



– **CONVENIENCE TRANSLATION** –

**SCHOTT Pharma AG & Co. KGaA
Mainz**

ISIN: DE000A3ENQ51 // WKN: A3ENQ5

**Invitation to the Annual General Meeting
(virtual Annual General Meeting)**

We hereby invite our shareholders to the Annual General Meeting of SCHOTT Pharma AG & Co. KGaA (hereinafter also referred to the "**Company**") to be held on

Thursday, 14 March 2024, at 10:00 hours Central European Time (CET).

The General Meeting will be held on the basis of Article 15 sentence 1 of the Company's Articles of Association in the form of a virtual General Meeting pursuant to section 278 (3) of the German Stock Corporation Act (AktG) in conjunction with section 118a AktG without the physical presence of shareholders or their proxies (with the exception of the proxies of the Company) at the location of the General Meeting.

Shareholders who have properly registered and provided evidence of their shareholding and their proxies may connect to the General Meeting electronically via the Company's internet-based, password-protected General Meeting and voting system (InvestorPortal) on the Company's website at

<https://www.schott-pharma.com/investor-relations/events/annual-general-meeting/>

by entering the access data which will be sent to them after proper registration and evidence of shareholding and may in this way participate in the General Meeting and exercise their voting rights and other shareholder rights. More detailed explanations on this can be found following the agenda under Section V.

The location of the General Meeting within the meaning of the German Stock Corporation Act is the Erich-Schott-Centrum, room E.01-E.02, Hattenbergstraße 10, 55122 Mainz, Germany. The physical presence of shareholders and their proxies (with the exception of the proxies of the Company) at the location of the General Meeting is excluded.

I. AGENDA

1. **Presentation of the annual financial statements and consolidated financial statements of SCHOTT Pharma AG & Co. KGaA, each approved by the Supervisory Board, the combined management report for SCHOTT Pharma AG & Co. KGaA and the Group, the explanatory report of the General Partner on the information pursuant to sections 289a and 315a of the German Commercial Code (Handelsgesetzbuch – HGB) and the report of the Supervisory Board of SCHOTT Pharma AG & Co. KGaA, each for fiscal year 2022/2023; resolution on the adoption of the annual financial statements of SCHOTT Pharma AG & Co. KGaA for fiscal year 2022/2023**

The Supervisory Board approved the annual financial statements of SCHOTT Pharma AG & Co. KGaA and the consolidated financial statements drawn up by the General Partner in accordance with section 171 AktG. Pursuant to section 286 (1) AktG, the annual financial statements are adopted by the Annual General Meeting; otherwise, the aforementioned documents are to be made available to the Annual General Meeting without the need for a further resolution.

The General Partner and the Supervisory Board propose to adopt the annual financial statements of SCHOTT Pharma AG & Co. KGaA as of 30 September 2023 as presented, showing a distributable profit in the amount of EUR 50,052,476.32.

2. Resolution on the allocation of distributable profit

The General Partner and the Supervisory Board propose to allocate the distributable profit shown in the annual financial statements in the amount of EUR 50,052,476.32 for fiscal year 2022/2023 as follows:

Payment of a dividend EUR 0.15 for each of the 150,614,616 shares entitled to dividend	EUR	22,592,192.40
Profit carried forward to new account	EUR	27,460,283.92
Distributable profit	EUR	50,052,476.32

If the number of shares entitled to dividend for fiscal year 2022/2023 changes prior to the General Meeting, the General Meeting will be presented with a proposal that will be adjusted accordingly, with an unchanged dividend of EUR 0.15 for each share entitled to dividend as well as accordingly amended amounts for the dividend sum and the profit carried forward to new account.

The dividend is due on the third business day following the resolution of the Annual General Meeting, i.e. on 19 March 2024.

3. Resolution on the approval of the actions of the General Partner for fiscal year 2022/2023

The General Partner and the Supervisory Board propose to approve the actions of the General Partner of the Company for fiscal year 2022/2023.

4. Resolution on the approval of the actions of the Supervisory Board for fiscal year 2022/2023

The General Partner and the Supervisory Board propose to approve the actions of the members of the Supervisory Board of the Company for fiscal year 2022/2023.

5. Election of the auditor and the Group auditor for fiscal year 2023/2024 as well as the auditor for the potential review of the condensed financial statements and the interim management report for fiscal year 2023/2024 and other interim financial information

The Supervisory Board proposes to select – based on the recommendation of its Audit Committee – Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, branch office Eschborn,

- as auditor and group auditor for the fiscal year 2023/2024,
- as auditor for the potential review of the condensed financial statements and the interim management report for fiscal year 2023/2024 and other interim financial information (section 115 (7) WpHG) for fiscal year 2023/2024, which will be prepared after the Annual General Meeting 2024, and
- as auditor for the potential audit review of interim financial information (section 115 (7) WpHG) for fiscal year 2024/2025, which will be prepared prior to the 2025 Annual General Meeting.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause restricting the selection options within the meaning of Article 16 (6) of the EU Statutory Audit Regulation has been imposed on it.

6. Resolution on the approval of the remuneration report for fiscal year 2022/2023

Pursuant to section 162 AktG, the Management Board and Supervisory Board of listed companies must prepare an annual remuneration report and submit it to the Annual General Meeting for approval in accordance with section 120a (4) AktG. In view of the special board structure of SCHOTT Pharma AG & Co. KGaA, the Company's remuneration report for the fiscal year 2022/2023 presents the remuneration granted or owed to the current and former members of the Management Board and Supervisory Board of the General Partner as well as the current and former members of the Supervisory Board of the Company in the fiscal year 2022/2023.

The remuneration report for fiscal year 2022/2023 was reviewed by the auditor of the Company pursuant to section 162 (3) AktG to determine whether the legally required disclosures pursuant to section 162 (1) and (2) AktG were made. In addition to the statutory requirements, the content of the report was also reviewed by the auditor on a voluntary basis. The remuneration report is accompanied by a corresponding auditor's report.

The remuneration report for fiscal year 2022/2023 including the auditor's report is included under Section II. following the agenda. The report is part of this convening notice to the Annual General Meeting and is also available on the Company's website at

<https://www.schott-pharma.com/investor-relations/events/annual-general-meeting/>.

The General Partner and the Supervisory Board propose to approve the remuneration report included under Section II. for fiscal year 2022/2023.

7. Resolution on the approval of the remuneration system for the members of the Management Board of the General Partner

Section 120a (1) AktG stipulates that the Annual General Meeting of listed companies must pass a resolution on the approval of the remuneration system for members of the Management Board presented by the Supervisory Board every time there is a significant change, but at least every four years. This resolution by the Annual General Meeting must now be passed at the first Annual General Meeting following the Company's IPO.

As a partnership limited by shares, SCHOTT Pharma AG & Co. KGaA does not have its own Management Board due to its legal form. The Company's business is managed by its General Partner, SCHOTT Pharma Management AG, which is represented by the members of its Management Board. The Supervisory Board of the General Partner is responsible for the remuneration of the members of the Management Board of the General Partner. In the interests of good corporate governance, the remuneration system for the members of the Management Board of the General Partner is nevertheless submitted to the Company's Annual General Meeting for approval.

On 27 July 2023, the Supervisory Board of the General Partner adopted a new remuneration system for the members of the Management Board of the General Partner with effect from 1 October 2023 which complies with the requirements of section 87a AktG and the recommendations of the German Corporate Governance Code.

The remuneration system for the members of the Management Board of the General Partner is set out following the agenda under Section III. It forms part of this convening notice to the Annual General Meeting and is also available on the Company's website at

<https://www.schott-pharma.com/investor-relations/events/annual-general-meeting/>.

Pursuant to section 124 (3) AktG, the resolution of the Annual General Meeting on the approval of the remuneration system pursuant to section 120a (1) AktG requires a proposal for a resolution by the Supervisory Board. As explained above, the Supervisory Board of SCHOTT Pharma Management AG and not the Supervisory Board of the Company is responsible for determining the remuneration system for the members of the Management Board of SCHOTT Pharma Management AG due to the legal form of the Company.

Against this background, the Supervisory Board of the Company, in consultation with the Supervisory Board of the General Partner, proposes to approve the remuneration system for the members of the Management Board of the General Partner set out under Section III.

8. Resolution on the confirmation of the remuneration and on the remuneration system for the members of the Supervisory Board

Section 113 (3) AktG stipulates that the Annual General Meeting of listed companies must pass a resolution on the remuneration of the members of the Supervisory Board at least every four years. This resolution by the Annual General Meeting must now be passed at the first Annual General Meeting following the Company's IPO. A resolution confirming the existing remuneration is also permissible.

The remuneration of the members of the Supervisory Board is governed by Article 13 of the Company's Articles of Association. Article 13 of the Company's Articles of Association reads as follows:

"Article 13 Remuneration of the Supervisory Board

- (1) *As fixed remuneration, each member of the Supervisory Board shall receive an annual amount of EUR 40,000.00 for each full fiscal year, payable after the end of the fiscal year.*
- (2) *The Chairperson of the Supervisory Board shall receive twice and the Deputy Chairperson one and a half times the fixed remuneration of a member of the Supervisory Board in accordance with Article 13 (1) of these Articles of Association.*
- (3) *As a member of the Audit Committee, a Supervisory Board member shall receive an additional fixed remuneration of EUR 10,000.00 for each full fiscal year, and as Chairperson of the Audit Committee a further additional EUR 10,000.00 for each full fiscal year. As a member of a committee other than the Audit Committee, a Supervisory Board member shall receive an additional fixed remuneration of EUR 5,000.00 for each full fiscal year. All committee remuneration is payable after the end of each fiscal year. Remuneration for committee activities for a fiscal year requires that the committee in question has met during this period to perform its duties.*

- (4) *Supervisory Board members who have only belonged to the Supervisory Board for part of the fiscal year shall receive the remuneration pro rata temporis (according to full months). The same applies if a member of the Supervisory Board exercises a function associated with additional remuneration for only part of the fiscal year. Pro rata temporis remuneration for committee activities requires that the committee in question has met to fulfill its duties during the corresponding period. If a fiscal year does not comprise a full year, the remuneration relating to a full fiscal year shall be paid pro rata temporis.*
- (5) *The members of the Supervisory Board shall be reimbursed for expenses incurred in the performance of their duties, including any sales tax incurred.*
- (6) *The members of the Supervisory Board shall be included in an insurance policy against pecuniary damage with deductible, maintained by and in the interest of the Company in an appropriate amount, insofar as such a policy exists. The premiums for this shall be paid by the Company."*

The above-mentioned provision of the Articles of Association is part of the restated version of the Articles of Association which was adopted by the Extraordinary General Meeting of the then unlisted Company on 20 June 2023 and became effective upon entry in the commercial register on 19 July 2023.

