



Annual Financial Statements

of Gerresheimer AG
as of November 30, 2021

Content

| | |
|-----------|---|
| 3 | Combined Management Report |
| 4 | Annual Financial Statements |
| 4 | Income Statement |
| 5 | Balance Sheet |
| 6 | Notes to the Annual Financial Statements |
| 16 | Additional Information |
| 16 | Responsibility Statement |
| 17 | Members of the Management Board and positions held by Management Board members |
| 18 | Members of the Supervisory Board and positions held by Supervisory Board members |
| 20 | Independent Auditor's Report |
| 25 | Imprint |



Combined Management Report

The management report of Gerresheimer AG and the Group Management Report have been combined in accordance with § 315 (5) of the German Commercial Code (Handelsgesetzbuch, HGB) in conjunction with § 298 (2) HGB and published in the 2021 Annual Report of Gerresheimer AG.

The Annual Financial Statements and the management report of Gerresheimer AG for the financial year 2021, as combined with the Group Management Report, will be submitted to the operator of the Federal Gazette (Bundesanzeiger) and published therein.

Annual Financial Statements

Income Statement

for the financial year from December 1, 2020, to November 30, 2021

| In EUR k | Notes | 2021 | 2020 |
|---|-------|----------------|----------------|
| Revenues | (3) | 8,159 | 4,844 |
| Own work capitalized | | – | 88 |
| Other operating income | (4) | 14,891 | 12,538 |
| Expenses of purchased services | (5) | -1,876 | – |
| Personnel expenses | (6) | -20,220 | -21,097 |
| Depreciation and amortization | | -1,591 | -1,590 |
| Other operating expenses | (7) | -22,524 | -21,260 |
| Result from profit and loss transfer agreements | (8) | 112,122 | 120,552 |
| Net interest result | (9) | -1,119 | -524 |
| Income taxes | (10) | -12,946 | -7,712 |
| Earnings after taxes | | 74,896 | 85,839 |
| Other taxes | | – | -4 |
| Net income | | 74,896 | 85,835 |
| Retained earnings carried forward | | 136,296 | 89,711 |
| Retained earnings | (13) | 211,192 | 175,546 |

Balance Sheet

as of November 30, 2021

| In EUR k | Notes | Nov. 30, 2021 | Nov. 30, 2020 |
|--|-------|------------------|------------------|
| Assets | | | |
| Fixed assets | (11) | | |
| Intangible assets | | 4,126 | 4,552 |
| Property, plant and equipment | | 187 | 196 |
| Financial assets | | 1,286,176 | 1,286,176 |
| | | 1,290,489 | 1,290,924 |
| Current assets | | | |
| Receivables and other assets | (12) | 467,341 | 321,929 |
| Cash and cash equivalents | | 9 | 10 |
| | | 467,350 | 321,939 |
| Prepaid expenses | | 1,493 | 1,109 |
| Total assets | | 1,759,332 | 1,613,972 |
| Equity and liabilities | | | |
| Equity | (13) | | |
| Subscribed capital | | 31,400 | 31,400 |
| <i>conditional capital EUR 0k (prior year: EUR 6,280k)</i> | | | |
| Capital reserve | | 525,721 | 525,721 |
| Retained earnings | | 211,192 | 175,546 |
| | | 768,313 | 732,667 |
| Provisions | | | |
| Provisions for pensions | (14) | 2,563 | 1,917 |
| Tax provisions | | 8,251 | 3,227 |
| Other provisions | (15) | 17,585 | 16,670 |
| | | 28,399 | 21,814 |
| Liabilities | (16) | 962,620 | 859,491 |
| Total equity and liabilities | | 1,759,332 | 1,613,972 |

Notes to the Annual Financial Statements

for the financial year 2021

(1) General Information

Gerresheimer Aktiengesellschaft (Gerresheimer AG) has its registered office at Klaus-Bungert-Strasse 4 in 40468 Duesseldorf (Germany). The Company is entered in commercial register B of Duesseldorf Local Court (Amtsgericht) as HRB 56040. The main activity of Gerresheimer AG, the holding company, is the management of the Gerresheimer Group.

The Annual Financial Statements of Gerresheimer AG have been prepared in accordance with the accounting principles set forth in the German Commercial Code (Handelsgesetzbuch, HGB) and supplementary statutory regulations.

These Annual Financial Statements of Gerresheimer AG consist of the balance sheet, the income statement, and the notes to the financial statements. Gerresheimer AG, the parent company, prepares the Consolidated Financial Statements of Gerresheimer AG. As of November 30, 2021, the management report of Gerresheimer AG was combined with the management report of the Gerresheimer Group. To improve the clarity of presentation, individual items have been combined in the balance sheet and in the income statement. In the reporting year, the interest income and expenses, as well as the income from long-term loans, have been presented in the income statement as part of the net interest result. These items are presented separately in the notes to the financial statements. The income statement has been prepared using the total cost method.

The annual financial statements are prepared in euros. Unless stated otherwise, the amounts are reported in thousands of euros (EUR k).

These annual financial statements relate to the financial year from December 1, 2020, to November 30, 2021.

As of the reporting date, a control and profit and loss transfer agreement existed between Gerresheimer AG and Gerresheimer Holdings GmbH. Under this agreement, Gerresheimer Holdings GmbH is obligated to transfer all of its profits to Gerresheimer AG. Accordingly, Gerresheimer AG must absorb any net loss.

Gerresheimer AG falls under the cash-pooling-management agreement with GERRESHEIMER GLAS GmbH.

(2) Accounting and Measurement Principles

Purchased **intangible assets** are measured at acquisition cost, and internally generated intangible assets are measured at production cost. The assets are amortized on a straight-line basis. Purchased industrial property rights and similar rights are amortized over three to five years, unless a different contractual useful life applies. An impairment loss is recognized on an intangible asset if there is a reduction in value for a prolonged period of time; the intangible asset is recognized at the lower attributable value.

The production cost of other own work capitalized comprises direct personnel cost and a reasonable share of the overheads incurred in connection with software implementation projects.

Property, plant and equipment are carried at acquisition cost less depreciation. Property, plant and equipment are depreciated on a straight-line basis over their expected lives of three to 13 years. Low-value assets with an acquisition cost of more than EUR 250 but less than EUR 1,000 are grouped on an annual basis and depreciated over five years in accordance with tax regulations. Low-value assets with acquisition costs of up to EUR 250 are recognized immediately as an expense. An impairment loss is recognized on property, plant and equipment if there is a reduction in value for a prolonged period of time; the item of property, plant and equipment is recognized at the lower attributable value.

Financial assets are carried at acquisition cost or at the lower attributable fair value. Impairments in value that are expected to persist for a prolonged period of time are accounted for through impairment losses.

Receivables and other assets are carried at nominal value. Foreign currency receivables with a maturity of up to one year are translated at the spot rates as of the balance sheet date.

Cash and cash equivalents comprise cash in hand and bank balances. They are carried at nominal value.

