure without requiring future shareholder approvals

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Executive Board matters incl. remuneration

Supervisory Board: Succession Planning Process

- **Definition of a target composition and a skills and expertise profile for the Supervisory Board and identification of gaps in the coverage of these profiles.**
- **Elaboration of long list of suitable candidates taking into consideration all relevant aspects of diversity. External advisors can be involved.**
- **Analysis of the longlist and deriving a short list of candidates.**
- **Interviews with short list candidates and definition of a group of favored candidates.**
- **Reassurance that candidates would be able to devote sufficient time to the proper performance of their duties is an important criterion.**
- **Nomination Committee interviews with favorite candidate(s) and formal recommendation of Nomination Committee to Supervisory Board.**
- **Presentation of recommended candidate(s) to Supervisory Board including personal meetings and, as the case may be, separate discussions with employee/shareholder representatives or certain Supervisory Board members.**
- **Election proposal of Supervisory Board to AGM.**

Supervisory Board: Key Facts at a Glance 1/2

Composition

- **12 members; equally co-determined** according to German law.
- Equal split between shareholder and employee representatives **also on committees**, except for Nomination Committee.
- Employee and shareholder representatives must fulfill the statutory requirements for gender representation for their respective benches separately
- The Supervisory Board must comprise at least two women and two men on both the shareholder side and the employee side.

Independence

- Benchmark: definition of independence according to German Corporate Governance Code.
- Currently **all 6 shareholder representatives are independent** (self-imposed target: at least two thirds of independent shareholder representatives).
- Generally, Supervisory Board aims for adequate number of independent shareholder representatives also on committees.

Committees

- **Audit and Cybersecurity Committee**
(4 members; financial accounting process, efficiency of internal control and risk management systems, internal audit process, compliance, audit of annual financial accounts including the task of overseeing sustainability reporting and its respective audit, cybersecurity governance, processes and risks).
- **Presiding and Sustainability Committee**
(4 members; Executive Board matters including succession and remuneration, corporate strategy including appropriate consideration of sustainability issues, corporate governance, transaction approvals).
- **Innovation and Product Sustainability Committee**
(4 members; innovation and digitalization including technical sustainability aspects and product portfolio sustainability, relevant megatrends).
- **Nomination Committee** (3 members, only shareholder representatives; succession planning for shareholder representatives on Supervisory Board).
- **Mediation Committee** (4 members).

Supervisory Board: Key Facts at a Glance 2/2

Diversity / Age-limit

- The composition of the Supervisory Board shall be **diverse regarding origin, professional and cultural background as well as age and gender** of its members.
 - **Each gender** shall account for **at least one third** of the members of the Supervisory Board; currently 42% are women, 58% are men.
 - **At least one quarter** of the Supervisory Board members shall have a **background in international business**; currently 42% of its members have such background.
 - Goal: **adequate mix of nationalities** represented on Supervisory Board also taking into consideration the Company's most important markets and operational footprint.
- The age limit for Supervisory Board members was increased to 75 in 2025:
 - Subject to special reasons, Supervisory Board members should not hold office for longer than the end of the Annual General Meeting following their 75th birthday (standard retirement age).
 - Raising the age limit avoids age discrimination and leaves GEA's positioning in the standard market range unaffected, since the majority of DAX and MDAX companies have age limits for supervisory board members of 70-75 years.
 - Prof. Hans Dieter Kempf will be 74 at the end of his proposed additional term of 1 year

Skills and Expertise Profile

- **Familiarity with the sector in which GEA operates** and understanding of risks/opportunities resulting from GEA's business model: all members
- **Basic knowledge of accounting and risk management**: all members
- **Expertise in financial accounting**: at least one member of the Audit and Cybersecurity Committee (ACC)
- **Expertise in auditing**: at least one other member of the ACC including expertise in sustainability reporting and its respective audit
- Chair of ACC with expertise in at least one of the two areas above and **knowledge in applying internal control procedures**.
- **Detailed knowledge of compliance and internal auditing**: at least one member of the ACC
- **Commercial and engineering background**: mix of members ideally with experience in one or more of GEA's customer industries.
- **Operational management experience**: at least two members
- **Experience in mergers and acquisitions**: at least one member
- **Skills and expertise in digitalization and digital transformation**: at least one member .
- **Experience in research, development and innovation**: At least one member
- **Expertise in IT security**: At least one member of the Supervisory Board, ideally from the ACC.