Following a thorough review, the General Partner and the Supervisory Board have concluded that the existing remuneration for the members of the Supervisory Board is in the interests of the Company and is commensurate with the duties of the members of the Supervisory Board and the situation of the Company. The remuneration provisions also take into account the recommendations and suggestions of the German Corporate Governance Code for the remuneration of the members of the Supervisory Board.

The remuneration system for the members of the Supervisory Board is set out following the agenda under Section IV. It forms part of this convening notice to the Annual General Meeting and is also available on the Company's website at

<https://www.schott-pharma.com/investor-relations/events/annual-general-meeting/>

The General Partner and the Supervisory Board therefore propose to confirm the existing remuneration provisions for the members of the Supervisory Board in Article 13 of the Company's Articles of Association and to approve the remuneration system for the members of the Supervisory Board set out under Section IV following the agenda.

9. Resolution on the amendment of Article 17 (4) of the Company's Articles of Association (record date)

Pursuant to Article 17 (1) of the Company's Articles of Association, shareholders who have registered in good time and provided evidence of their shareholding are entitled to attend the Annual General Meeting. Special evidence of shareholding is required for evidence of shareholding. Article 17 (4) sentence 3 of the Company's Articles of

Association stipulates, in line with the previous version of section 123 (4) sentence 2 AktG, that the evidence of shareholding must "*refer to the beginning of the 21st day before the Annual General Meeting ("Record Date")*".

However, the German Financing for the Future Act (*Gesetz zur Finanzierung von zukunftssichernden Investitionen* – BGBl. 2023 I No. 354) amended section 123 (4) sentence 2 AktG with effect from 15 December 2023 to the extent that evidence of shareholding for listed companies must now "*refer to the close of business on the 22nd day before the Annual General Meeting*". This amendment to section 123 (4) sentence 2 AktG makes it necessary to amend section 17 (4) sentence 3 of the Company's Articles of Association.

The General Partner and the Supervisory Board therefore propose to adopt the following resolution:

Article 17 (4) sentence 3 of the Company's Articles of Association shall be reworded as follows:

"The evidence of shareholding must relate to the close of business on the 22nd day before the Annual General Meeting ("Record Date") and must be received by the Company at the address specified for this purpose in the notice convening the Annual General Meeting at least six days prior to the Annual General Meeting."

Otherwise, Article 17 (4) of the Company's Articles of Association remains unchanged.

II. REMUNERATION REPORT FOR FISCAL YEAR 2022/2023

INTRODUCTION

With this Remuneration Report, SCHOTT Pharma AG & Co. KGaA, Mainz, Germany, ("SCHOTT Pharma KGaA"), discloses the remuneration granted and owed to the members of the Management Board of SCHOTT Pharma Management AG, also Mainz ("SCHOTT Pharma Management AG"), for the first time. SCHOTT Pharma Management AG is the General Partner of SCHOTT Pharma KGaA.

In addition, the Remuneration Report also provides details on the remuneration granted and owed to members of the Supervisory Boards of SCHOTT Pharma KGaA and SCHOTT Pharma Management AG.

The Remuneration Report outlines the fundamental principles of the remuneration system for members of the Management Board and the Supervisory Boards; it complies with the regulatory requirements of the AktG. Moreover, the Remuneration Report is also oriented upon the provisions of the German Corporate Governance Code ("GCGC").

The presentation of remuneration granted and owed in the Remuneration Report is in accordance with the provisions of section 162(1) of the AktG. Accordingly, the report

comprises all remuneration components actually paid to members of the Management Board and the Supervisory Boards in the reporting year (granted remuneration) and all remuneration components legally due but not yet paid (owed remuneration). This means that remuneration granted and owed is allocated to the correct period on an accrual basis, even though payout may occur at a later date.

For the past financial year 2022/2023, remuneration granted and owed was determined in accordance with the respective Management Board service contracts and the provisions of agreements underlying other remuneration elements. Although the Company was only listed for three calendar days during the reporting period (28 to 30 September 2023), the voluntary Remuneration Report outlines remuneration for the full financial year 2022/2023.

Against the background of the IPO at the end of September 2023, a new remuneration system for Management Board members has been in effect since 1 October 2023. This system applies (or will apply) to all existing Management Board service contracts, extensions, as well as to new service contracts being entered into.

REMUNERATION OF THE MANAGEMENT BOARD

REMUNERATION IN THE FINANCIAL YEAR 2022/2023

Both the CEO, Mr Andreas Reisse, and Dr Almuth Steinkühler, member of the Management Board (CFO), were appointed as members of the Management Board of SCHOTT Pharma Management AG throughout the reporting period.

Since SCHOTT Pharma KGaA was not a listed public limited company during most of the financial year 2022/2023, remuneration was in line with SCHOTT Group's remuneration policies and practices. The appropriateness of remuneration was assessed based on the tasks of the individual Management Board members as well as the economic situation of SCHOTT Pharma Group and SCHOTT Group, and the market environment. The appropriateness of remuneration was also assessed based on the performance shown, but also on the ratio of remuneration for the Management Board to remuneration for the Company's top management level and SCHOTT Pharma KGaA's employees in Germany.

The maximum remuneration of EUR 871,000 for Dr Almuth Steinkühler and EUR 1,393,600 for Andreas Reisse, which is stipulated in the respective Management Board service contract and assumes maximum payout of all remuneration elements, was not exceeded during the reporting period.

Remuneration for the financial year 2022/2023 includes non-performance-related components such as a fixed annual salary, fringe benefits and pension contributions as well as a performance-related short-term variable remuneration ("STI"). The remuneration package also includes elements granted or owed in connection with inflation or the IPO; these remuneration elements are referred to as "other remuneration" below. A variable remuneration element geared towards the Company's long-term development (the "LTI" programme) has been introduced with the new remuneration system, with effect from 1 October 2023, and therefore had not come into effect in the

financial year 2022/2023. In this respect, please refer to the outlook for the new remuneration system from the new financial year 2023/2024 onwards, which is included in this Remuneration Report.

The share of variable remuneration in the remuneration granted and owed during the reporting period stood at 20.5% for Andreas Reisse and 15.9% for Dr Almuth Steinkühler.

In accordance with the provisions of the respective Management Board service contract, both members of the Management Board are entitled to a severance payment in the event of early termination of their respective appointments. This severance payment is capped at two years' remuneration; where the remaining term of the contract is less than two years, the severance payment is reduced to the remuneration for the regular remaining term. For the period prior to the IPO, annual remuneration was calculated, for the purposes of calculating severance pay, as the sum of the fixed annual salary and the target amount of short-term variable remuneration, without non-cash benefits and other fringe benefits being taken into account. For the period following the IPO, annual remuneration is determined, for the purposes of calculating severance pay, as the total remuneration for the past financial year or, in the Supervisory Board's reasonable discretion, as the expected total remuneration for the current financial year – in each case excluding pension benefits, non-cash benefits and other fringe benefits. This provision was not applied in the reporting period.

FIXED REMUNERATION

FIXED ANNUAL SALARY

Each member of the Management Board received a fixed annual salary for their work, paid in twelve equal monthly instalments.

FRINGE BENEFITS

Each member of the Management Board received fringe benefits in line with common market practice, such as a company car (including for private use), accident, D&O and private liability insurance cover, payment of costs for a health check, as well as subsidies for health and long-term care insurance.

PENSION BENEFITS

During the reporting period, Andreas Reisse was entitled to two defined contribution plans, structured as a direct commitment. Both commitments determine a pension benefit for each financial year, which increases the previous entitlement; besides a pension payment, this also entails benefits to surviving dependants in the event of death or disability. After 30 September 2023, both pension commitments will be maintained as a statutory non-forfeitable entitlement.

Defined-benefit obligations (DBO) for these pension commitments, measured in accordance with IFRSs, totalled EUR 2,011,943 as of 30 September 2023 (previous

year: EUR 2,080,672); the service cost incurred in the reporting period was EUR 109,555.

Andreas Reisse has been entitled to a pension payment from 1 October 2023 onwards. Dr Almuth Steinkühler was already entitled to a pension payment in the reporting period, which is paid out in the form of a monthly cash payment for free disposal.

VARIABLE REMUNERATION

SHORT-TERM VARIABLE REMUNERATION (STI)

The members of the Management Board were included in SCHOTT Group's variable remuneration system in the financial year 2022/2023. This system defines targets for an assessment period covering one financial year. Four targets were defined for each of the two Management Board members, which are based on the development of SCHOTT Group and of SCHOTT Pharma Group in equal proportions.

Financial targets for profitable growth of SCHOTT Group were set by reference to the key financial indicators of "percentage revenue growth compared to the previous year" ("revenue growth") and "return on capital employed" ("ROCE"). Both targets determine variable remuneration with a weighting of 25% each. The target values as well as the threshold values and caps for revenue growth and ROCE were set for a multi-year period; they were derived directly from SCHOTT Group's medium-term expected business development.

Individual targets were determined with both Management Board members for SCHOTT Pharma Group. The key financial indicator EBITDA was determined to track the profitable growth of SCHOTT Pharma Group; this target determines 30% of Mr Reisse's, and 25% of Dr Steinkühler's variable remuneration.

The target structure for variable remuneration of the two Management Board members differs in terms of the second individual target. For Mr Reisse, the key financial indicator of SCHOTT Pharma Group net productivity was determined with a weighting of 20%. For Dr Steinkühler, a non-financial target (with a 25% weighting) was set which focuses on the establishment and expansion of all processes and structures required to ascertain a timely and successful execution of SCHOTT Pharma KGaA's IPO ("IPO readiness").

If achieved, the target value for each performance target leads to a target achievement level of 100%. If performance falls below the target value as well as below a defined threshold value, target achievement is 0% whilst excess performance beyond the respective target value (and beyond a defined cap) leads to target achievement of 200%. Except for the non-financial target of "IPO readiness", target achievement values between the threshold value and the cap are determined by way of linear interpolation. The threshold values and caps are equidistant to the respective target values.

The amount disbursed is determined by multiplying the aggregate target achievement values by the target amount. The maximum disbursement is capped at 150% of the target amount.

The key financial indicator of SCHOTT Group revenue growth is defined as the revenue increase for a given financial year, compared to the previous year. When determining this value, revenues for each financial year are adjusted for the effects of changes in the scope of consolidation. SCHOTT Group's revenues rose by 3.5% in the financial year 2022/2023. Adjusting for changes in the scope of consolidation in the financial year 2021/2022 (amounting to EUR 18.3m), revenue growth totalled 4.2%.