Provisions for pensions are calculated according to generally accepted actuarial principles using the projected unit credit method. The provisions are measured by applying the 2018G mortality tables published by Professor Dr. Heubeck. For simplification purposes, the discount rate used was the average market interest rate over the past ten years of 1.91%, as determined by the Deutsche Bundesbank in November 2021, for an assumed

remaining term of 15 years. The average market interest rate calculated by the Deutsche Bundesbank in November 2021 for the past seven years (also with an assumed remaining term of 15 years) was 1.36%.

Assets that are not accessible to any other creditors and that may be used only to meet liabilities from pension obligations or similar long-term obligations (plan assets) are offset against the corresponding obligation in accordance with § 246 (2) Sentence 2 HGB. Plan assets are recognized at fair value.

Expenses and income from the discounting of pension obligations are offset against the expenses and income from plan assets and shown within the net interest result.

Tax provisions and other provisions reflect all uncertain provisions. They are recognized at the necessary settlement amount in accordance with reasonable commercial judgment, including anticipated increases in prices and costs. Provisions with a remaining term of more than one year are discounted using the appropriate average market interest rate of the past seven years in accordance with the German Regulation on the Discounting of Provisions (Rückstellungsabzinsungsverordnung).

The provision for phantom stocks is recognized at the intrinsic value (share-based compensation) or at the fair value (value-based compensation) and is accumulated over the period from the grant date to the earliest exercise date.

Liabilities are recognized at their settlement amounts.

Deferred taxes are recognized for temporary differences between the carrying amounts of assets, liabilities, and prepaid expenses in the financial statements according to HGB and their tax bases. Gerresheimer AG also generally calculates and recognizes the deferred taxes of the entities in its tax group. Deferred taxes are calculated on the basis of the combined income tax rate of Gerresheimer AG's tax group of 29.0% at the time at which the differences are settled. The combined income tax rate comprises corporate income tax (15.0%), trade tax (13.2%), and the solidarity surcharge (5.5%). Deferred tax liabilities mainly relate to the recognition of property, financial assets, and tax reserves. Deferred tax assets mainly relate to the recognition of provisions for pensions and other provisions. Deferred tax assets and liabilities are generally offset and reported as liabilities. As of the reporting date, however, there was a surplus of deferred tax assets. The option to capitalize any resulting tax asset has not been exercised.

Notes to the Income Statement

(3) Revenues

| In EUR k | 2021 | 2020 |
|--------------------------------|--------------|--------------|
| Germany | 3,942 | 2,130 |
| Other Europe | 1,712 | 1,054 |
| North America | 1,617 | 950 |
| Emerging markets ¹⁾ | 884 | 698 |
| Other regions | 4 | 12 |
| Revenues | 8,159 | 4,844 |

¹⁾ In the 2021 financial year, Gerresheimer defined the emerging markets for itself. This includes the countries with the highest revenues for Gerresheimer, Brazil, China, India and Mexico. The prior-year figures have been adjusted accordingly.

The revenues result from IT services and key account management services provided by Gerresheimer AG to subsidiaries. The year-on-year rise is largely attributable to the key account management services provided for the first time in the past financial year.

(4) Other Operating Income

| In EUR k | 2021 | 2020 |
|------------------------------------|---------------|---------------|
| Income from intra-group charges | 12,258 | 11,434 |
| Income from reversal of provisions | 1,922 | 918 |
| Income from currency translation | 6 | 4 |
| Other miscellaneous income | 705 | 182 |
| Other operating income | 14,891 | 12,538 |

In the financial year 2021, the income from intra-group charges was attributable solely to IT services, insurance premiums, and other costs for which no services were provided internally. The change in other miscellaneous income results primarily from fees accrued in connection with the revolving credit facility disclosed under liabilities to banks.

(5) Expenses for Purchased Services

The expenses for purchased services incurred for the first in the financial year 2021 exclusively comprise key account management services provided by subsidiaries to Gerresheimer AG.

(6) Personnel Expenses and Employees

| In EUR k | 2021 | 2020 |
|---|---------------|---------------|
| Salaries | 17,476 | 18,482 |
| Social security and other benefit costs | 2,744 | 2,615 |
| <i>thereof pension costs</i> | 1,286 | 1,266 |
| Personnel expenses | 20,220 | 21,097 |

The number of employees on average of the course of the year was as follows:

| Annual average | 2021 | 2020 |
|--------------------------|------|------|
| Administrative employees | 105 | 100 |

All employees at Gerresheimer AG perform administrative functions. The members of the Management Board are not included in the figure.

(7) Other Operating Expenses

| In EUR k | 2021 | 2020 |
|---|---------------|---------------|
| IT-related expenses | 7,339 | 6,639 |
| Expenses for insurance | 3,825 | 3,103 |
| Legal and consulting expenses | 3,276 | 3,682 |
| Rental expenses | 1,748 | 1,389 |
| Travel, representation and advertising expenses | 1,622 | 1,340 |
| Supervisory Board remuneration | 1,517 | 1,401 |
| Expenses from intra-group charges | 253 | 336 |
| Expenses from currency translation | 13 | 7 |
| Other miscellaneous expenses | 2,931 | 3,363 |
| Other operating expenses | 22,524 | 21,260 |

(8) Result from Profit and Loss Transfer Agreements

The income from profit and loss transfer agreements of EUR 112,122k (prior year: EUR 120,552k) relates to the profit of Gerresheimer Holdings GmbH, which was transferred under the existing control and profit and loss transfer agreement.

(9) Net Interest Result

| In EUR k | 2021 | 2020 |
|--|---------------|-------------|
| Income from long-term loans | 11,771 | 11,771 |
| <i>thereof from affiliated companies</i> | 11,771 | 11,771 |
| Other interest and similar income | 88 | 193 |
| <i>thereof from affiliated companies</i> | 88 | 193 |
| Interest and similar expenses | -12,978 | -12,488 |
| <i>thereof to affiliated companies</i> | -1,354 | -905 |
| Net interest result | -1,119 | -524 |

Interest and similar expenses primarily comprises interest expenses for the promissory loans. It also contains expenses from the compounding of pension provisions in the amount of EUR 101k (prior year: EUR 99k) that have been offset against the income from plan assets in the amount of EUR 39k (prior year: EUR 38k). Furthermore, expenses from the discounting of other provisions in the amount of EUR 53k (prior year: EUR 46k) are also contained.

(10) Income Taxes

| In EUR k | 2021 | 2020 |
|--------------------------|---------------|--------------|
| Current income taxes | 7,027 | 7,617 |
| Taxes from prior periods | 5,919 | 95 |
| Deferred income taxes | - | - |
| Income taxes | 12,946 | 7,712 |

As of November 30, 2021, temporary differences resulted in a future tax break of EUR 5,725k (prior year: EUR 7,339k). The option to recognize deferred tax assets has not been exercised.