In line with the amended GCGC 2022, the Corporate Governance Statement will include a report on the progress made in implementing the requirements governing the composition of the Supervisory Board including the so-called **qualification matrix** (see slide 30).

Current Qualification Matrix 1/2

	Prof. Dieter Kempf (Chairman)	Rainer Gröbel ¹ (Deputy Chariman)	Nancy Böhning ¹	Claudia Claas ¹	Roger Falk ¹	Prof. Dr-Ing. Jürgen Fleischer
Committee Membership	Presiding and Sustainability (Chairman) Audit and Cybersecurity Nomination (Chairman) Mediation (Chairman)	Presiding and Sustainability Mediation	None	Audit and Cybersecurity Mediation	Presiding and Sustainability Innovation and Product Sustainability	Innovation and Product Sustainability (Chairman) Mediation
Diversity						
Age	71	71	45	59	57	63
Gender	male	male	female	female	male	male
Nationality	german	german	german	german	german	german
Internat. background	•					•
Independence within the meaning of GCGC	•	not applicable ²	not applicable ²	not applicable ²	not applicable ²	•
Professional Background						
Education / Training	Dipl. Kaufmann (Degree in Business Administration) Certified tax advisor German public auditor	Industriekaufmann (Industrial management apprenticeship) Dipl. Volkswirt (Master of Economics)	Magistra Artium	Technical draughts woman	Industriekaufmann (Industrial management apprenticeship)	Dipl. Ing.-Maschinenbau (Diploma in Mechanical Engineering)
Operational management experience	•	•				•
Business Specific Expertise						
Sector expertise ³	•	•	•	•	•	•
Industry expert ⁴	•	•		•	•	•
Customer industry ⁵						
Business model	•	•	•	•	•	•
Finance						
Accounting incl. sustainability reporting	•	•		•		
Auditing incl. sustainability reporting	•					
Control Functions						
Risk management and internal control system	•	•		•		
Internal audit	•					
Compliance management	•					
ESG						
Environment ⁶						•
Social aspects ⁷		•	•	•	•	
Governance ⁸	•	•	•	•	•	
Digitalization/IT						
Digitalization/digital transformation	•			•	•	•
IT security	•					
Human Resources		•				
M&A						
Research, Development and Innovation				•		•

1) Employee representative 2) Criterion applies only to shareholder representatives 3) Sector = Mechanical and plant engineering in accordance with section 100(5) AktG 4) Individuals with relevant experience (employment or several years' association or supervisory board experience) in the capital goods industry 5) Individuals with relevant experience (employment or several years' association or supervisory board experience) in one of GEA's customer industries (food, beverage, pharma, dairy processing, dairy farming, chemicals) 6) Individuals with relevant experience in the environmental field (E). In particular this includes experience related to reducing greenhouse gas emissions, energy consumption and responsible water and waste management, as well as the environmental impact of the products offered 7) Individuals with relevant experience in the social field (S). This especially includes experience related to how companies deal with employees, customers, suppliers and other persons in the company's social sphere, pertaining to areas such as working conditions and occupational health and safety 8) Individuals with relevant experience in the governance field (G). In particular, this includes experience with supervisory structures and employee co-determination, risk and reputation management, and ethical business conduct