The key financial indicator of SCHOTT Group ROCE is defined as the ratio (expressed as a percentage) of operating income (EBIT) to average capital employed, which represents the capital tied up in operations to achieve the Company's objectives. It largely comprises current and non-current assets, less trade payables and advance payments received on orders. The average is determined as the arithmetic mean of the twelve monthly values during the financial year. When determining ROCE, operating income (EBIT) is adjusted for material effects from mergers & acquisitions activities or disposals of partial operations during the financial year under review. Based on an EBIT of EUR 412.9m and average capital employed of EUR 2,843.6m, SCHOTT Group's ROCE for the financial year 2022/2023 was 14.5%. Taking the adjustment of operating income (EBIT) by EUR 21.4m in performance-related expenses related to the IPO of the Pharma division into account, ROCE stood at 15.3%.

EBITDA (earnings before interest, taxes, depreciation and amortisation) of SCHOTT Pharma Group is defined as operating income (EBIT) before depreciation, amortisation, impairment losses and reversals of impairment losses on intangible assets and property, plant and equipment. SCHOTT Pharma Group's EBITDA for the financial year 2022/2023 totalled EUR 239.0m.

The key financial indicator of SCHOTT Pharma Group's net productivity is defined as the change in average selling prices relative to the change in average production costs in a given financial year. The change in average selling prices is defined as the change in average selling prices for a financial year compared to the previous year, multiplied by the volume of sales for the current financial year. The change in production costs is defined as the change in average production costs for a financial year compared to the previous year, multiplied by the volume of sales for the current financial year. Net productivity of SCHOTT Pharma Group for the financial year 2022/2023 totalled EUR 6.3m.

The performance criteria defined for Dr Almuth Steinkühler's non-financial target are the establishment of regular reporting, the establishment of an internal control system (ICS), and the establishment of a standalone IT environment. Full and timely achievement of performance criteria at the time of the planned IPO at the end of September 2023 amounted to 100% target achievement. In each case of failure to achieve all or some performance criteria on time, target achievement was 0%. In the event of early

achievement of all performance criteria for a potential earlier IPO in the summer of 2023, the target achievement was agreed at 200%. All criteria were met in full and on time for the IPO executed on 28 September 2023, and a target achievement of 100% determined.

Relative to the set targets, these actual values yielded the following target achievement levels:

STI (variable remuneration) 2022/2023									
Andreas Reisse Chairman of the Management Board (CEO)									
	Target	Unit	Weighting	Threshold value	Target value	Cap	Target achievement		
							In absolute terms	In relative terms	Weighted
Financial targets									
SCHOTT Group	Revenue growth	% year-on-year	25%	+2.0	+5.0	+8.0	+4.2	73.6%	18.4%
SCHOTT Group	ROCE	%	25%	11.0	13.0	15.0	15.3	200.0%	50.0%
Individual targets									
SCHOTT Pharma Group	EBITDA	EUR millions	30%	246.0	273.5	301.0	239.0	0.0%	0.0%
SCHOTT Pharma Group	Net productivity	EUR millions	20%	-6	4	14	6.3	123.0%	24.6%
Total in %			100%					93.0%	
Total in Euro			160,669					149,422	

STI (variable remuneration) 2022/2023									
Dr. Almuth Steinkühler Member of the Management Board (CFO)									
	Target	Unit	Weighting	Threshold value	Target value	Cap	Target achievement		
							In absolute terms	In relative terms	Weighted
Financial targets									
SCHOTT Group	Revenue growth	% year-on-year	25%	+2.0	+5.0	+8.0	+4.2	73.6%	18.4%
SCHOTT Group	ROCE	%	25%	11.0	13.0	15.0	15.3	200.0%	50.0%

Individual targets									
SCHOTT Pharma Group	EBITDA	EUR millions	25%	246.0	273.5	301.0	239.0	0.0%	0.0%
SCHOTT Pharma Group	IPO readiness	–	25%	Project completion after IPO	Project completion at the time of IPO	Early project completion	Project completion at the time of IPO	100.0%	25.0%
Total in %			100%						93.4%
Total in Euro			70.000						65,380

OTHER REMUNERATION

IPO INCENTIVE PROGRAMME

Agreements were entered into with both members of the Management Board that provide for bonus payments in the event of a successful IPO. The agreements comprise two elements: an IPO bonus, which incentivises a successful IPO execution, and a retention bonus which creates incentives to remain with the Company after the IPO. These agreements commenced on 1 March 2022 and will terminate at the end of the month that is twelve months after the first exchange trading day, i.e. on 30 September 2024.

Bonus payments are based on a defined plan amount of EUR 200,000 for Andreas Reisse and EUR 100,000 for Dr Almuth Steinkühler.

IPO bonus

Under the IPO bonus, the members of the Management Board may receive a bonus amounting to up to three plan amounts (i.e. a maximum of EUR 600,000 for Mr Reisse and EUR 300,000 for Dr Steinkühler). A bonus payment equivalent to the plan amount was agreed for execution of the IPO, irrespective of its success. Depending on the success of the IPO, the IPO bonus may increase by up to two further plan amounts.

The enterprise value of SCHOTT Pharma KGaA was chosen as the reference for determining the success of the IPO, with a multiplier used to determine the number of plan amounts resulting from enterprise value achieved. This multiplier defines the ratio of enterprise value to an agreed EBITDA figure of EUR 200m.

The target value for a successful IPO was set at an enterprise value of EUR 4bn, translating into a multiplier of 20x. In this case, the IPO bonus would increase by a further plan amount for IPO success, on top of the plan amount for IPO execution, bringing the bonus to a total of two plan amounts. A multiplier of 10x was set as the threshold value for IPO success, with a cap at a multiplier of 30x, with multiplier values of more than 10 and less than 30 being rounded commercially, to one decimal place.

The enterprise value at the time of the IPO was EUR 4.2bn, yielding a multiplier of 21 and 1.1 plan amounts, respectively. Together with the plan amount for IPO execution,

the total IPO bonus thus amounts to 2.1 plan amounts, equivalent to a bonus amount of EUR 420,000 for Andreas Reisse and EUR 210,000 for Dr Almuth Steinkühler.

The agreements provide for 50% of the IPO bonus to be paid out with the payroll date following the IPO, i.e. October 2023. The remaining 50% will be disbursed with the payroll twelve months after the IPO, i.e. September 2024. Disbursement is subject, however, to both individuals being duly appointed as members of the Management Board of SCHOTT Pharma Management AG on the last day of the respective payment months, and that their respective service contracts are still in force.

Taking these conditions into account, EUR 210,000 was paid to Mr Reisse and EUR 105,000 to Dr Steinkühler in October 2023. For the purposes of this Remuneration Report, these payments were considered as remuneration owed for the reporting period.

Retention bonus

As the second element of the agreement, the retention bonus is focused on retaining the Management Board members for the Company. It will be disbursed with the payroll twelve months after the IPO, i.e. September 2024. The retention bonus provides for one additional payment equivalent to the plan amounts set out above. Likewise, disbursement is subject to both individuals being duly appointed as members of the Management Board of SCHOTT Pharma Management AG on the last day of the respective payment month, and that their respective service contracts are still in force.

Provided that both members are duly appointed as members of the Management Board of SCHOTT Pharma Management AG on 30 September 2024 and that their respective service contracts are still in force, the remaining 50% of the IPO bonus will be paid together with the retention bonus, translating into a payment of EUR 410,000 for Mr Reisse and EUR 205,000 for Dr Steinkühler.

INFLATION ADJUSTMENT

Both members of the Management Board received a one-off inflation adjustment payment of EUR 1,500 each during the reporting period.

The following tables provide an overview of remuneration granted and owed to the members of the Management Board in the reporting year. It also shows the maximum remuneration pursuant to section 87a of the AktG.

Total remuneration				
Andreas Reisse Chairman of the Management Board (CEO) since 08/2022				
	2022/2023		2021/2022	
	EUR	%	EUR	%
Fixed remuneration				
Fixed annual salary	355,839	48.8	331,996	50.1
Fringe benefits	12,295	1.7	15,614	2.4

Pension benefits	0	0.0	0	0.0
TOTAL	368,134	50.5	347,610	52.5
Variable remuneration				
STI (variables remuneration)	149,422	20.5	270,321	40.8
Other remuneration			44,116	6.7
IPO Incentive Programme	210,000	28.8	0	0.0
Inflation adjustment	1,500	0.2	0	0.0
			Maximum remuneration	
Remuneration granted and owed	729,056	100.0	1,393,600	100.0
Pension expenses	109,555		131,212	
Total remuneration	838,611		793,259	

Dr. Almut Steinkühler Member of the Management Board (CFO) since 08/2022

	2022/2023		2021/2022 ¹	
	EUR	%	EUR	%
Fixed remuneration				
Fixed annual salary	207,400	50.5	125,500	62.5
Fringe benefits	22,415	5.5	14,609	7.3
Pension benefits	9,000	2.2	0	0.0
TOTAL	238,815	58.1	140,109	69.8
Variable remuneration				
STI (variables remuneration)	65,380	15.9	60,666	30.2
Other remuneration				
IPO Incentive Programme	105,000	25.6	0	0.0
Inflation adjustment	1,500	0.4	0	0.0
			Maximum remuneration	
Remuneration granted and owed	410,695	100.0	871,000	100.0
Pension expenses	0		0	
Total remuneration	410,695		200,775	

¹ Joined SCHOTT Group on 1 February 2022

SUPERVISORY BOARD REMUNERATION

The Annual General Meeting of SCHOTT Pharma KGaA on 4 April 2023 approved the remuneration of the Supervisory Board of SCHOTT Pharma Management AG (as General Partner of SCHOTT Pharma KGaA) as well as the remuneration of the Supervisory Board of SCHOTT Pharma KGaA.

Considering the responsibilities of members of both boards, due care was taken when determining the remuneration system to ensure that remuneration adequately reflects the demands placed upon Supervisory Board members, both in terms of requirements and the time spent, and that it is deemed appropriate relative to prevailing market terms.

In line with this objective, Supervisory Board members receive a fixed remuneration, plus an additional remuneration for membership of a Supervisory Board committee.

In addition, all Supervisory Board members are reimbursed for expenses incurred in connection with exercising their office, as well as any value added tax which may be payable on their fees.

Fixed remuneration amounts to EUR 40,000 per financial year for each member of the Supervisory Board; the Chair of the Supervisory Board receives twice this amount, the Deputy Chair one and a half times.

Each member of the Audit Committee of SCHOTT Pharma KGaA's Supervisory Board receives an additional committee remuneration of EUR 10,000 for each financial year. The Chair of the Audit Committee of SCHOTT Pharma KGaA's Supervisory Board receives a further EUR 10,000 per financial year.

All amounts apply to a full financial year; where a member has not served for the full financial year, the amounts are reduced pro rata temporis (in full months).