Notes to the Balance Sheet

(11) Fixed Assets

| In EUR k | Intangible Assets | | | Property, Plant and Equipment | Financial Assets | | | Total |
|--|--|------------------------|---------------|--|--------------------------------------|-------------------------------------|------------------|------------------|
| | Industrial property rights and similar rights | Payments on account | Sum | Other equip- ment, plant and office equipment | Shares in affiliated companies | Loans to affiliated companies | Sum | |
| Cost | | | | | | | | |
| Balance as of Dec. 1, 2020 | 9,975 | 820 | 10,795 | 1,178 | 593,780 | 692,396 | 1,286,176 | 1,298,149 |
| Additions | 815 | 279 | 1,094 | 62 | - | - | - | 1,156 |
| Disposals | - | - | - | - | - | - | - | - |
| Reclassifications | 611 | -611 | - | - | - | - | - | - |
| Balance as of Nov. 30, 2021 | 11,401 | 488 | 11,889 | 1,240 | 593,780 | 692,396 | 1,286,176 | 1,299,305 |
| Accumulated depre- ciation and amortiz- ation | | | | | | | | |
| Balance as of Dec. 1, 2020 | 6,243 | - | 6,243 | 982 | - | - | - | 7,225 |
| Additions | 1,520 | - | 1,520 | 71 | - | - | - | 1,591 |
| Disposals | - | - | - | - | - | - | - | - |
| Balance as of Nov. 30, 2021 | 7,763 | - | 7,763 | 1,053 | - | - | - | 8,816 |
| Net book value | | | | | | | | |
| Balance as of Nov. 30, 2021 | 3,638 | 488 | 4,126 | 187 | 593,780 | 692,396 | 1,286,176 | 1,290,489 |
| Balance as of Dec. 1, 2020 | 3,732 | 820 | 4,552 | 196 | 593,780 | 692,396 | 1,286,176 | 1,290,924 |

The additions to intangible assets mainly relate to purchased licenses and software.

The list of shareholdings (§ 285 No. 11 HGB) is included in note (26).

The loans relate to long-term loans granted to two affiliated companies.

(12) Receivables and Other Assets

| In EUR k | Nov. 30, 2021 | Nov. 30, 2020 |
|--|------------------|------------------|
| Trade receivables | – | 127 |
| Receivables from affiliated companies | 463,096 | 320,265 |
| <i>thereof from cash-pooling receivables</i> | 347,903 | 197,368 |
| <i>thereof from profit transfer</i> | 112,121 | 120,552 |
| <i>thereof from deliveries of goods and services</i> | 3,072 | 2,345 |
| Other assets | 4,245 | 1,537 |
| Receivables and other assets | 467,341 | 321,929 |

As in the prior year, all receivables had a remaining term of up to one year.

The rise in other assets resulted mainly from higher value added tax receivables compared to the prior year. As in the prior year, the other assets fall due within one year.

(13) Equity

As of November 30, 2021, the capital stock stood unchanged at EUR 31,400k, divided into 31,400,000 no-par-value bearer shares with a nominal value of EUR 1.00 each.

The resolution of the Annual General Meeting of June 9, 2021, has authorized the Management Board, subject to Supervisory Board approval, to increase Gerresheimer AG's capital stock by issuing new, no-par-value bearer shares for cash and/or non-cash consideration on one or more occasions by a total of up to EUR 6,280k (authorized capital I) and for cash consideration on one of more occasions by a total of up to EUR 3,140k (authorized capital II) in the period ending June 8, 2023.

The Annual General Meeting distributed a total of EUR 39,250k to the shareholders from the prior year's retained earnings.

The retained earnings developed as follows in the financial year 2021:

| In EUR k | |
|--|----------------|
| Net income for the financial year 2021 | 74,896 |
| Retained earnings carried forward | 136,296 |
| Retained earnings as of Nov. 30, 2021 | 211,192 |

(14) Provisions for Pensions

| In EUR k | Nov. 30, 2021 | Nov. 30, 2020 |
|--------------------------------|------------------|------------------|
| Pension obligations | 4,975 | 4,290 |
| Fair value of plan assets | 2,412 | 2,373 |
| Provisions for pensions | 2,563 | 1,917 |

The plan assets from pensions are invested in a pension fund and in a reinsured provident fund. The fair value of the reinsurance policy corresponds to the fair value confirmed by the insurance company as of the balance sheet date.

The acquisition cost of the reinsurance contracts included in the plan assets amounts to EUR 2,158k (prior year: EUR 2,150k). The difference of EUR 180k between this amount and the fair value, taking into account deferred taxes, is excluded from distribution in accordance with § 268 (8) Sentence 3 HGB.

As of November 30, 2021, the difference between the carrying amount of the provisions for pensions using an average market interest rate for the past ten years and an average market interest rate for the past seven years amounted to EUR 632k (prior year: EUR 724k) and was generally excluded from distribution in accordance with § 253 (6) Sentence 2 HGB.

(15) Other Provisions

The other provisions mainly comprise provisions for personnel expenses and Supervisory Board remuneration.

(16) Liabilities

| In EUR k | Nov. 30, 2021 | Nov. 30, 2020 |
|--|------------------|------------------|
| Liabilities to banks | 961,433 | 858,056 |
| Trade payables | 445 | 689 |
| Liabilities from affiliated companies | 184 | 191 |
| Other liabilities | 558 | 555 |
| <i>thereof from taxes</i> | 551 | 523 |
| <i>thereof social security obligations</i> | 5 | 12 |
| Liabilities | 962,620 | 859,491 |

The remaining terms of the liabilities to banks are as follows:

| In EUR k | | Maturities | | Total | Maturities |
|-----------------------------|----------------------|-----------------|---------------------|----------------|------------------------------|
| | | up to 1 year | more than 1 year | | thereof more than 5 years |
| Liabilities to banks | Nov. 30, 2021 | 306,433 | 655,000 | 961,433 | 45,500 |
| | Nov. 30, 2020 | 47,556 | 810,500 | 858,056 | 45,500 |

As in the prior year, the remaining liabilities all fall due within one year.

Gerresheimer AG obtains most of its financing through promissory loans. The maturities of the promissory loans are spread over the next five years and beyond as follows:

| In EUR k for the financial years | Promissory loans (nominal value) |
|----------------------------------|---|
| 2022 | 305,500 |
| 2023 | 163,000 |
| 2024 | 184,000 |
| 2025 | 187,500 |
| after 2025 | 120,500 |
| Total | 960,500 |

New promissory loans with a nominal volume of EUR 150,000k in total were issued in November 2021. The tranches of EUR 75,000k fall due in 2024 and 2026 and are largely subject to a fixed interest rate. The funds will be used in part to settle the tranches from previous promissory loan transactions that fall due in the financial year 2022.

The individual tranches of the remaining promissory loans are primarily subject to a fixed interest rate, with some being subject to a variable interest rate.

In August 2021, the syndicated facilities in the form of a revolving credit facility, plus ancillary credit facilities, was extended by one year to September 2026. The total volume of the revolving credit facility amounts to EUR 476,000k. The master credit facility of EUR 46,639k, which was drawn on in the prior year, had been repaid in full as of November 30, 2021. The revolving credit facility is generally disclosed in the item "Liabilities to banks."