Current Qualification Matrix 2/2

	Michael Kämpfert ¹	Prof. Dr. Annette G. Köhler	Brigitte Krönchen ¹	Holly Lei	Andreas Renschler	Prof. Dr.-Ing. Axel Stepken
Committee Membership	None	Audit and Cybersecurity (Chairwoman)	Audit and Cybersecurity	None	Innovation and Product Sustainability	Presiding and Sustainability
		Nomination	Innovation and Product Sustainability			Nomination
Diversity						
Age	59	57	61	64	66	66
Gender	male	female	female	female	male	male
Nationality	german	german	german	canadian	german	german
Internat. background				•	•	•
Independence within the meaning of GCGC	not applicable ²	•	not applicable ²	•	•	•
Professional Background						
Education / Training	Dipl. Betriebswirt (MBA)	Dipl. Ökonomin Diploma in Economics)	Industriekauffrau (Industrial management apprenticeship)	Degree in Chemical Engineering Degree in Materials Science	Dipl.-Wirtschafts-ingenieur (Diploma in Industrial Engineering) Dipl.-Kaufmann (Diploma in Business Administration)	Dipl. Ing. Elektrotechnik (Diploma in Electrical Engineering)
Operational management experience	•			•	•	•
Business Specific Expertise						
Sector expertise ³	•	•	•	•	•	•
Industry expert ⁴	•		•		•	•
Customer industry ⁵				•		
Business model	•	•	•	•	•	•
Finance						
Accounting incl. sustainability reporting	•	•	•			
Auditing incl. sustainability reporting		•				
Control Functions						
Risk management and internal control system	•	•	•			•
Internal audit		•				•
Compliance management		•			•	•
ESG						
Environment ⁶		•		•		•
Social aspects ⁷	•		•	•		•
Governance ⁸	•	•	•	•	•	•
Digitalization/IT						
Digitalization/digital transformation			•		•	•
IT security						•
Human Resources	•			•	•	•
M&A					•	•
Research, Development and Innovation					•	•

¹ Employee representative ² Criterion applies only to shareholder representatives ³ Sector = Mechanical and plant engineering in accordance with section 100(5) AktG ⁴ Individuals with relevant experience (employment or several years' association or supervisory board experience) in the capital goods industry ⁵ Individuals with relevant experience (employment or several years' association or supervisory board experience) in one of GEA's customer industries (food, beverage, pharma, dairy processing, dairy farming, chemicals) ⁶ Individuals with relevant experience in the environmental field (E). In particular, this includes experience related to reducing greenhouse gas emissions, energy consumption and responsible water and waste management, as well as the environmental impact of the products offered ⁷ Individuals with relevant experience in the social field (S). This especially includes experience related to how companies deal with employees, customers, suppliers and other persons in the company's social sphere, pertaining to areas such as working conditions and occupational health and safety ⁸ Individuals with relevant experience in the governance field (G). In particular, this includes experience with supervisory structures and employee co-determination, risk and reputation management, and ethical business conduct

Future Qualification Matrix with multi-level competence scale

- In December 2025, the Supervisory Board approved an updated qualification matrix in the usual binary form
 - "Binary" means that the qualification matrix only distinguishes between the presence ("check mark") and absence ("no check mark") of competencies
- However, in December 2025, the **Supervisory Board also decided to supplement the qualification matrix with a multi-level competency scale** in the future
 - In doing so, the Supervisory Board is **responding to the demands of investors and further expanding GEA's pioneering role in the area of corporate governance**
 - In the future, **so-called "Harvey Balls" will be used to show at a glance the extent to which individual Supervisory Board members possess certain competencies**
- The Supervisory Board intends to decide on a multi-level qualification matrix at short notice
- The **new qualification matrix** with a multi-level competency scale **is going to be published as part of the Corporate Governance Report of the Annual Report 2025**

Supervisory Board: Responsibility for ESG topics

ESG continues to be an important pillar for the Board following an integrated approach

Presiding and Sustainability Committee	Audit and Cybersecurity Committee	Innovation and Product Sustainability Committee
<ul style="list-style-type: none">• Ensuring appropriate consideration of sustainability issues in corporate strategy and remuneration.	<ul style="list-style-type: none">• Monitoring of sustainability reporting and its audit.• Ensuring that sustainability issues are adequately addressed in the internal control system and risk management and risk monitoring system.	<ul style="list-style-type: none">• Technical sustainability aspects are to be given special consideration in the assessment and co-design of the Group's medium- to long-term innovation strategy.• Improving the sustainability of the product portfolio is a particular objective of the committee's activities.