Payment of committee remuneration is subject to the respective committee having fulfilled its duties at a meeting during the respective reporting period.

As of 30 September 2023, the members of the Supervisory Board of SCHOTT Pharma Management AG are Dr Frank Heinrich (Chairman), Dr Jens Schulte (Deputy Chairman), Peter Goldschmidt and Dr Wolfgang Wienand. Dr Frank Heinrich and Dr Jens Schulte served as members throughout the entire reporting period; Peter Goldschmidt and Dr Wolfgang Wienand were members since April 2023.

During the reporting period and exclusively prior to the IPO, members also included Hermann Ditz (January to March 2023), Dr Heinz Kaiser (December 2022 to April 2023) and Dr Jörg Flatten (January to December 2022). All individuals mentioned above are, or were, employees of SCHOTT AG, Mainz, and did not receive any separate remuneration for their activities on the Supervisory Board of SCHOTT Pharma Management AG.

As of 30 September 2023, the members of the Supervisory Board of SCHOTT Pharma KGaA are Peter Goldschmidt (Chairman), Dr Wolfgang Wienand (Deputy Chairman), Ann-Kristin Erkens, Eva Kienle, Christine Wening (employee representative) and Mario Just (employee representative). All of these Supervisory Board members were appointed in April 2023. Peter Goldschmidt and Dr Wolfgang Wienand are also members of the Supervisory Board of SCHOTT Pharma Management AG.

During the reporting period and exclusively prior to the IPO, members also included Dr Jörg Flatten, Thomas Volker Schöning, Oliver Spika (each from November 2022 to April 2023), Kai Olbricht (February to April 2023) as well as Dr Heinz Kaiser, Salvatore Ruggiero and Dr Patrick Markschläger (each from March to November 2022). All individuals mentioned above are employees of SCHOTT AG, Mainz, and did not

receive any separate remuneration for their activities on the Supervisory Board of SCHOTT Pharma KGaA.

Overview of remuneration for Supervisory Board members in the financial year 2022/2023:

(in EUR)		Fixed remuneration	Remuneration for committee membership	Total remuneration
SCHOTT Pharma Management AG				
Dr. Frank Heinrich ¹	Chairman	-	-	-
Dr. Jens Schulte ¹	Deputy Chairman	-	-	-
Peter Goldschmidt		16,667	-	16,667
Dr. Wolfgang Wienand		16,667	-	16,667
SCHOTT Pharma AG & Co. KGaA				
Peter Goldschmidt	Chairman	33,333	-	33,333
Dr. Wolfgang Wienand	Deputy Chairman	25,000	-	25,000
Eva Kienle		16,667	3,333	20,000
Ann-Kristin Erkens		16,667	1,667	18,334
Christine Wening		16,667	1,667	18,334
Mario Just		16,667	-	16,667

¹ Dr Frank Heinrich and Dr Jens Schulte, members of the Management Board of SCHOTT AG, do not receive any remuneration for their membership of the Supervisory Board of SCHOTT Pharma Management AG

CHANGE IN REMUNERATION FOR THE MANAGEMENT BOARD, COMPARED TO REMUNERATION FOR EMPLOYEES AND THE SUPERVISORY BOARD

Pursuant to section 162(1) sentence 2 no. 2 AktG, the following table provides an overview of the annual change in the remuneration granted and owed to members of the Management Board and the Supervisory Boards, as well as the development of average remuneration paid to employees and the earnings development of the Company and SCHOTT Pharma Group.

Employee remuneration is based on SCHOTT Pharma KGaA's total workforce comprising all employees in Germany below the Management Board, including all tariff and non-tariff employees as well as senior executives ("*leitende Angestellte*") but excluding apprentices. For employees who did not work for SCHOTT Pharma KGaA in Germany throughout the financial year, remuneration is extrapolated to 12 months. Remuneration is determined based on full-time equivalents.

The limitation to only include staff employed in Germany is due to different salary levels worldwide; it also reflects the fact that the two members of the Management Board have their place of work in Germany and are resident there.

Besides the base salary, average remuneration of the total workforce includes fringe benefits, add-on payments, bonuses and variable remuneration which may fluctuate due to their very nature, depending on actual target achievement.

Earnings development is presented based on revenues and EBITDA of SCHOTT Pharma Group as well as profit for the period (in accordance with the HGB) of SCHOTT Pharma KGaA – key performance indicators for SCHOTT Pharma KGaA and SCHOTT Pharma Group. Furthermore, revenues and EBITDA form part of financial targets to determine variable remuneration for members of the Management Board and numerous employees within the overall workforce. These indicators therefore have a material impact upon the level of remuneration. Revenues of SCHOTT Pharma Group are shown below. In the financial year 2022/2023, revenues of SCHOTT Group were relevant for remuneration of the Management Board members.

Change in earnings performance compared to the change in remuneration for the Management Board, employees and the Supervisory Board				
	2022/2023		2021/2022	
		Change in %		Change in %
Earnings performance (in EUR millions)				
SCHOTT Pharma Group revenues	898.6	9.4	821.1	–
SCHOTT Pharma Group EBITDA	239.0	8.8	219.7	–
SCHOTT Pharma KGaA profit for the period (HGB)	43.5	71.3	25.4	–
Average employee remuneration (in EUR)				
Total workforce in Germany (excluding the Management Board)	68,194	7.3	63,556	–
Current member of the Management Board (in EUR)				
Andreas Reisse	729,056	10.1	662,047	–
Dr. Almuth Steinkühler ¹	410,695	104.6	200,775	–
Current Members of the Supervisory Board³ (in EUR)				
Dr. Frank Heinrich ²	–	–	–	–
Dr. Jens Schulte ²	–	–	–	–
Peter Goldschmidt	50,000	–	–	–
Dr. Wolfgang Wienand	41,667	–	–	–
Eva Kienle	20,000	–	–	–
Ann-Kristin Erkens	18,334	–	–	–
Christine Wening	18,334	–	–	–
Mario Just	16,667	–	–	–

¹Joined SCHOTT Group on 1 February 2022.

²Dr Frank Heinrich and Dr Jens Schulte, members of the Management Board of SCHOTT AG, do not receive any remuneration for their membership of the Supervisory Board of SCHOTT Pharma Management AG.

³The former members of the Supervisory Board named in the remuneration report are or were employees of SCHOTT AG and did not receive separate remuneration for their work on the Supervisory Board. Accordingly, these persons are not shown in the overview.

OUTLOOK: NEW REMUNERATION SYSTEM FROM THE FINANCIAL YEAR 2023/2024

The new remuneration system for the Management Board was adopted by the Supervisory Board of SCHOTT Pharma Management AG and duly acknowledged by the Supervisory Board of SCHOTT Pharma KGaA on 27 July 2023. It will be submitted to limited liability shareholders for approval at the Annual General Meeting on 18 March 2024.

The new remuneration system for the Management Board of SCHOTT Pharma Management AG is based on the following principles:

Implement the corporate strategy	The remuneration of Management Board members creates incentives for the implementation of SCHOTT Pharma Group's worldwide corporate strategy.
Generate profitable growth	The Management Board members' variable remuneration depends upon SCHOTT Pharma Group's growth and profitability to a significant extent.
Create long-term value	Key factors for Management Board remuneration are value creation and sustainability, especially over the long term.
Remuneration linked to performance	Remuneration is directly linked to Management Board members' performance. A high share of variable components means that remuneration is geared towards the Company's success.
Foster sustainable action	Remuneration of Management Board members underscores SCHOTT Pharma Group's commitment to environmental, social and governance (ESG) aspects.
Safeguard regulatory compliance	The remuneration of Management Board members is designed to comply with legal provisions for listed companies as well with the recommendations of the GCGC as amended.

The new remuneration system comprises both external (horizontal) and internal (vertical) comparisons to assess whether remuneration is appropriate.

The new remuneration system for the Management Board will comprise both fixed and variable remuneration components. Besides the STI component, which will exclusively relate to the performance of SCHOTT Pharma Group in the future, a remuneration component providing long-term incentives will be introduced (LTI component).

Furthermore, the remuneration system includes provisions for reducing or reclaiming variable remuneration (malus and clawback regulations) as well as rules governing permitted maximum remuneration and transactions relevant to remuneration.

Total remuneration for members of the Management Board has comprised the following components since 1 October 2023.

Structure of total Management Board remuneration				
Maximum remuneration pursuant to section 87a AktG				
Malus and clawback rules				
Variable remuneration	30%	LTI	Term: 4 years	Focus: <ul style="list-style-type: none"> • Create long-term value • Foster sustainable action
	20%	STI	Term: 1 year	Focus: <ul style="list-style-type: none"> • Generate profitable growth
Fixed remuneration	50%	<ul style="list-style-type: none"> • Fixed annual salary • Fringe benefits • Pension benefits 		

For periods starting after 1 October 2023, the STI plan for Management Board members will relate exclusively to the performance of SCHOTT Pharma Group. For this purpose, the Supervisory Board of SCHOTT Pharma Management AG sets ambitious target values, threshold values and caps. Oriented on the expected medium-term business development of SCHOTT Pharma Group, these indicators foster the Company's long-term business performance.

Overview of the STI plan		
Category	Performance criterion	Weighting
Growth	Revenue growth	40 %
	ROCE	30 %
	EBITDA	30 %
Disbursement	<ul style="list-style-type: none"> ✓ Target achievement capped at 200% for individual targets ✓ Disbursement capped at 150% of target amount 	
Malus/clawback	<ul style="list-style-type: none"> ✓ Malus and clawback rules have been defined. 	

The LTI plan for members of the Management Board has been newly introduced in the format of a performance share plan for periods starting after 1 October 2023. For this purpose, the Supervisory Board of SCHOTT Pharma Management AG sets ambitious target values each year, together with corresponding threshold values and caps, to foster the Company's long-term business performance with a focus on value creation, sustainability and the strategic orientation of SCHOTT Pharma Group.

Deviating from the manner set out below, the starting share price for the first tranche is determined by reference to the arithmetic mean for the first 90 exchange trading days, starting with the listing date of 28 September 2023.

Auditor's responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts in the remuneration report and the related disclosures. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the remuneration report and the related disclosures, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report and the related disclosures in order to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as evaluating the overall presentation of the remuneration report and the related disclosures.

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

Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the fiscal year from October 1, 2022 to September 30, 2023 and the related disclosures comply, in all material respects, with the financial reporting provisions of Sec. 162 AktG.

Other matter – formal audit of the remuneration report

The audit of the content of the remuneration report described in this auditor's report comprises the formal audit of the remuneration report required by Sec. 162 (3) AktG and the issue of a report on this audit. As we are issuing an unqualified opinion on the audit of the content of the remuneration report, this also includes the opinion that the disclosures pursuant to Sec. 162 (1) and (2) AktG are made in the remuneration report in all material respects.