Other Disclosures

(17) Contingent Liabilities and Other Financial Obligations

As security for affiliated companies' liabilities to banks, Gerresheimer AG has assumed joint liability in the form of a limited amount guarantee for EUR 476,000k. The resulting total joint liabilities for Gerresheimer AG in relation to affiliated company bank loans was EUR 95,796k as of November 30, 2021 (prior year: EUR 117,585k).

To the best of our knowledge, no recourse is to be expected given the solid balance sheet and long-term financing of Gerresheimer AG and its subsidiaries.

The other financial obligations stood at EUR 7,852k as of November 30, 2021 (prior year: EUR 13,627k). The item comprises lease and rental agreements for buildings, vehicles, and IT equipment, long-term maintenance and license agreements for software, and long-term maintenance agreements. The rental, maintenance, and lease agreements are due within the next five years.

(18) Proposal for Appropriation of Retained Earnings

The Management Board will propose to the Annual General Meeting that the retained earnings of Gerresheimer AG for the financial year 2021 be appropriated as follows:

| In EUR k | 2021 |
|--|----------------|
| Retained earnings before dividend payments | 211,192 |
| Dividend payment of EUR 1.25 per share | 39,250 |
| Carryforward to new account | 171,942 |

(19) Management Board and Supervisory Board

The members of the Management Board and the Supervisory Board, as well as their portfolios and duties, are listed in appendices to the notes under "Members of the Management Board and positions held by Management Board members" and "Members of the Supervisory Board and positions held by Supervisory Board members."

(20) Management Board and Supervisory Board Remuneration

The remuneration of the members of the Management Board comprising fixed remuneration, non-cash fringe benefits, and performance-based remuneration amounted to EUR 3,178k in the financial year 2021 (prior year: EUR 3,075k).

The total remuneration of former members of the Management Board of Gerresheimer AG amounted to EUR 1,353k in the financial year 2021 (prior year: EUR 2,201k). The pension obligations for former members of the Management Board stood at EUR 2,563k as of November 30, 2021 (prior year: EUR 1,917k).

The remuneration of the members of the Supervisory Board includes basic remuneration, additional remuneration for committee memberships, and attendance fees and stood at EUR 1,508k in total (EUR 1,380k).

Individualized disclosures regarding Management Board and Supervisory Board remuneration are available in the Compensation Report, which is part of the Combined Management Report.

(21) Auditors' Fees

The services provided by Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Duesseldorf (Germany), in the financial year 2021 mainly comprise services in connection with the audit of the annual financial statements. Other assurance services were provided to a lesser extent. In the reporting year, the non-audit services mainly related to the audit of non-financial information and agreed-upon audit activities of financial information that was not part of the year-end audit (other assurance services).

For details on the auditors' fees invoiced for the financial year 2021, please refer to the Consolidated Financial Statements of Gerresheimer AG as of November 30, 2021.

(22) Subsequent Events

There were no subsequent events after the balance sheet date with a material impact on the net assets position, financial position, or results of operations of Gerresheimer AG.

(23) Corporate Governance

The Management Board and Supervisory Board of Gerresheimer AG issued an annual declaration of compliance in accordance with § 161 of the German Stock Cooperation Act (Aktiengesetz, AktG) on September 2, 2021. The declaration has been made permanently available on the Company's website at www.gerresheimer.com/en/company/investor-relations/corporate-governance/statements-of-compliance.

(24) Consolidated Financial Statements

Gerresheimer AG, the parent company, prepares consolidated financial statements in accordance with § 315e (1) HGB on the basis of the International Financial Reporting Standards (IFRS) as applicable in the European Union. The annual financial statements, the management report of Gerresheimer AG (which is combined with the Group management report), and the Consolidated Financial Statements of Gerresheimer AG are each published in the Federal Gazette (Bundesanzeiger) and are also available on the website www.gerresheimer.com.

(25) Disclosures on Shareholdings in Gerresheimer AG

As of November 30, 2021, Gerresheimer AG had obtained the disclosures regarding shareholdings requiring notification in accordance with § 160 (1) No. 8 AktG that are detailed in the following table. In cases where shareholdings reached, exceeded, or fell below the thresholds, the most recent notification is mentioned. All notifications are available on the website www.gerresheimer.com. The disclosures of shareholdings in percent and in voting rights may have since changed.

Shareholder structure

| Registrant | Registered office | Notification date | Date on which threshold was met | Threshold in % | Voting rights | | WpHG |
|--|--|--|---------------------------------|----------------|---------------|-----------|---|
| | | | | | in % | absolute | |
| NN Group N.V. | Amsterdam (Netherlands) | February 18, 2019 | February 8, 2019 | 10 | 10.1 | 3,156,436 | section 34 |
| Morgan Stanley | Wilmington, DA (USA) | October 27, 2021 | October 21, 2021 | 5 | 9.3 | 2,917,002 | section 33, 34, 38 |
| Stichting Pensioenfonds ABP | Heerlen (Netherlands) | July 30, 2015 | July 27, 2015 | 5 | 5.1 | 1,602,791 | section 22 (1) sentence 1 No. 1 |
| BlackRock, Inc. | Wilmington, DA (USA) | November 10, 2021 | November 4, 2021 | 5 | 5.0 | 1,577,319 | section 33, 34, 38 |
| The Goldman Sachs Group, Inc. | Wilmington, DA (USA) | October 13, 2021 | October 7, 2021 | 5 | 5.0 | 1,570,212 | section 33, 34, 38 |
| Schroders plc | London (Great Britain) | July 15, 2021 | July 13, 2021 | 5 | 5.0 | 1,558,582 | section 33, 34, 38 |
| Eton Park Overseas Fund, Ltd. | Camana Bay, Grand Cayman (Cayman Inseln) | July 18, 2012 | July 10, 2012 | 5 | 4.9 | 1,544,217 | section 25 |
| Ameriprise Financial, Inc. | Wilmington, DA (USA) | November 11, 2019 | October 31, 2019 | 3 | 4.7 | 1,490,787 | section 34 |
| Ministry of Finance on behalf of the State of Norway | Oslo (Norway) | January 15, 2021 | January 13, 2021 | 3 | 3.4 | 1,063,079 | section 33, 34, 38 |
| Massachusetts Financial Services Company | Boston, MA (USA) | June 5, 2020 | May 28, 2020 | 3 | 3.2 | 997,049 | section 33, 34 |
| WS Management LLLP/Gilchrist B. Berg | Jacksonville, FL (USA) | February 1, 2010/ February 16, 2010 | January 25, 2010 | 3 | 3.1 | 974,402 | section 22 (1) sentence 1 No. 1, 6 i.c.w. section 22 (1) sentence 2 |
| AllianceBernstein Corporation | New York City, NY (USA) | July 22, 2021 | July 13, 2021 | 3 | 3.0 | 946,634 | section 34 |
| Threadneedle (Lux) | Bertrange (Luxembourg) | November 25, 2021 | November 18, 2021 | 3 | 3.0 | 942,497 | section 33, 34 |
| NBSH Acquisition, LLC | Wilmington, DA (USA) | July 23, 2021 | June 8, 2021 | 3 | 2.7 | 860,289 | section 34 |