Due to the broad scope of "Sustainability" and its impact on different topics, the Supervisory Board has deliberately **decided against implementation of a separate sustainability committee.**

The responsibilities for ESG topics are **distributed rather** across the Supervisory Board and **according to the competencies of the different committees.**

This is also reflected in the **naming** of the former Presiding Committee as the "**Presiding and Sustainability Committee**" and the former Innovation Committee as the "**Innovation and Product Sustainability Committee**".

Supervisory Board: Review of effectiveness



Yearly review of effectiveness of fulfillment of tasks of the Supervisory Board and its committees



The Supervisory Board implemented an alternating process: review by external consultant in 2022 followed by a self-evaluation of the Supervisory Board in 2023 (and so forth in following years).



In 2023, the Supervisory Board has conducted a self-evaluation based on a questionnaire prepared with the support of pwc.



In 2024, PWC was engaged to support the evaluation process which was conducted by personal interviews with all members of the Supervisory and the Executive Board

The evaluation was done in several dimension, inter alia (i) qualitative evaluation including suggestions for improvement, (ii) comparison of results with common practice, (iii) ratings of respective topics using a scaling system, (iv) identification of room for further improvements



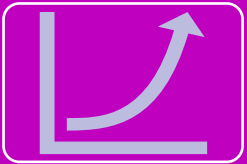
In 2025, following the alternating process, a self-evaluation based on questionnaires was done again



The effectiveness review process will be continued in 2026 in a similar manner, details still have to be determined by the Supervisory Board

Supervisory Board: Voluntary Share Ownership Program

- To encourage the commitment of the Supervisory Board members to the positive long-term development of the company, the Supervisory Board introduced in 2023 a **share ownership program** for Supervisory Board members on a voluntary basis (*freiwillige Selbstverpflichtung*) whose structure is similar to the program for the Share Ownership Guidelines for the Executive Board.
- In January 2025 shares were bought for the third time under the program



25% of basic remuneration and potential committee remunerations before tax; participation limited to a period of 4 years



Applicable to both shareholder representatives and employee representatives (only the non-transferred portion of the remuneration)



Obligation to hold until departure from the Supervisory Board

- **Currently seven supervisory board members** opted to enter into a commitment with GEA to buy and hold GEA shares during their supervisory membership with GEA.
- Acquisitions are made in the first half of January
- In addition, the company started to **disclose the ownership of the supervisory members in GEA-shares** starting with the Remuneration Report for the fiscal year 2023.

AGENDA

1

The company and strategic outlook

2

Annual General Meeting

3

Supervisory Board

4

Executive Board matters incl. remuneration

GEA Executive Board





Peter Lauwers
Division CEO
Pharma & Food Applications

- Born 1970
- Nationality: Belgian
- Member since January 2026
- Appointed until December 2028

Alexander Kocherscheidt
Chief Financial Officer

- Born 1973
- Nationality: German
- Member since November 2025
- Appointed until October 2028

Kai Becker
Division CEO
Pure Flow Processing

- Born 1981
- Nationality: German
- Member since January 2026
- Appointed until December 2028

Klaus Stojentin
Division CEO
Nutrition Plant Engineering

- Born 1967
- Nationality: German
- Member since January 2026
- Appointed until December 2028

Stefan Klebert
Chief Executive Officer

- Born 1965
- Nationality: German
- Member since November 2018
- Appointed until December 2028

Dr. Nadine Sterley
Chief People & Sustainability Officer
Labor Director

- Born 1980
- Nationality: German
- Member since January 2026
- Appointed until December 2028

Executive Board: Remuneration System 1/8

Important Principles of the Remuneration System for the Executive Board



Close link between variable remuneration and GEA's strategic goals, in particular GEA's Mission 30 goals.



Pay for performance approach by linking remuneration to the achievement of predefined and ambitious performance targets.



Sustainability and long-term orientation by implementing ESG-related performance targets with significant weighting under the LTI.