Limitation of liability

The "General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms]" as issued by the IDW on January 1, 2017, which are attached to this report, are

applicable to this engagement and also govern our responsibility and liability to third parties in the context of this engagement.

Eschborn/Frankfurt am Main, December 18, 2023

Ernst & Young GmbH

Wirtschaftsprüfungsgesellschaft

Baur

Behr

Wirtschaftsprüfer

Wirtschaftsprüferin

[German Public Auditor]

[German Public Auditor]

III. REMUNERATION SYSTEM FOR THE MEMBERS OF THE MANAGEMENT BOARD OF THE GENERAL PARTNER

This remuneration system describes the principles for determining the remuneration of the members of the Management Board of SCHOTT Pharma Management AG ("SCHOTT Pharma Management"). SCHOTT Pharma Management is the General Partner of SCHOTT Pharma AG & Co KGaA ("SCHOTT Pharma" or "Company"). The provisions of sections 87a and 120a AktG regarding the establishment and approval of a Management Board remuneration system are in any case not directly applicable to SCHOTT Pharma due to its legal form as a partnership limited by shares. SCHOTT Pharma Management as the General Partner is responsible for the management of the Company which is managed by the members of its Management Board ("members of the Management Board"). However, since SCHOTT Pharma Management is not listed on the stock exchange, sections 87a and 120a AktG are neither directly applicable to it nor the members of the Management Board.

As a result of the corporate structure, the members of the Management Board indirectly manage the business of SCHOTT Pharma. For reasons of good corporate governance and transparency, this remuneration system for the members of the Management Board is voluntarily based on sections 87a and 120a AktG and is therefore to be submitted for approval to the Annual General Meeting of SCHOTT Pharma planned for 18 March 2024. Furthermore, the recommendations of the German Corporate Governance Code, as amended ("GCGC"), are also voluntarily taken into account in this remuneration system. Any deviations will be disclosed in the annual declaration of compliance.

1. Principles of the remuneration system

SCHOTT Pharma is a global market leader in the development and production of advanced drug containment solutions and drug delivery systems. SCHOTT Pharma is particularly well positioned in the rapidly growing market for injectable drugs and has built a loyal relationship with customers around the world through its global presence.

Based on this, the remuneration system for the Management Board is intended to contribute to the continuation of the existing profitable growth within the framework of the defined corporate strategy and, in particular, to increase the value of the Company in the long term.

For this reason, the Supervisory Board was guided by the following principles when determining the remuneration system:

Implement the corporate strategy	The remuneration of the members of the Management Board creates incentives for the implementation of the worldwide corporate strategy.
Generate profitable growth	The variable remuneration of the members of the Management Board depends to a significant extent upon the growth and profitability of the Company, which is thereby strongly incentivised.
Create long-term value	The remuneration is designed in particular for long-term value creation and sustainability.
Remuneration linked to performance	The remuneration is directly linked to the performance of the members of the Management Board ("pay for performance") and is geared towards the Company's success, particularly due to the high share of variable remuneration.
Foster sustainable action	The remuneration underscores the Company's commitment to take environmental, social and governance ("ESG") aspects into account.
Safeguard regulatory compliance	The remuneration is designed in such a way that it both voluntarily complies with the statutory requirements for listed companies and takes the recommendations of the GCGC, as amended, into account.

2. Procedure for establishing, implementing and reviewing the remuneration system, first-time application

The Supervisory Board of SCHOTT Pharma is responsible for presenting the remuneration system to the General Meeting. However, due to its legal form, the Supervisory Board of SCHOTT Pharma Management ("Supervisory Board") is responsible for appointing and dismissing the members of the Management Board and for determining the remuneration of the Management Board. In the interests of good corporate governance, the Supervisory Board therefore determines a remuneration system for the members of the Management Board in line with the regulations for passing resolutions on the remuneration system for the Management Board of a listed stock corporation.

In the course of developing the remuneration system, the Supervisory Board may consult external advisors, whereby attention is paid to their independence from the members of the Management Board as well as from SCHOTT Pharma and SCHOTT Pharma Management. In addition, the general rules of the German Stock Corporation Act and the GCGC in the version dated 28 April 2022 ("GCGC 2022") on the treatment of conflicts of interest were or are observed when establishing and implementing the remuneration system and during its ongoing review.

This remuneration system will be submitted to the General Meeting of SCHOTT Pharma for approval in accordance with section 120a (1) AktG. If the submitted remuneration system is not approved, a revised remuneration system will be presented at the next Annual General Meeting of SCHOTT Pharma in accordance with section 120a (3) AktG.

Since 1 October 2023, this remuneration system has been applied to all current and newly concluded service contracts of members of the Management Board as well as those to be extended. Remuneration entitlements for periods prior to 1 October 2023, in particular those promised with regard to an IPO of SCHOTT Pharma, continue to be based on the respective underlying contractual provisions.

3. Determination of the specific target total remuneration by the Supervisory Board, appropriateness of Management Board remuneration

This remuneration system forms the framework for the remuneration granted to the members of the Management Board by SCHOTT Pharma Management for their work on the Management Board, taking into account their management responsibility for SCHOTT Pharma.

In accordance with the requirements of the German Stock Corporation Act and the GCGC, the Supervisory Board ensures that the remuneration of the members of the Management Board is commensurate with the tasks and performance of the member of the Management Board and the situation of the Company, is geared towards the long-term and sustainable development of SCHOTT Pharma and does not exceed the customary remuneration without special reasons. For this purpose, both external (horizontal comparison) and internal comparative analyses (vertical comparison) are carried out.

3.1 Horizontal comparison

In the horizontal – external – comparison, a suitable group of companies with regard to the market position of SCHOTT Pharma (in particular sector, size, country) is used to assess the appropriateness and customary level and structure of the remuneration. These are companies from the SDAX and MDAX that are comparable in terms of market capitalisation, number of employees and revenue.

3.2 Vertical comparison

In addition to the horizontal – external – comparison, a vertical – internal – comparison of the remuneration of the members of the Management Board is carried out. This

takes the relation between the remuneration of the members of the Management Board and the remuneration of senior management into account, all of whom report directly to the members of the Management Board of SCHOTT Pharma ("Global Management Teams") (first management level below the Management Board), as well as the employees of SCHOTT Pharma working in Germany, both overall and over time. Apart from that, the employment conditions of the employees working in Germany were not taken into account due to a lack of comparability.

4. Components, structure and limitation of the remuneration of the Management Board

4.1 Components of Management Board remuneration

The remuneration system provides for fixed and variable remuneration components, the sum of which forms the total remuneration of a member of the Management Board.

The fixed remuneration components are paid regardless of the Company's performance and consist of fixed remuneration ("fixed annual salary"), non-cash and other fringe benefits and an annual pension payment.

The variable remuneration components are linked to the achievement of predefined performance targets and consist of short-term variable remuneration in the form of variable remuneration related to the fiscal year ("Short Term Incentive" or "STI") and a remuneration component with a long-term incentive effect in the form of virtual shares ("performance shares") linked to the SCHOTT Pharma share price ("Long Term Incentive" or "LTI").

Furthermore, regulations on the reduction and clawback of variable remuneration as well as specifications for the maximum permissible remuneration and for legal transactions relevant to remuneration are provided for.

Structure of total Management Board remuneration				
Maximum remuneration pursuant to section 87a AktG				
Malus and clawback rules				
Performance-related remuneration	30%	LTI	Term: 4 years	Create long-term value Foster sustainable action
	20%	STI	Term: 1 year	Generate profitable growth
Non-performance-related remuneration	50%	Fringe benefits Pension payment Fixed remuneration		

4.2 Relative share of the remuneration components in the target total remuneration

The fixed annual salary, together with the STI and the LTI, each with a target achievement level of 100%, plus the value of the fringe benefits and the annual pension payment, make up the target total remuneration of a member of the Management Board.

The fixed and variable remuneration components are equally weighted in the target total remuneration of the members of the Management Board. Among the variable remuneration components, the share of long-term variable remuneration predominates in the target remuneration structure (i.e. with 100% target achievement). This accounts for 60% of the variable remuneration components, while the share of short-term variable remuneration in the variable remuneration components is 40%.

The relative shares of the fixed and variable remuneration components in relation to the target total remuneration may differ for the individual member of the Management Board due to individual circumstances (e.g. departmental responsibility, individual fringe benefits).

Fringe benefits account for approximately 2% to 5% of the annual target total remuneration. Due to the fluctuating valuation and utilisation of fringe benefits, there may be slight shifts of a few percentage points in the aforementioned relative shares.

The target remuneration structure ensures alignment with the long-term and sustainable development of SCHOTT Pharma. A high weighting of the LTI ensures that the variable remuneration resulting from the achievement of long-term targets exceeds

the proportion of short-term targets. At the same time, the annual operating targets are incentivised by the STI.

4.3 Maximum remuneration

The amount of the variable remuneration components is capped in each case. Disbursement of the STI is limited to 150% of the corresponding target remuneration. For the LTI, the disbursement cannot exceed 180% of the target amount.

In addition, the Supervisory Board has set an upper limit for the total amount of all remuneration elements that a member of the Management Board can receive in return for their Management Board activities for one year, i.e. currently consisting of fixed remuneration, fringe benefits and short-term and long-term variable remuneration components ("maximum remuneration"). Payments of the long-term variable remuneration component are allocated to the year in which the underlying performance shares are granted. Fringe benefits are recognised at their taxable monetary value. The maximum remuneration further restricts the maximum achievable total remuneration (sum of the individual components with maximum target achievement). It amounts to EUR 2,000,000 gross p.a. for the Chairperson of the Management Board and EUR 1,500,000 gross p.a. for ordinary members of the Management Board.

Any severance payments in the event of premature termination of Management Board membership and other special benefits not granted by SCHOTT Pharma Management in return for the services of the member of the Management Board are not included in the maximum remuneration and are not limited by it. The same applies to payments in fulfilment of any remuneration claims for periods prior to 1 October 2023, in particular those promised with regard to an IPO of SCHOTT Pharma.¹

5. The components of the remuneration system in detail

5.1 Fixed remuneration

5.1.1 Fixed annual salary

Each member of the Management Board receives a fixed annual salary for their work on the Management Board, which is paid in twelve equal monthly instalments. The amount of the fixed annual salary granted reflects the role on the Management Board, the experience and area of responsibility of the member of the Management Board as well as the market conditions.

5.1.2 Fringe benefits

Each member of the Management Board also receives benefits in kind and fringe benefits. These include the granting of customary fringe benefits. These currently include the private use of a company car and the assumption of costs for private liability and accident insurance. The private use of the company car is taxed as a non-cash

¹ Specifically, this includes the "NIP commitment", consisting of an "IPO bonus" and a "retention bonus".

benefit; the tax is borne by the member of the Management Board. The costs associated with the use of the company car are borne by SCHOTT Pharma Management.