(26) List of Shareholdings as of November 30, 2021

| Currency in m/according to local commercial law | Share- holdings in % | Currency | Equity | Result |
|--|----------------------------|----------|----------|---------------|
| Direct equity investments | | | | |
| Gerresheimer Holdings GmbH, Duesseldorf (Germany) ^{a)} | 100.00 | EUR | 593.8 | ^{b)} |
| Indirect Equity investemts | | | | |
| Asia | | | | |
| Gerresheimer Medical Plastic Systems Dongguan Co. Ltd., Wang Niu Dun Town, Dongguan City (China) ^{f)} | 100.00 | CNY | 68.34 | 0.12 |
| Gerresheimer Pharmaceutical Packaging Mumbai Private Ltd., Mumbai (India) | 100.00 | INR | 1,079.74 | -53.96 |
| Gerresheimer Plastic Packaging (Changzhou) Co., LTD., Changzhou City, Jiangsu (China) | 100.00 | CNY | 2.21 | -6.82 |
| Gerresheimer Singapore Pte. Ltd., Singapore (Singapore) | 100.00 | SGD | 0.22 | 0.02 |
| Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang) Co. Ltd., Danyang, Jiangsu (China) | 60.00 | CNY | 257.24 | 45.18 |
| Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang) Co. Ltd., Zhenjiang, Jiangsu (China) | 60.00 | CNY | 138.16 | 25.41 |
| Neutral Glass & Allied Industries Private Ltd., Mumbai (India) | 100.00 | INR | 3,146.12 | 58.43 |
| Triveni Polymers Private Ltd., New-Delhi (India) | 100.00 | INR | 2,642.54 | 218.86 |
| Europe | | | | |
| Gerresheimer Boleslawiec S.A., Boleslawiec (Poland) | 100.00 | PLN | 230.88 | 42.47 |
| Gerresheimer Bünde GmbH, Bünde (Germany) ^{a)} | 100.00 | EUR | 12.70 | ^{b)} |
| Gerresheimer Chalon SAS, Chalon-sur-Saone (France) | 100.00 | EUR | 2.30 | -4.45 |
| Gerresheimer Denmark A/S, Vaerloese (Denmark) | 100.00 | DKK | 240.07 | 44.66 |
| Gerresheimer Essen GmbH, Essen (Germany) ^{a)} | 100.00 | EUR | 4.16 | ^{b)} |
| GERRESHEIMER GLAS GmbH, Duesseldorf (Germany) ^{a)} | 100.00 | EUR | 668.76 | ^{b)} |
| Gerresheimer Group GmbH, Duesseldorf (Germany) ^{a)} | 100.00 | EUR | 638.33 | ^{b)} |
| Gerresheimer Horsovsky Tyn spol. s r.o., Horsovsky Tyn (Czech Republic) | 100.00 | CZK | 2,090.60 | 620.94 |
| Gerresheimer Italia S.r.l., Milan (Italy) | 100.00 | EUR | - | -0.05 |
| Gerresheimer Medical Systems Schweiz AG, Zug (Switzerland) | 100.00 | EUR | 21.80 | 6.75 |
| Gerresheimer Lohr GmbH, Lohr/Main (Germany) ^{a)} | 100.00 | EUR | 7.42 | ^{b)} |
| Gerresheimer Medical Plastic Systems GmbH, Regensburg (Germany) ^{a), c)} | 100.00 | EUR | 0.03 | ^{b)} |
| Gerresheimer Momignies S.A., Momignies (Belgium) | 100.00 | EUR | 31.31 | 4.65 |
| Gerresheimer Moulded Glass GmbH, Tettau (Germany) ^{a), c)} | 100.00 | EUR | 0.03 | ^{b)} |
| Gerresheimer Plastic Packaging SAS, Besancon (France) | 100.00 | EUR | 1.00 | 0.21 |
| Gerresheimer Regensburg GmbH, Regensburg (Germany) ^{a)} | 100.00 | EUR | 278.00 | ^{b)} |
| Gerresheimer respimetrix GmbH, Duesseldorf (Germany) | 60.00 | EUR | 0.96 | -0.10 |
| Gerresheimer Skopje DOOEL Ilinden, Ilinden (Republic North Macedonia) | 100.00 | MKD | -485.75 | -261.03 |
| Gerresheimer Tettau GmbH, Tettau (Germany) ^{a)} | 100.00 | EUR | 12.36 | ^{b)} |
| Gerresheimer Vaerloese A/S, Vaerloese (Denmark) | 100.00 | DKK | 202.90 | 53.01 |
| Gerresheimer Werkzeugbau Wackersdorf GmbH, Wackersdorf (Germany) ^{a)} | 100.00 | EUR | 0.51 | ^{b)} |
| Gerresheimer Wertheim GmbH, Wertheim (Germany) ^{a)} | 100.00 | EUR | 1.11 | ^{b)} |
| Gerresheimer Zaragoza S.A., Epila (Spain) | 100.00 | EUR | 0.63 | 0.41 |
| Sensile Medical AG, Olten (Switzerland) | 99.89 | EUR | -54.59 | -17.80 |

| Currency in m/according to local commercial law | Share- holdings in % | Currency | Equity | Result |
|---|----------------------------|----------|----------|--------|
| America | | | | |
| Centor Inc., Perrysburg, OH (USA) | 100.00 | USD | 627.96 | 24.73 |
| Centor Pharma Inc., Perrysburg, OH (USA) ^{a), d)} | 100.00 | USD | - | - |
| Centor US Holding Inc., Perrysburg, OH (USA) | 100.00 | USD | 731.22 | - |
| Gerresheimer Glass Inc., Vineland, NJ (USA) | 100.00 | USD | 849.77 | 14.42 |
| Gerresheimer Mexico Holding LLC, Wilmington, DE (USA) | 100.00 | USD | 3.77 | -0.01 |
| Gerresheimer MH Inc., Wilmington, DE (USA) ^{d)} | 100.00 | USD | 6.51 | -0.01 |
| Gerresheimer Peachtree City (USA) L.P., Peachtree City, GA (USA) | 100.00 | USD | 40.82 | 4.44 |
| Gerresheimer Peachtree City Inc., Peachtree City, GA (USA) ^{d)} | 100.00 | USD | - | 0.04 |
| Gerresheimer Plasticos Sao Paulo Ltda., Embu (Brazil) | 100.00 | BRL | 284.79 | 15.74 |
| Gerresheimer Queretaro S.A., Queretaro (Mexico) ^{f)} | 100.00 | MXN | 1,021.61 | 204.01 |
| Gerresheimer Sistemas Plasticos Mediciniais Sao Paulo Ltda., Indaiatuba (Brazil) | 100.00 | BRL | 74.68 | 11.39 |
| Nouvelles Verreries de Momignies Inc., Larchmont, NY (USA) ^{g)} | 100.00 | USD | - | - |
| Associated companies | | | | |
| Corning Pharmaceutical Packaging LLC, Wilmington, DW (USA) ^{d), f)} | 25.00 | USD | 0.16 | - |
| Gerresheimer Tooling LLC, Peachtree City, GA (USA) ^{f)} | 30.00 | USD | 1.45 | 0.29 |
| PROFORM CNC Nastrojarna spol. s r.o., Horsovsy Tyn (Czech Republic) ^{d), f)} | 40.59 | CZK | 3.27 | 0.73 |

^{a)} Pursuant to sec. 264 III HGB, the company is exempt from the obligation to prepare a management report as well as partly to audit and to publish financial statements.

