

Düsseldorf, 8 November 2023

**Disclosure pursuant to Art. 5 para. 1 lit. a) of Regulation (EU) No. 596/2014 and Art. 2 para. 1 of Commission Delegated Regulation (EU) 2016/1052**

The Executive Board of GEA Group Aktiengesellschaft in Düsseldorf ("**GEA**") resolved on 7 November 2023 to acquire own GEA shares (ISIN DE0006602006) ("**GEA Shares**") for a total purchase price of up to EUR 400 million (not including ancillary acquisition costs) via the stock exchange. The Executive Board is thus availing itself of the authorisation to buy back shares granted by the Annual General Meeting on 27 April 2023. The repurchased shares are to be cancelled without a corresponding reduction of the Company's share capital.

The buyback shall be carried out in up to three tranches. A first tranche with a purchase price of up to EUR 150 million (not including ancillary acquisition costs), but in any event not more than 9,800,000 GEA-Shares, will be carried out for a period of up to eight months from 9 November 2023 at the conditions stated below. The Company aims to finalise the acquisition of the first tranche within six months.

The buyback will be carried out in accordance with Articles 5, 14 and 15 of Regulation (EU) No. 596/2014 of 16 April 2014 in conjunction with the rules of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No. 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards on the conditions applicable to buy-back programmes and stabilisation measures ("**Regulation (EU) 2016/1052**"), with the exception of the purpose of the acquisition according to Article 2 para. 1 lit. a) of Regulation (EU) 2016/1052 in conjunction with Article 5 para. 2 of Regulation (EU) No. 596/2014.

The buyback will be carried out on behalf of and for the account of GEA using an independent credit institution. The credit institution will make its decisions regarding the timing of GEA Share acquisitions independently of and without influence by GEA in accordance with Article 4 para. 2 b) of Regulation (EU) 2016/1052.

The independent credit institution is obliged to carry out the acquisition of GEA Shares in keeping with the above-mentioned rules and to comply with the provisions of the Annual General Meeting authorisation of 27 April 2023. According to these provisions, GEA is authorised until 26 April 2028 to acquire its own shares with a proportionate amount of the share capital attributable to them of up to a total of 10% of GEA's share capital existing at the time of the resolution. If GEA Shares are acquired via the stock exchange, the purchase price per share paid by the Company may not exceed the arithmetic mean of the share price (closing auction prices of GEA Shares in XETRA trading or a comparable successor system replacing the XETRA system on the Frankfurt Stock Exchange) on the three trading days preceding the respective date of acquisition by more than 10% or fall below this price by more than 20% (in each case not including ancillary acquisition costs).

The credit institution is obliged to comply with the trading conditions of Article 3 of Regulation (EU) 2016/1052 and the conditions of this share buyback program. In



particular, GEA Shares will not be purchased at a price that is higher than the price of the last independently executed trade or (should this be higher) the price of the current highest independent bid on the trading venue on which the purchase takes place. In addition, no more than 25% of the average daily turnover of shares on the trading venue on which the purchase is made will be purchased on any single trading day. The average daily turnover of shares is calculated on the basis of the average daily trading volume during the 20 trading days preceding the respective purchase date.

The Executive Board may terminate the share buyback program – in compliance with legal provisions – at any time. The share buyback program may, where needed and legally permitted, be suspended and, if necessary, be resumed at any time.

All transactions will be disclosed in accordance with the requirements of Regulation (EU) 2016/1052, not later than at the end of the seventh trading day after the execution of such transactions. The disclosure will be published in a detailed and aggregated manner. GEA will provide regular information regarding the progress of the share buyback program at [www.gea.com](http://www.gea.com) and keep that information available to the public for at least a 5-year period from the date of public disclosure.