SCHOTT Pharma Management also pays 50% of the contributions to private health insurance, but no more than the maximum employer's contribution to statutory health and long-term care insurance. In addition, the costs of a preventive medical check-up can be covered by SCHOTT Pharma Management.

Business and travelling expenses are reimbursed in accordance with the reimbursement guidelines applicable to the Management Board.

In general, all members of the Management Board are entitled to the same fringe benefits; however, they may vary in individual cases depending on the personal situation and utilisation, particularly in terms of amount. The Supervisory Board may grant other or additional customary fringe benefits. In particular, expenses for extraordinary fringe benefits (e.g. security measures) may also be reimbursed on a temporary basis if required and special payments may be made on taking up office (e.g. special payments to compensate for the loss of variable remuneration entitlements from a previous service relationship due to the change to the Company or to cover relocation costs).

5.1.3 D&O insurance

In addition, there is a standard D&O insurance policy in favour of the members of the Management Board along with criminal law protection. In accordance with section 93 (2) sentence 2 AktG, the deductible for members of the Management Board under the D&O liability insurance is 10% of the loss or one and a half times the fixed annual remuneration.

5.1.4 Pension payment

In addition to their fixed annual salary, members of the Management Board receive an annual amount for the purpose of a private pension ("pension payment"), which is paid out in twelve equal monthly instalments. The pension payment does not constitute a company pension within the meaning of the German Company Pensions Act (*Betriebsrentengesetz*) and is therefore not recognised as such in the balance sheet.

5.2 Variable remuneration

The variable remuneration components for Management Board activities are designed to take into account both operational annual targets and the long-term, sustainable development of the Company. The remuneration system comprises a short-term variable remuneration component (STI) and a long-term variable remuneration component, the LTI. These two components assess the performance of the members of the Management Board and the Company over different periods (performance periods). Financial and non-financial performance criteria are also taken into account.

When selecting the performance criteria, the focus is on the implementation of the corporate strategy. In particular, the criteria support the Company's growth strategy and at the same time promote an increase in profitability and competitiveness.

STI plan	Category	Performance criterion	Weighting
	Growth	Revenue growth	40%
	Profitability	ROCE	30%
EBITDA		30%	
Disbursement	<ul style="list-style-type: none"> ✓ Target achievement capped at 200% ✓ Disbursement capped at 150% of target amount 		
Malus/ clawbacks	<ul style="list-style-type: none"> ✓ Malus and clawback rules have been defined. 		

5.2.1 STI

a) Basic features and performance criteria

The members of the Management Board are entitled to short-term variable remuneration in the form of a short-term incentive. The amount of the STI depends on the achievement of certain financial performance criteria.

The STI is determined on the basis of the following performance criteria:

- Earnings before interest, taxes, depreciation and amortisation ("EBITDA")
- Growth of revenue of SCHOTT Pharma ("Revenue growth")
- Return on Capital Employed of SCHOTT Pharma ("ROCE")

The performance criteria are additively linked and are weighted differently. The influence of the revenue growth target on the STI is the most significant of the performance criteria, with a weighting of 40%. The STI depends on the achievement of the EBITDA and ROCE targets, each with a weighting of 30%.

b) Functionality, target achievement and payment

The STI granted by SCHOTT Pharma Management is organised in the form of a target bonus system. An individual target amount, which corresponds to the STI in the event of 100% target achievement ("annual target amount"), is specified in the service contracts of each member of the Management Board. Depending on the achievement of financial performance criteria, an individual payment is made at the end of the fiscal year (maximum 150% of the annual target amount).

The financial performance criteria of EBITDA, revenue growth and ROCE are based on an ambitious target achievement system. For all performance criteria, the Supervisory Board sets an annual target value as well as a threshold and cap based on the annual planning. If the specified target value of the respective financial performance criterion is achieved, the target achievement is 100%. If the value achieved for a financial performance criterion is equal to or lower than the threshold value, the target achievement is 0%. If the value achieved for a financial performance criterion equals or exceeds the cap, the target achievement in this respect is 200%. If the value achieved is between the threshold and the target value or between the target and the cap, the target achievement is determined by linear interpolation in each case.

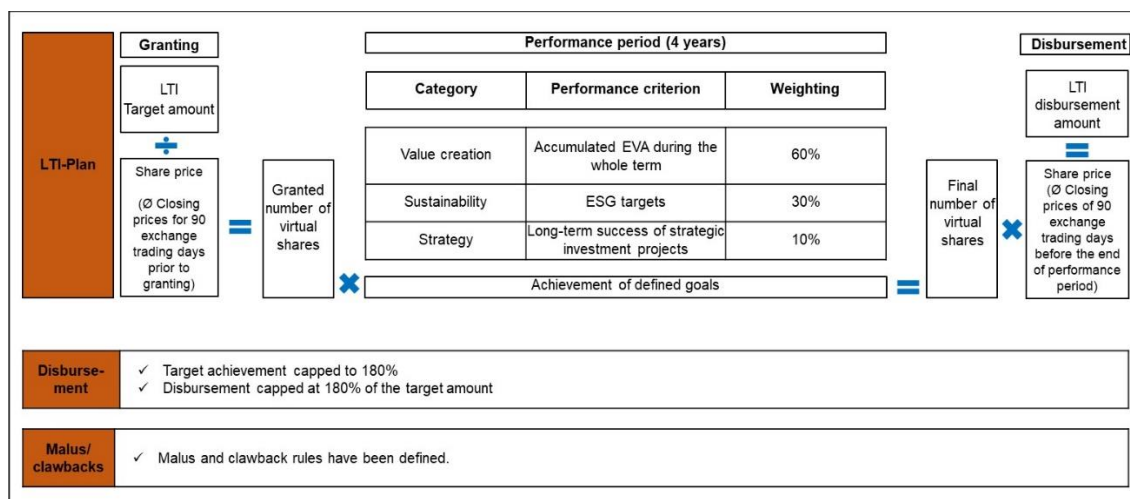
For the purpose of determining the target achievement, the Supervisory Board may decide to adjust for any special effects (such as those following an acquisition or sale of a company or parts of a company or investments in companies, as well as a merger with another company).

The target achievement for each performance criterion is weighted as shown and the individual degrees of target achievement weighted in this way add up to the overall degree of target achievement for a fiscal year. The amount of the STI is calculated on the basis of the annual target amount specified in the service contract using the overall degree of target achievement, whereby the amount paid out is limited to 150% of the annual target amount ("STI cap").

The target achievement system reflects the strict pay-for-performance concept of the Management Board remuneration system. The target values of all financial performance criteria as well as the threshold values and caps are based on the multi-year expectation of SCHOTT Pharma's business development. The actual values achieved and the resulting target achievement for the respective fiscal year are published ex-post in the remuneration report.

Payment is made in the month following the adoption of the consolidated financial statements, but no later than 12 months after the end of the relevant fiscal year.

5.2.2 LTI



a) Basic features and performance criteria

In addition to the STI, the members of the Management Board are granted an annual remuneration component with a long-term incentive effect in the form of virtual shares linked to the SCHOTT Pharma share price ("performance shares"). The share-based model ensures that the performance shares of the members of the Management Board are dependent on the development of the share price over the performance period of four years.

An individual annual target amount is defined in the service contract of the members of the Management Board, on the basis of which each member of the Management Board is allocated a certain number of performance shares per fiscal year depending on the Company's share price at the beginning of a performance period. The number of performance shares may increase or decrease depending on whether the performance criteria set in advance by the Supervisory Board are met at the end of the performance period. At the end of the four-year performance period, the final number of performance shares is determined and these in turn are converted into a disbursement amount depending on the Company's share price at the end of the performance period.

The final number of performance shares depends on a financial company target that measures the increase in the value of the Company, non-financial sustainability targets (so-called environmental, social, governance targets / ESG targets) and strategic targets.

The accumulated *economic value added* ("EVA") is used as the value enhancement target in order to emphasise the importance of increasing the value of the Company. The definition of an accumulated target value over the entire performance period ensures that this target has a sustainable effect.

The Supervisory Board sets the ESG targets with regard to areas of sustainability that are important to the Company, in particular targets in the areas of environmental (generally with regard to ratings achieved in external ratings, such as Ecovadis, and the reduction of greenhouse gas emissions) and social (increasing diversity and internationality). The ESG targets from the catalogue of the aforementioned areas can vary from performance period to performance period. Particular attention is paid to the transparency and measurability of the targets.

The relevant strategic objectives are clearly measurable and are derived by the Supervisory Board directly from the corporate strategy and are aimed in particular at the future success of significant investment projects, such as the construction of new plants or the launch of new innovative products.

b) Target achievement and weightings

At the beginning of each performance period, the Supervisory Board sets a target value for each of the performance criteria, at the fulfilment of which the target achievement is 100%. The Supervisory Board also sets a threshold value for each of the performance criteria as the lower end of the target corridor, at which the target achievement is 0% ("threshold value"), as well as a cap, which if reached or exceeded, results in 180% target achievement ("cap").

The target achievement is determined over the duration of the performance period. If the value achieved for a performance criterion reaches or falls below the threshold value at the end of a performance period, the degree of target achievement for this performance criterion corresponds to 0%. If the value achieved for a performance criterion exceeds the threshold value at the end of a performance period but does not reach the target value, the degree of target achievement for the relevant performance criterion is determined by linear interpolation between the respective threshold value and the target value. If the value achieved for a performance criterion exceeds the target value at the end of a performance period, the degree of target achievement for the relevant performance criterion is determined by linear interpolation between the target value and the cap. If the value achieved for a performance criterion reaches or exceeds the cap at the end of a performance period, the degree of target achievement is 180%.

The performance criteria are additively linked, with EVA being weighted at 60%, the ESG targets at a total of 30% and the strategic targets at a total of 10%. The sum of the weighted individual target achievement levels of the performance criteria results in an overall target achievement level. The Supervisory Board determines the specific performance criteria and the weighting within the ESG targets and the strategic targets before the start of a performance period depending on the current strategic direction of the Company and a corresponding prioritisation.

c) Functionality and disbursement

The number of performance shares at the start of a performance period corresponds to the individual target amount divided by the (arithmetically calculated) average

closing price of the Company's share over the last 90 exchange trading days prior to the start of the performance period, commercially rounded to the nearest whole share. In deviation from this, the starting share price for the first performance period is determined on the basis of the (arithmetically calculated) average closing price of the Company's share over the first 90 exchange trading days from the IPO. At the end of the respective performance period, the initial number of performance shares is multiplied by the total target achievement level and commercially rounded to the nearest whole number. This multiplication results in the final number of performance shares for the respective performance period. The disbursement amount is obtained by multiplying this final figure by the (arithmetically calculated) average closing price of the Company's share over the last 90 exchange trading days of the performance period. The disbursement amount in relation to a performance period may not exceed 180% of the respective target amount ("LTI cap").