^{b)} A profit transfer agreement is in place.

^{c)} Equity less than 50 (currency in '000).

^{d)} Result less than EUR 5k.

^{e)} The company no longer prepares annual financial statements.

^{f)} Annual financial statements as of Sept. 30, 2019, Nov. 30, 2019 or Dec. 31, 2019.

Duesseldorf (Germany), February 1, 2022

Gerresheimer AG
The Management Board



Dietmar Siemssen



Dr. Bernd Metzner



Dr. Lukas Burkhardt

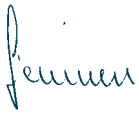
Additional Information

Responsibility Statement

We ensure, to the best of our knowledge, that the annual financial statements give a true and fair view of the net assets position, financial position, and results of operations of the Company in accordance with the applicable reporting principles and that the Combined Management Report presents the performance of the business, including the results of business activities, and the position of the Company in such a manner that they convey a true and fair view of the actual developments and describes the principal opportunities and risks associated with the expected development of the Company.

Duesseldorf (Germany), February 1, 2022

Gerresheimer AG
The Management Board



Dietmar Siemssen



Dr. Bernd Metzner



Dr. Lukas Burkhardt

Members of the Management Board and positions held by Management Board members

(Appendix to the notes)

As of November 30, 2021

Dietmar Siemssen

Appointed through October 31, 2026

Chief Executive Officer

> BFC Fahrzeugteile GmbH, Germany ^{a)}

Affiliated companies of Gerresheimer AG

- > Gerresheimer Bünde GmbH, Germany (Chairman) ^{a)}
- > Gerresheimer Regensburg GmbH, Germany (Chairman) ^{a)}
- > Gerresheimer respimetrix GmbH, Germany (Chairman) ^{b)}
- > Centor Inc., USA (Chairman) ^{b)}
- > Centor Pharma Inc., USA (Chairman) ^{b)}
- > Centor US Holding Inc., USA (Chairman) ^{b)}
- > Gerresheimer Glass Inc., USA (Chairman) ^{b)}
- > Gerresheimer Boleslawiec S.A., Poland (Chairman since July 19, 2021) ^{b)}
- > Gerresheimer Denmark A/S, Denmark (Chairman) ^{b)}
- > Gerresheimer Vaerloese A/S, Denmark (Chairman) ^{b)}
- > Sensile Medical AG, Switzerland (Chairman) ^{b)}
- > Triveni Polymers Pvt. Ltd., India ^{b)}

Dr. Lukas Burkhardt

Appointed through December 31, 2025

Affiliated companies of Gerresheimer AG

- > Gerresheimer Tettau GmbH, Germany (Chairman) ^{a)}
- > Corning Pharmaceutical Packaging LLC, USA ^{b)}
- > Gerresheimer Boleslawiec S.A., Poland (Chairman until July 19, 2021) ^{b)}
- > Gerresheimer Glass Inc., USA ^{b)}
- > Gerresheimer Momignies S.A., Belgium (Chairman until September 30, 2021) ^{b)}
- > Gerresheimer Pharmaceutical Packaging Mumbai Pvt. Ltd., India ^{b)}
- > Gerresheimer Queretaro S.A., Mexico (Chairman) ^{b)}
- > Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang) Co. Ltd., China (Chairman) ^{b)}
- > Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang) Co. Ltd., China (Chairman) ^{b)}
- > Neutral Glass and Allied Industries Pvt. Ltd., India ^{b)}

Dr. Bernd Metzner

Appointed through May 14, 2027

> UniCredit Bank AG, Germany (Deputy Chairman) ^{a)}

Affiliated companies of Gerresheimer AG

- > Gerresheimer Bünde GmbH, Germany (Deputy Chairman) ^{a)}
- > Gerresheimer Regensburg GmbH, Germany (Deputy Chairman) ^{a)}
- > Gerresheimer Tettau GmbH, Germany (Deputy Chairman) ^{a)}
- > Centor Inc., USA ^{b)}
- > Centor Pharma Inc., USA ^{b)}
- > Centor US Holding Inc., USA ^{b)}
- > Corning Pharmaceutical Packaging LLC, USA ^{b)}
- > Gerresheimer Glass Inc., USA ^{b)}
- > Sensile Medical AG, Switzerland ^{b)}

^{a)} Membership on other supervisory boards to be formed under § 125 AktG (as of November 30, 2021)

^{b)} Membership on comparable domestic and foreign control boards of business enterprises under § 125 AktG (as of November 30, 2021)

Members of the Supervisory Board and positions held by Supervisory Board members

(Appendix to the notes)

As of November 30, 2021

Dr. Axel Herberg

Managing Partner of CCC Investment GmbH
Chairman of the Supervisory Board
Elected until the end of the Annual General Meeting on June 8, 2022

- > Leica Camera AG^{a)}
- > Leica Group (photography and sport optics)^{b)}
- > Lisa Germany Holding GmbH^{b)}
- > Vetter Pharma-Fertigungs GmbH & Co. KG^{b)}
- > European Medco Development 4 S.à.r.l., Luxembourg^{b)}
- > European Healthcare Acquisition & Growth Company B.V., Netherlands (Deputy Chairman since November 16, 2021)^{b)}

Francesco Grioli

Member of the Governing Board of IG Bergbau, Chemie, Energie
Deputy Chairman of Supervisory Board
Elected until the end of the Annual General Meeting on June 8, 2022

- > Continental AG^{a)}

Andrea Abt

Master of Business Administration
Former Head of Supply Chain Management of the Infrastructure Sector, Siemens AG
Elected until the end of the Annual General Meeting on June 8, 2022

- > John Laing Group plc, United Kingdom (until September 23, 2021)^{b)}
- > Petrofac Ltd., Jersey^{b)}
- > Polymetal International plc, Jersey^{b)}
- > Energy Technology Holdings LLC, USA (since April 1, 2021)^{b)}

Heike Arndt (deceased on December 30, 2021)

Regional Deputy Director Westphalia of IG Bergbau, Chemie, Energie
Elected until the end of the Annual General Meeting on June 8, 2022

- > RAG Verkauf GmbH (until December 31, 2020)^{a)}
- > Evonik Operations GmbH (Deputy Chairwoman)^{a)}

Dr. Karin Dorrepaal

Consultant
Former member of the Management Board of Schering AG
Elected until the end of the Annual General Meeting on June 8, 2022