Aligning remuneration with long-term shareholder interests with 4-year performance period of LTI, focus on Relative Total Shareholder Return (TSR), share ownership guidelines etc.



Sensibly interlocking management and employee remuneration by creating uniform control and incentive effects.

Executive Board: Remuneration System 2/8

Changes to the Remuneration System for the Executive Board and renewed AGM Approval 2026

- The remuneration system is in place since 2021, and was re-approved by the AGM on April 30, 2025, with a majority of 87.49%.
- It has a proven track record, has not been structurally changed, and applied uniformly to all Executive Board members since 2022.
- **However, it will be put to vote again at the AGM on April 29, 2026, due to changes decided by the Supervisory Board.**
 - In the context of the expansion of the Executive Board, **Divisional KPIs for the three Chief Division Officers (CDOs)** have been introduced:
 - **50% of a CDO's short term variable remuneration are based on divisional targets:**
Respectively 25% of a CDO's STI are based on EBITDA before restructuring and ROCE of the Division they are heading;
 - **50% of a CDO's short term variable remuneration are based on group targets:**
Respectively 25% of a CDO's STI are based on EBITDA before restructuring and ROCE of the Group
 - **For the CDO NPE a specific Divisional KPI to replace Divisional ROCE (weighing 25%) is currently considered**
A specificity of the NPE Division's business model is that capital employed usually is negative, therefore ROCE is not a suitable performance indicator for NPE.
 - **From January 1, 2027, the adjustment for the effects of restructuring expenses will no longer apply**, leaving only the known adjustment for the effects of transactions.
 - Companies listed on DAX and MDAX are used as peer groups for the horizontal benchmarking of Executive Board remuneration.
 - **Maximum remuneration of CEO increased from EUR 6.2mn to EUR 7.0mn** reflecting the increase in CEO target remuneration in connection with Stefan Klebert's reappointment
 - Apart from these aspects, no changes to content.

Executive Board: Remuneration Levels 3/8

- With new organizational structure, **number of remuneration levels on the Executive Board was reduced from 3 to 2:**
 - Level 1: CEO
 - Level 2: all other Executive Board members including CFO
- Starting 2026, the **target remuneration of the CEO was increased by 12.5% compared to 2022**
- The target remuneration of all newly appointed Executive Board members was set to the COO's current remuneration level without any increases compared to 2022

Remuneration component	EB Members incl. CFO and COO		CEO new		CEO old	
Fixed remuneration p.a.	TEUR	720	TEUR	1.640	TEUR	1.440
+ variable target remuneration p.a.	TEUR	1.080	TEUR	2.460	TEUR	2.160
thereof STI (one year)	TEUR	432	TEUR	984	TEUR	864
thereof LTI (four years)	TEUR	648	TEUR	1.476	TEUR	1.296
= direct target remuneration p.a.	TEUR	1.800	TEUR	4.100,00	TEUR	3.600
+ pension scheme contribution p.a.	TEUR	200	TEUR	400	TEUR	400
+ estimated fringe benefits p.a.	TEUR	ca. 30	TEUR	ca. 40	TEUR	ca. 30
= total target remuneration	TEUR	2.030	TEUR	4.540	TEUR	4.030
maximum remuneration	TEUR	3.700	TEUR	7.000	TEUR	6.200