The payment for the respective performance period is due in the month following the adoption of the consolidated annual financial statements for the last year of the respective performance period, but no later than on 30 September of the fiscal year following the end of the performance period. The payment for the first performance period is not due until three months after the fourth anniversary of the start of the performance period.

d) Capital measures and change of control provisions

If capital measures lead to a reduction or increase in the value of SCHOTT Pharma shares (e.g. share split), the number of performance shares will be adjusted in such a way as is necessary at the reasonable discretion of the Supervisory Board in order to offset the effects of the capital measure on the value of SCHOTT Pharma shares as far as possible.

In the event of a change of control, the LTI can be adjusted at the discretion of the Supervisory Board or replaced by a new form of long-term variable remuneration that is comparable in value and economic terms.

5.2.3 Adjustments in the event of extraordinary developments

In accordance with the recommendation of the GCGC 2022, the Supervisory Board has the option of taking into account extraordinary developments to an appropriate extent. The Supervisory Board can take into account extraordinary developments during a performance period in relation to all variable remuneration components at its reasonable discretion, which can lead to an increase or decrease in the respective variable remuneration. However, even in the event of an adjustment, any amounts paid out in relation to both the STI and the LTI are limited by the corresponding caps. Extraordinary developments may include, for example, a severe economic or financial crisis, natural disasters, terrorist attacks, high inflation or significant changes in accounting and valuation methods or significant fluctuations in exchange rates or interest rates, but also an acquisition or sale of a company or parts of a company or interests in companies requiring approval, a merger with another company and significant changes to the shareholder structure, insofar as these or their specific effects were

not foreseeable and they resulted in the corresponding targets being met, exceeded or missed without any involvement of the member of the Management Board. General deteriorations in the economic environment do not constitute extraordinary developments as defined above.

If the Supervisory Board should make use of the possibility of adjustment in the event of extraordinary developments, the reasons and the manner of any adjustment will be explained and disclosed. Furthermore, the possibility of a reduction in accordance with section 87 (2) AktG remains unaffected.

5.3 Malus and clawback rules

The service contracts of members of the Management Board contain malus and clawback provisions which, in certain cases, allow the Supervisory Board to reduce or reclaim variable remuneration components at its reasonable discretion. This possibility exists if a member of the Management Board demonstrably breaches their duties in such a way that a legally effective extraordinary termination is possible or demonstrably breaches their essential duties of care in accordance with section 93 AktG either intentionally or through gross negligence.

If variable remuneration components are determined or paid out on the basis of incorrect data, e.g. incorrect consolidated financial statements, the Supervisory Board can correct the determination or reclaim remuneration components that have already been paid out.

A reduction or clawback is possible in the aforementioned cases up to two years after payment of the variable remuneration component. The reduction or clawback is generally made for the year in which the breach of duty was committed.

The malus and clawback provisions do not affect any liability for damages on the part of the member of the Management Board towards SCHOTT Pharma Management.

6. Term and termination of Management Board activity, other contractual provisions

6.1 Contract term and duration of appointment

The service contracts are concluded for the duration of the appointment period. This is generally three years for an initial appointment and three to five years for each subsequent appointment. In accordance with the German Stock Corporation Act, the service contracts do not provide for ordinary termination; the right of both parties to terminate the service contract without notice for good cause remains unaffected.

During the period in which the appointment of a member of the Management Board has been revoked with an assurance of reappointment in accordance with section 84 (3) AktG, the service contract is suspended and no remuneration is owed for this period.

The service contract ends automatically if the member of the Management Board becomes permanently unable to work. It also ends if the appointment is revoked by the Supervisory Board in accordance with section 84 (4) AktG upon expiry of the statutory notice period in accordance with section 622 (2) of the German Civil Code ("BGB") (so-called linking clause).

6.2 Termination

6.2.1 Severance payments

In the event of premature termination of the Management Board activity, severance payments may be granted as compensation for the remuneration entitlements lost as a result of the premature termination. In the event that the appointment is revoked and the service contract is terminated prematurely as a result, the service contracts provide for an entitlement to a severance payment for members of the Management Board. In accordance with the recommendations of GCGC 2022, the severance payment is limited to twice the annual remuneration excluding pension payments, benefits in kind and other fringe benefits ("severance payment cap") and in no case exceeds the remuneration for the remaining term of the service contract. In the event of legally effective termination of the service contract by SCHOTT Pharma Management for good cause, no severance payment will be made.

6.2.2 STI

If the service contract of a member of the Management Board or his office as a member of the Management Board of SCHOTT Pharma Management ends during the year (in relation to the fiscal year), an STI is granted pro rata temporis for each month of the service contract or office on the Management Board in the fiscal year of termination on the basis of a correspondingly reduced annual target amount.

6.2.3 LTI

If a service contract or a Management Board office ends during the year, the initial number of performance shares granted for the fiscal year in which the service contract or Management Board position ends is reduced pro rata temporis by 1/12 for each month that the service contract or Management Board office ends before the end of the fiscal year in question. The remaining instalments are not reduced.

If the service contract is terminated by SCHOTT Pharma Management before the end of the performance period for good cause in accordance with section 626 (1) BGB or if the member of the Management Board resigns from office without SCHOTT Pharma Management having given good cause, any rights and entitlements of the member of the Management Board under the LTI expire without compensation. This does not apply to the Management Board member's entitlements from performance shares that are no longer in the performance period at the time the service contract or Management Board office ends.

6.3 Incapacity to work, remuneration in the event of death

In the event of temporary incapacity to work due to illness, accident or another reason for which the member of the Management Board is not responsible, SCHOTT Pharma Management will continue to pay the fixed remuneration as well as the short-term and long-term variable remuneration for a period of six months, but no longer than until the end of the service relationship.

If the member of the Management Board dies, life partners may be entitled to continued payment of the fixed remuneration for the three calendar months following the month of death, but no longer than until the end of the service relationship. In the case of the STI, the annual target amount is reduced pro rata temporis; in the case of the LTI, the initial number of performance shares is reduced pro rata temporis by 1/12 for each month that the service relationship or Management Board office ends before the end of the fiscal year in question.

6.4 Non-competition clause

During their activity as members of the Management Board, the members of the Management Board are subject to a comprehensive non-competition clause.

Post-contractual non-competition clauses can also be agreed with members of the Management Board. These are limited to a maximum duration of two years. If a post-contractual non-competition clause is agreed in the service contract, appropriate compensation is granted based on the provisions of section 74 (2) HGB.

6.5 Secondary employment of the members of the Management Board

In general, the fixed remuneration covers all activities within the SCHOTT Group. This includes, in particular, Supervisory Board mandates and similar offices held by the member of the Management Board in companies in which SCHOTT Pharma Management holds a direct or indirect interest. When accepting Supervisory Board mandates from outside the Group, the Supervisory Board decides on a case-by-case basis whether and to what extent the remuneration is to be taken into account.

7. Temporary deviations

As provided for in section 87a (2) sentence 2 AktG, the Supervisory Board has the option of temporarily deviating from the remuneration system in special and exceptional circumstances if this is necessary in the interests of the long-term benefit of the Company. Such deviations may be necessary, for example, to ensure adequate incentivisation in the event of a serious corporate or economic crisis or in a particularly competitive market environment. These exceptional circumstances requiring a deviation must be determined by a resolution of the Supervisory Board. Generally unfavourable market developments do not constitute exceptional circumstances in this sense.

Even in the event of a deviation from the existing remuneration system, the remuneration must continue to be geared towards the sustainable and long-term development

of SCHOTT Pharma and must not overstretch the financial capacity of SCHOTT Pharma Management.

The components of the remuneration system that can be deviated from in this respect are the procedure, the provisions on the remuneration structure and amount, the performance criteria for the variable remuneration components as well as the assessment bases and threshold, target and cap values for the individual remuneration components. In addition, the Supervisory Board may temporarily grant additional remuneration components in certain cases or replace individual remuneration components with other remuneration components or deviate from the maximum remuneration if this is necessary to ensure an appropriate level of incentive for the remuneration of the members of the Management Board.

A deviation from the remuneration system requires a corresponding resolution by the Supervisory Board, which determines the exceptional circumstances and the necessity of a deviation.

IV. REMUNERATION SYSTEM FOR THE MEMBERS OF THE SUPERVISORY BOARD

1. Wording of the Articles of Association

The remuneration of the members of the Supervisory Board is governed by Article 13 of the Articles of Association of SCHOTT Pharma AG & Co. KGaA, which reads as follows:

- "(1) As fixed remuneration, each member of the Supervisory Board shall receive an annual amount of EUR 40,000.00 for each full fiscal year, payable after the end of the fiscal year.*
- (2) The Chairperson of the Supervisory Board shall receive twice and the Deputy Chairperson one and a half times the fixed remuneration of a member of the Supervisory Board in accordance with Article 13 (1) of these Articles of Association.*
- (3) As a member of the Audit Committee, a Supervisory Board member shall receive an additional fixed remuneration of EUR 10,000.00 for each full fiscal year, and as Chairperson of the Audit Committee a further additional EUR 10,000.00 for each full fiscal year. As a member of a committee other than the Audit Committee, a Supervisory Board member shall receive an additional fixed remuneration of EUR 5,000.00 for each full fiscal year. All committee remuneration is payable after the end of each fiscal year. Remuneration for committee activities for a fiscal year requires that the committee in question has met during this period to perform its duties.*
- (4) Supervisory Board members who have only belonged to the Supervisory Board for part of the fiscal year shall receive the remuneration pro rata temporis (according to full months). The same applies if a member of the Supervisory Board exercises a function associated with additional remuneration for only part of the*

fiscal year. Pro rata temporis remuneration for committee activities requires that the committee in question has met to fulfill its duties during the corresponding period. If a fiscal year does not comprise a full year, the remuneration relating to a full fiscal year shall be paid pro rata temporis.

- (5) *The members of the Supervisory Board shall be reimbursed for expenses incurred in the performance of their duties, including any sales tax incurred.*
- (6) *The members of the Supervisory Board shall be included in an insurance policy against pecuniary damage with deductible, maintained by and in the interest of the Company in an appropriate amount, insofar as such a policy exists. The premiums for this shall be paid by the Company."*

2. Contribution of remuneration to the promotion of business strategy and long-term development

The remuneration system complies with the requirements of the GCGC in the version dated 28 April 2022.