- > Paion AG (Deputy Chairwoman)^{a)}
- > Triton Beteiligungsberatung GmbH^{b)}
- > Almirall S.A., Spain^{b)}
- > Kerry Group plc, Ireland^{b)}
- > Julius Clinical Research BV, Netherlands (until May 26, 2021)^{b)}
- > van Eeghen & Co BV, Netherlands^{b)}
- > Intravacc BV, Netherlands (since January 1, 2021)^{b)}

Franz Hartinger

Chairman of the Company Works Council of Gerresheimer Regensburg GmbH
Elected until the end of the Annual General Meeting on June 8, 2022

- > Gerresheimer Regensburg GmbH^{a)}

Dr. Peter Noé

Degree in Business Administration
Former member of the Management Board of Hochtief AG
Elected until the end of the Annual General Meeting on June 8, 2022

- > BlackRock Asset Management Schweiz AG, Switzerland (until December 31, 2020)^{b)}

Markus Rocholz

Chairman of the Company Works Council of Gerresheimer Essen GmbH
Elected until the end of the Annual General Meeting on June 8, 2022

- > Gerresheimer Tettau GmbH^{a)}

^{a)} Membership on other supervisory boards to be formed under § 125 AktG (as of November 30, 2021)

^{b)} Membership on comparable domestic and foreign control boards of business enterprises under § 125 AktG (as of November 30, 2021)

Paul Schilling

Chairman of the Company Works Council of
Gerresheimer Bünde GmbH
Elected until the end of the Annual General Meeting
on June 8, 2022

- > Gerresheimer Bünde GmbH^{a)}

Katja Schnitzler

Group Senior Director EHS, CSR, OPEX at Gerresheimer AG
Elected until the end of the Annual General Meeting
on June 8, 2022

Theodor Stuth

Consultant
Managing Director of hpulcas GmbH
Former auditor and certified tax advisor
Elected until the end of the Annual General Meeting
on June 8, 2022

- > Wickeder Holding GmbH^{b)}
- > Wickeder Profile Walzwerk GmbH^{b)}
- > Linet Group SE, Netherlands^{b)}

Udo J. Vetter

Pharmacist and General Partner of UV-Cap GmbH & Co. KG
Elected until the end of the Annual General Meeting
on June 8, 2022

- > ITM AG (Chairman)^{a)}
- > Vetter Pharma-Fertigungs GmbH & Co. KG (Chairman)^{b)}
- > HSM GmbH & Co. KG^{b)}
- > Navigo GmbH (Chairman)^{b)}
- > OncoBeta International GmbH (Chairman)^{b)}
- > OncoBeta GmbH (Chairman)^{b)}
- > Paschal India Pvt. Ltd., India (Chairman)^{b)}
- > Gland Pharma Ltd., India^{b)}

^{a)} Membership on other supervisory boards to be formed under § 125 AktG
(as of November 30, 2021)

^{b)} Membership on comparable domestic and foreign control boards of business
enterprises under § 125 AktG (as of November 30, 2021)

Independent Auditor's Report

To Gerresheimer AG, Düsseldorf/Germany

Report on the Audit of the Annual Financial Statements and of the Combined Management Report

Audit Opinions

We have audited the annual financial statements of Gerresheimer AG, Düsseldorf/Germany, which comprise the balance sheet as at November 30, 2021, and the statement of profit and loss for the financial year from December 1, 2020 to November 30, 2021, and the notes to the financial statements, including the presentation of the recognition and measurement policies. In addition, we have audited the combined management report of Gerresheimer AG, Düsseldorf/Germany, for the financial year from December 1, 2020 to November 30, 2021. In accordance with the German legal requirements, we have not audited the content of the combined corporate governance statement pursuant to Sections 289f and 315d German Commercial Code (HGB), including the further reporting on corporate governance, included in section "Corporate Governance Statement" of the combined management report, nor the content of the separate consolidated non-financial report pursuant to Sections 315b and 315c HGB, which is referenced in section "Corporate Responsibility and Sustainability at Gerresheimer" of the combined management report.

In our opinion, on the basis of the knowledge obtained in the audit,

- > the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as at November 30, 2021 and of its financial performance for the financial year from December 1, 2020 to November 30, 2021 in compliance with German Legally Required Accounting Principles, and
- > the accompanying combined management report as a whole provides an appropriate view of the Company's position. In all material respects, this combined management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the combined management report does not cover the content of the above-mentioned combined corporate governance statement, including the further reporting on corporate governance, nor of the separate consolidated non-financial report, which is referenced in the combined management report.

Pursuant to Section 322 (3) sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the combined management report.

Basis for the Audit Opinions

We conducted our audit of the annual financial statements and of the combined management report in accordance with Section 317 HGB and the EU Audit Regulation (No 537/2014; referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Combined Management Report" section of our auditor's report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the combined management report.

Key Audit Matters in the Audit of the Annual Financial Statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual financial statements for the financial year from December 1, 2020 to November 30, 2021. These matters were addressed in the context of our audit of the annual financial statements as a whole and in forming our audit opinion thereon; we do not provide a separate audit opinion on these matters.

In the following, we present the recoverability of shares in affiliated companies, which we have determined as the key audit matter in the course of our audit.

Our presentation of this key audit matter has been structured as follows:

- a. description (including reference to corresponding information in the annual financial statements)
- b. auditor's response

Recoverability of Shares in Affiliated Companies

a. In the annual financial statements of Gerresheimer AG, shares in affiliated companies totaling mEUR 593.8 (33.8% of the balance sheet total) are disclosed. These are measured at the lower of acquisition cost or fair value as at the balance sheet date. As at the reporting date, Gerresheimer AG tested the shares for impairment by internally measuring the fair present value of the direct and indirect long-term equity investments in the group companies. The fair value of the shares in affiliated companies was determined as the present value of the future cash flows by means of discounted cash flow methods based on the corporate planning prepared by the executive board and taken note of by the supervisory board. This determination also took into account expectations concerning the future market trend and country-related assumptions concerning the trends of macroeconomic variables. The discounting was made by means of weighted capital costs. Based on the computations submitted by the Company, as well as more far-reaching documentation, no write-downs had to be made for the financial year ended November 30, 2021.

Since the result of these measurements depends to a large extent on the executive board's assessment of the future cash flows and of the discount factors used, and thus involves a high degree of uncertainty, this was a key audit matter.

The Company's disclosures on the shares in affiliated companies are included in notes 2 and 11 of the notes to the financial statements.

b. In auditing the fair values of the shares in affiliated companies, we verified, calling in our valuation experts, among other things, the methodical measurement procedure and assessed the determination of weighted capital costs. We examined whether, in connection with the weighted capital costs recognized, the future cash inflows underlying the valuation, in the aggregate, constitute an appropriate basis for the impairment test of the shares in affiliated companies. To assess the quality and reliability of the corporate planning, we compared the planning of the preceding financial year with actual results and analyzed deviations (adherence to planning). We discussed the assumptions and premises underlying the assumptions with those charged with governance, and reviewed them for reasonableness. For this purpose, we reconciled, among others, the assumptions made with macroeconomic and industry-related market expectations. Furthermore, we examined whether the future

cash inflows have been appropriately derived from the assumptions made and premises set. Knowing that even relatively minor changes in the discount factor used may have major effects on the amount of the fair present value of the entity determined, we examined the parameters used in determining the respective discount factor used, including the weighted capital costs, and verified whether these are within the market ranges. The computation formula for determining the fair present values of the entities were computationally reviewed for reasonableness.