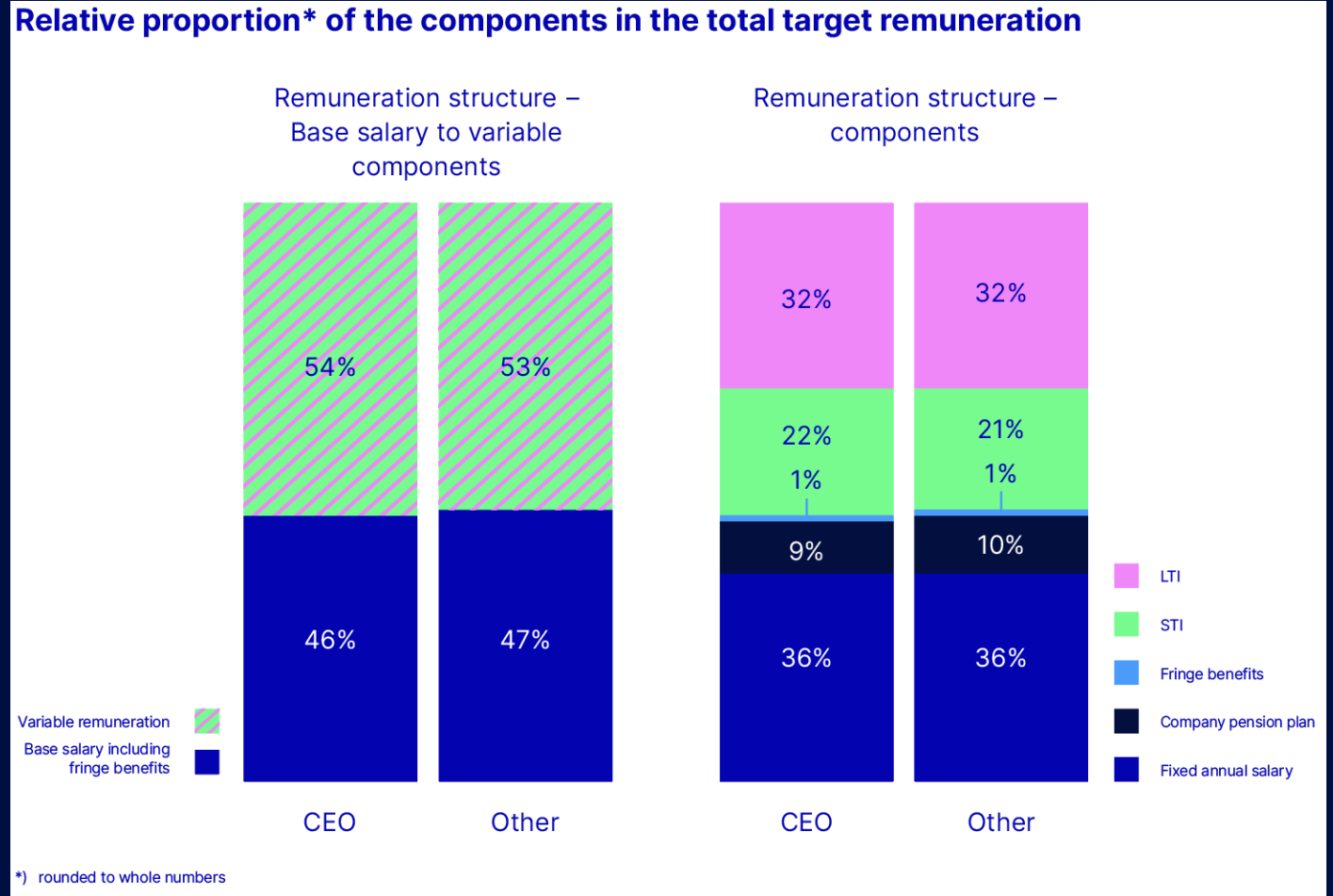
Reasons for remuneration adjustment for CEO:

- **Outstanding performance and creation of shareholder value**
 - pay for performance
- **Adequate remuneration level according to benchmarking**
- **Required to partially compensate inflation losses of approx. 18% since 01/2022**
- **GEA's admission to DAX40 in 09/2025**

Executive Board: Remuneration System 3/7

Total Target Remuneration

The target total remuneration of the Executive Board members is composed of non-performance-related and performance-related components as follows¹:

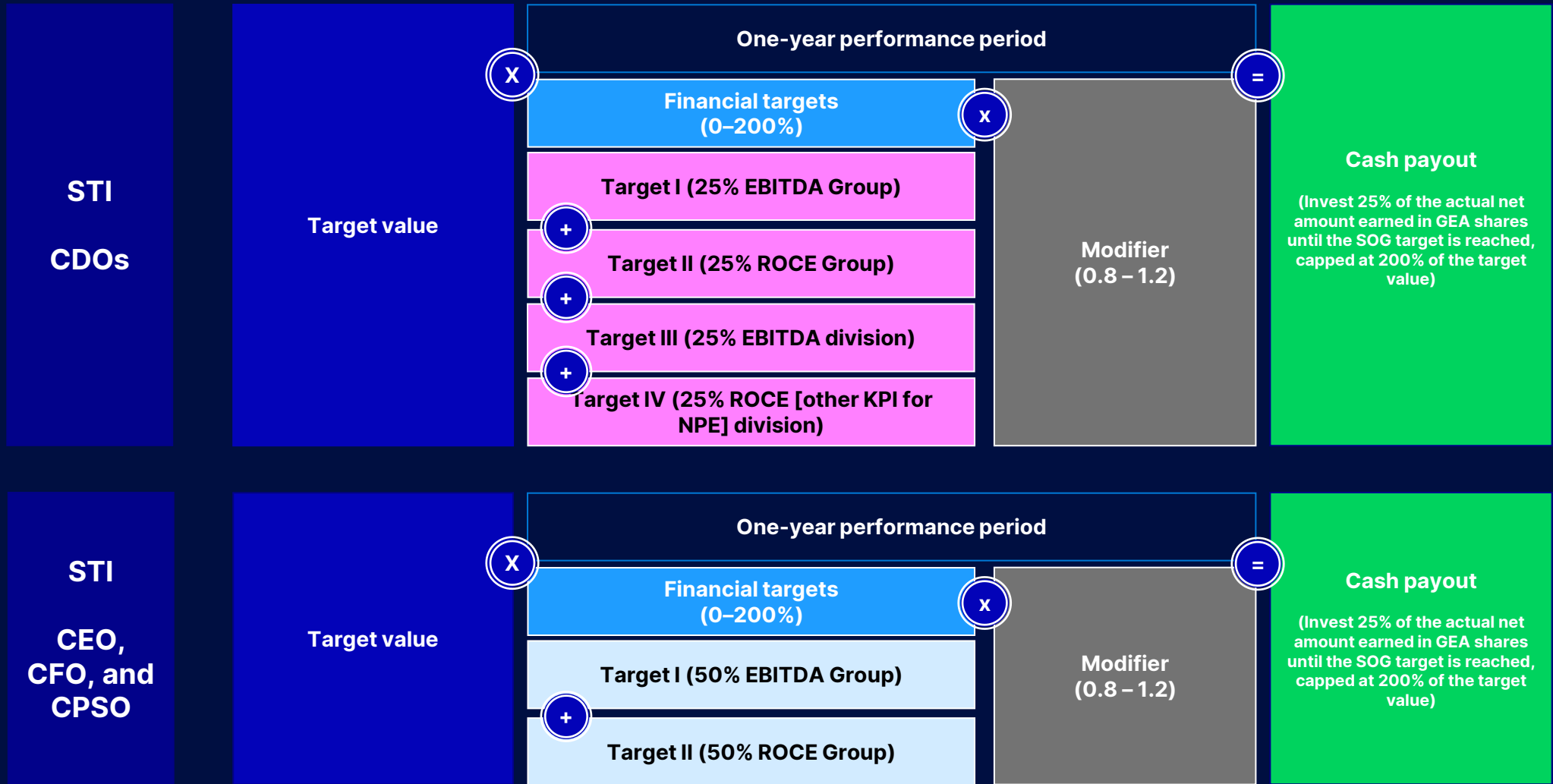


¹ Slide was updated after presentation

Executive Board: Remuneration System 4/7

STI: 40% of variable remuneration

The STI component put in place for the CDOs slightly varies from the STI component for the other Executive Board members for whom the STI already applied since 2021 is still used:



Executive Board: Remuneration System 5/7

STI

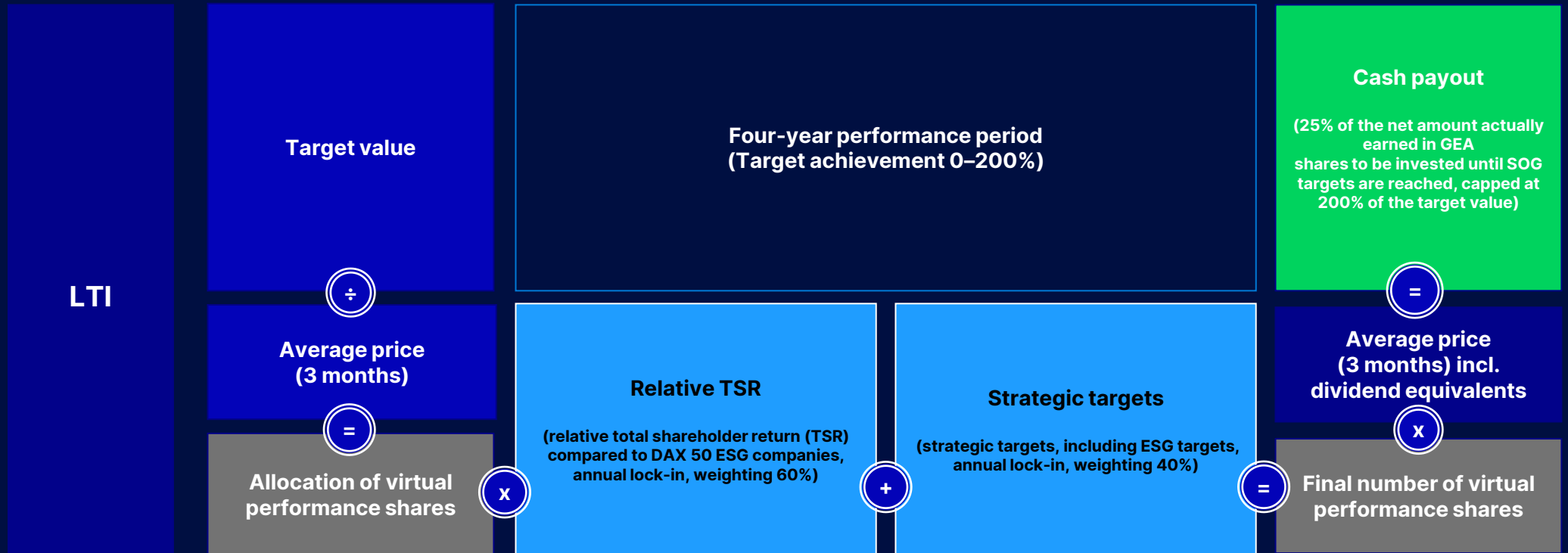
Modifier Targets 2026

Collective Performance of the Executive Board	M1	COGS savings
	M2	Transform360 implementation
	M3	Cash Conversion Rate (CCR)

Executive Board: Remuneration System 6/7

LTI: 60% of variable remuneration

The LTI component has not been changed and applies equally to all Executive Board members



Executive Board: Remuneration System 7/7

LTI

The Financial Targets is for the tranche 2026 - 2029 are composed as follows:

		Weighting	
LTI Strategic Targets	LTI 1	10%	Reduction of greenhouse gas emissions Scope 3
		10%	Reduction of greenhouse gas emissions Scope 1+2
	LTI 2	20%	Annual organic sales growth
Relative Total Shareholder Return (TSR) versus companies of DAX 50 ESG		60%	

Executive Board: New Age Limit

- In 2025, the **Supervisory Board increased the age limit for Executive Board members from 62 to 67**
- **Main reasons** for the increase of the age limit were
 - **Avoidance of potential age discrimination**
 - **Adoption of the age limit for the Executive Board to the market standard**

Compared to the vast majority of DAX and MDAX companies, GEA's former age limit of 62 was at the low end of the market range

- When appointing members of the Executive Board, the Supervisory Board should take care to ensure that they do not normally remain in office beyond the age of 67'
- The age limit for Supervisory Board members was increased simultaneously (see slide 29)

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