Other Information

The executive board and the supervisory board are responsible for the other information. The other information comprises

- › the separate consolidated non-financial report which is referenced in the combined management report,
- › the combined corporate governance statement, including the further reporting on corporate governance, included in the combined management report,
- › the executive board's confirmation pursuant to Section 264 (2) sentence 3 and Section 289 (1) sentence 5 HGB, respectively, regarding the annual financial statements and the combined management report,
- › but not the annual financial statements, not the audited content of the combined management report and not our auditor's report thereon.

The executive board and the supervisory board are responsible for the declaration on the German Corporate Governance Code according to Section 161 German Stock Corporation Act (AktG), which is part of the corporate governance statement included in the combined management report. Apart from that, the executive board is responsible for the other information.

Our audit opinions on the annual financial statements and on the combined management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information stated above and, in so doing, to consider whether the other information

- › is materially inconsistent with the annual financial statements, with the audited content of the combined management report or our knowledge obtained in the audit, or
- › otherwise appears to be materially misstated.

Responsibilities of the Executive Board and the Supervisory Board for the Annual Financial Statements and the Combined Management Report

The executive board is responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, the executive board is responsible for such internal control as it, in accordance with German Legally Required Accounting Principles, has determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, the executive board is responsible for assessing the Company's ability to continue as a going concern. It also has the responsibility for disclosing, as applicable, matters related to going concern. In addition, it is responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the executive board is responsible for the preparation of the combined management report that as a whole provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive board is responsible for such arrangements and measures (systems) as it has considered necessary to enable the preparation of a combined management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the combined management report.

The supervisory board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements and of the combined management report.

Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Combined Management Report

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the combined management report as a whole provides an

appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the annual financial statements and on the combined management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this combined management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also

- › identify and assess the risks of material misstatement of the annual financial statements and of the combined management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- › obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures relevant to the audit of the combined management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems of the Company.
- › evaluate the appropriateness of accounting policies used by the executive board and the reasonableness of estimates made by the executive board and related disclosures.
- › conclude on the appropriateness of the executive board's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures

in the annual financial statements and in the combined management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.

- › evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.
- › evaluate the consistency of the combined management report with the annual financial statements, its conformity with German law, and the view of the Company's position it provides.
- › perform audit procedures on the prospective information presented by the executive board in the combined management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive board as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual financial statements of the current period and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes public disclosure about the matter.

Other Legal and Regulatory Requirements

Report on the Audit of the Electronic Reproductions of the Annual Financial Statements and of the Combined Management Report Prepared for Publication Pursuant to Section 317 (3a) HGB

Audit Opinion

We have performed an audit in accordance with Section 317 (3a) HGB to obtain reasonable assurance whether the electronic reproductions of the annual financial statements and of the combined management report (hereinafter referred to as "ESEF documents") prepared for publication, contained in the provided file, which has the SHA-256 value BEE6A4D72B4995C8235547B352B71130BD6A7A4F75F9215690B69E8177D43B42, meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB ("ESEF format"). In accordance with the German legal requirements, this audit only covers the conversion of the information contained in the annual financial statements and the combined management report into the ESEF format, and therefore covers neither the information contained in these electronic reproductions nor any other information contained in the file identified above.

In our opinion, the electronic reproductions of the annual financial statements and of the combined management report prepared for publication contained in the provided file identified above meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB. Beyond this audit opinion and our audit opinions on the accompanying annual financial statements and on the accompanying combined management report for the financial year from December 1, 2020 to November 30, 2021 contained in the "Report on the Audit of the Annual Financial Statements and of the Combined Management Report" above, we do not express any assurance opinion on the information contained within these electronic reproductions or on any other information contained in the file identified above.

Basis for the Audit Opinion

We conducted our audit of the electronic reproductions of the annual financial statements and of the combined management report contained in the provided file identified above in accordance with Section 317 (3a) HGB and on the basis of the IDW Auditing Standard: Audit of the Electronic Reproductions of Financial Statements and Management Reports Prepared for Publication Purposes Pursuant to Section 317 (3a) HGB (IDW AuS 410 (10.2021)). Our responsibilities in this context are further described in the "Auditor's Responsibilities for the Audit of the ESEF Documents" section. Our audit firm has applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QS 1).

Responsibilities of the Executive Board and the Supervisory Board for the ESEF Documents

The executive board of the Company is responsible for the preparation of the ESEF documents based on the electronic files of the annual financial statements and of the combined management report according to Section 328 (1) sentence 4 no. 1 HGB.

In addition, the executive board of the Company is responsible for such internal controls that it has considered necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional non-compliance with the requirements for the electronic reporting format pursuant to Section 328 (1) HGB.

The supervisory board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

Auditor's Responsibilities for the Audit of the ESEF Documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB. We exercise professional judgment and maintain professional skepticism throughout the audit. We also

- › identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinion.
- › obtain an understanding of internal control relevant to the audit on the ESEF documents in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.

- › evaluate the technical validity of the ESEF documents, i.e. whether the provided file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815, in the version in force at the balance sheet date, on the technical specification for this electronic file.
- › evaluate whether the ESEF documents enable a XHTML reproduction with content equivalent to the audited annual financial statements and to the audited combined management report.

Further Information pursuant to Article 10 of the EU Audit Regulation

We were elected as auditor by the general meeting on June 9, 2021. We were engaged by the supervisory board on June 28, 2021. We have been the auditor of Gerresheimer AG, Düsseldorf/Germany, without interruption since the financial year 2008/2009.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

Other matter – use of the Auditor's Report

Our auditor's report must always be read together with the audited annual financial statements and the audited combined management report as well as with the audited ESEF documents. The annual financial statements and the combined management report converted into the ESEF format – including the versions to be published in the Federal Gazette – are merely electronic reproductions of the audited annual financial statements and the audited combined management report and do not take their place. In particular, the ESEF report and our audit opinion contained therein are to be used solely together with the audited ESEF documents made available in electronic form.

German Public Auditor Responsible for the Engagement

The German Public Auditor responsible for the engagement is René Kadlubowski.

Düsseldorf/Germany, February 1, 2022

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

Signed:
René Kadlubowski
Wirtschaftsprüfer
(German Public Auditor)

Signed:
Dieter Peppekus
Wirtschaftsprüfer
(German Public Auditor)

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Note regarding the rounding of figures

Due to the commercial rounding of figures and percentages, small deviations may occur.

Translation

This Annual Financial Statement of Gerresheimer AG is the English translation of the original German version; in case of deviations between these two, the German version prevails.



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