In accordance with suggestion G.18 sentence 1 of the GCGC, only fixed remuneration components plus reimbursement of expenses are provided for. Variable, performance-related remuneration components are not included. The fixed remuneration strengthens the independence of the Supervisory Board members and thus makes a contribution "to the long-term development of the company" (see section 87a (1) sentence 2 no. 2 AktG).

At the same time, the remuneration system incentivises Supervisory Board members to proactively work to "promote the business strategy" (see section 87a (1) sentence 2 no. 2 AktG) by taking appropriate account in accordance with G.17 of the GCGC of the greater time commitment of the Chairperson, who is particularly closely involved in discussing strategic issues, and the Deputy Chairperson of the Supervisory Board as well as the Chairperson and members of committees.

3. Remuneration components

The fixed remuneration components, the basic remuneration and the additional remuneration for committee work, are summarised as follows:

Remuneration component	Chairperson	Deputy Chairperson	Full member
Basic remuneration	EUR 80,000.00	EUR 60,000.00	EUR 40,000.00

Committee activity	EUR 20,000.00	EUR 10,000.00
Other committee activities	-	EUR 5,000.00

In the event that a member of the Supervisory Board is not a member of the Supervisory Board for the entire fiscal year, the remuneration is granted pro rata temporis on the basis of full months.

Furthermore, the Company shall reimburse the expenses reasonably incurred in the exercise of the office as well as any value added tax payable on the remuneration and reimbursement of expenses.

Finally, the members of the Supervisory Board are included in a financial loss liability insurance policy maintained by the Company at the Company's expense, insofar as such a policy exists.

4. No variable remuneration, no remuneration-related legal transactions

Since the remuneration system does not include any variable remuneration components, disclosures pursuant to section 87a (1) sentence 2 no. 4, 6, 7 AktG are not required.

The remuneration of the Supervisory Board members is set out directly in the Articles of Association, meaning that no contractual remuneration-related legal transactions within the meaning of section 87a (1) sentence 2 no. 8 AktG have been concluded.

5. Deferral periods

The remuneration is paid after the end of each fiscal year. There are no deferral periods for the payment of remuneration components.

6. Inclusion of the remuneration and employment conditions of employees

The remuneration and employment conditions of the employees were not taken into account when determining the remuneration system.

7. Determination, implementation and review of the remuneration system

The remuneration system and the specific remuneration of members of the Supervisory Board are determined by the General Meeting, which adopts a resolution on the remuneration of members of the Supervisory Board at least every four years in accordance with section 113 (3) AktG. A confirmatory resolution is permissible and requires a simple majority of votes. If a confirmatory resolution is not passed, a revised remuneration system must be presented for resolution at the following Annual

General Meeting at the latest. A material change to the remuneration system set out in the Articles of Association and the remuneration of the members of the Supervisory Board requires a resolution with a majority to amend the Articles of Association.

The remuneration of the Supervisory Board is regularly reviewed by the governing bodies, the Management Board and the Supervisory Board itself. In particular, the time required, the scope of the tasks and the financial situation of the Company are taken into account; furthermore, the compatibility of the remuneration with any legal requirements, the recommendations of the German Corporate Governance Code, the expectations of the capital market and the market appropriateness of the remuneration. Should the Management Board and Supervisory Board see cause for a change, they will propose an adjusted remuneration system to the General Meeting. The remuneration system is submitted to the General Meeting for approval at least every four years. There have been no conflicts of interest in connection with the Supervisory Board's remuneration system in the past. Conflicts of interest in the review of the remuneration system are counteracted by the statutory system of competences, as the final decision-making authority on Supervisory Board remuneration is assigned to the General Meeting and a proposal for a resolution is submitted to it by both the Management Board and the Supervisory Board, meaning that a system of mutual control is already provided for in the statutory provisions. In addition, the general rules for conflicts of interest apply, according to which such conflicts must be disclosed and dealt with appropriately.

In addition, subject to the statutory requirements, shareholders have the opportunity to make the remuneration system and the remuneration of the members of the Supervisory Board, including any proposed changes, an item on the agenda of a General Meeting or to submit corresponding (counter-)motions.

V. FURTHER INFORMATION AND NOTES ON THE CONVENING

1. Total number of shares and voting rights

At the time the Annual General Meeting is convened, the Company's share capital is divided into 150,614,616 no-par value shares and consists exclusively of bearer shares, each of which grants one vote. The Company holds no treasury shares at the time the Annual General Meeting is convened. At the time the Annual General Meeting is convened, there are therefore 150,614,616 voting rights.

2. Information on the implementation of the virtual Annual General Meeting

The General Partner has decided to hold the Annual General Meeting as a virtual Annual General Meeting in accordance with Article 15 sentence 1 of the Company's Articles of Association and section 278 (3) AktG in conjunction with section 118a AktG. Physical attendance of shareholders and their proxies (with the exception of the Company's proxies) at the venue of the Annual General Meeting is excluded.

Holding the General Meeting as a virtual General Meeting enables shareholders based abroad in particular to participate in the Annual General Meeting and exercise all meeting-related shareholder rights without having to travel to a meeting venue.

The shareholder rights in the virtual Annual General Meeting in accordance with section 118a AktG (as described below) essentially correspond to those in a physical Annual General Meeting and partially even go beyond them.

The Company has set up an internet-based, password-protected General Meeting and voting system (InvestorPortal) for the virtual General Meeting. The InvestorPortal enables shareholders or their proxies to participate in the virtual General Meeting by connecting electronically and to exercise meeting-related shareholder rights by means of electronic communication.

The InvestorPortal can be accessed via the Company's website at

<https://www.schott-pharma.com/investor-relations/events/annual-general-meeting/>

and is expected to be activated from 22 February 2024. Access to the InvestorPortal requires the entry of access data, which will be sent to the shareholders or their proxies after proper registration and evidence of shareholding.

Shareholders or their proxies may exercise their voting rights by way of voting by mail (also by means of electronic communication) or by issuing power of attorney and instructions to the proxies appointed by the Company. Prior to the meeting, shareholders who have properly registered and properly provided evidence of their shareholding or their proxies may also submit statements by means of electronic communication. During the meeting, shareholders or their proxies who are electronically connected to the meeting will be granted the right to speak at the meeting by means of video communication. As part of their right to speak at the meeting via video communication, they are also entitled to submit motions and election proposals and to request information from the General Partner, as well as to declare objections to resolutions of the General Meeting in the minutes via electronic communication. Further details on this are described below.

In view of the special features of the virtual General Meeting, we ask shareholders and their proxies to pay particular attention to the following information on registering for the General Meeting as well as on exercising voting rights and other shareholder rights.

3. Requirements for the participation at the General Meeting and the exercise of voting rights

Only those shareholders who have registered with the Company in text form in German or English by the end of **7 March 2024 (24:00 hours CET)**, at the latest, at one of the following contact options:

SCHOTT Pharma AG & Co. KGaA
c/o Computershare Operations Center
80249 Munich
Deutschland

or e-mail: anmeldestelle@computershare.de

and who have provided the Company with evidence of their entitlement to participate at the General Meeting and to exercise voting rights are entitled to such rights. To prove their entitlement, shareholders must, by the end of **7 March 2024 (24:00 CET)** at the latest, have provided special evidence of their shareholding to one of the aforementioned contact options referring to the close of business on the 22nd day before the General Meeting, i.e. **21 February 2024 (24:00 CET)** (Record Date). Evidence of shareholding pursuant to section 67c (3) AktG is sufficient in any case.

After receipt of the registration and evidence of shareholding, registered shareholders will receive registration confirmations on which the number of votes and the necessary access data for the InvestorPortal are printed.

In order to ensure that the registration confirmations are received in time, we ask shareholders to ensure that they register and send evidence of their shareholding to the Company in good time.

As regards the participation at the General Meeting and the exercise of voting rights, only those who have provided evidence of shareholding properly are considered shareholders in relation to the Company. The right of participation at the General Meeting and the extent of the voting rights are solely determined by the shareholding on the Record Date. The Record Date is not accompanied by a lock on the sale of shares. Even a full or partial sale of the shareholding after the Record Date does not affect the right to participate and the voting right. This also applies accordingly to the acquisition of shares after the Record Date. Persons who do not yet hold shares on the Record Date and become shareholders only thereafter are entitled to participate at the General Meeting and exercise voting rights for the shares held by them only to the extent that they are authorized by proxy or otherwise authorized to exercise rights. However, the Record Date has no significance for the entitlement to dividend as this entitlement only depends on the shareholder status on the day of the resolution on the distribution of profits by the General Meeting.

4. Exercise of the voting right

Voting rights may be exercised only by voting by mail (also by means of electronic communication) or by granting power of attorney and issuing instructions to the proxies appointed by the Company. The exercise of voting rights requires proper registration and proper evidence of shareholding in accordance with the above provisions. Further details on exercising voting rights are described below.

4.1 Voting by mail

Shareholders or their proxies may exercise their voting rights in writing or by means of electronic communication ("voting by mail"), even without attending the meeting. Votes by mail can either be cast electronically via the InvestorPortal or by using the form for voting by mail or proxy voting sent to shareholders as part of their registration confirmation after proper registration and which is also available as a sample on the Company's website at

<https://www.schott-pharma.com/investor-relations/events/annual-general-meeting/>.

Voting by mail electronically via the InvestorPortal may be carried out until the time specified by the chair of the meeting in the context of the voting. Up to this point in time, it is also possible to revoke or change the votes cast via the InvestorPortal.

Votes by mail cast by means of the form for voting by mail or proxy voting can be sent to the Company by mail or e-mail and, for organizational reasons, must be received by the Company at the latest by the end of **13 March 2024 (24:00 hours CET)** at one of the following contact options:

SCHOTT Pharma AG & Co. KGaA
c/o Computershare Operations Center
80249 Munich
Germany

or e-mail: anmeldestelle@computershare.de

Up to this date and time, votes by mail cast by means of the form for voting by mail or proxy voting may also be changed or revoked at the aforementioned postal address or e-mail address. After this date and time, votes cast using the form for voting by mail or proxy voting can be changed or revoked via the InvestorPortal as described above.

If a shareholder or proxy timely exercises voting rights by way of voting by mail both electronically via the InvestorPortal and by means of the form for voting by mail or proxy voting, the last electronic voting via the InvestorPortal will be considered binding regardless of the time of receipt of the votes by mail.

4.2 Voting by the proxies appointed by the Company

The Company offers its shareholders or their proxies to authorize proxies appointed by the Company and bound by instructions to exercise their voting rights. The proxies of the Company are obliged to vote as instructed. They cannot exercise voting rights at their own discretion. In the absence of explicit and unambiguous instructions, the proxies of the Company will abstain from voting on the respective voting item. The proxies of the Company may not be instructed to exercise shareholder rights beyond the exercise of voting rights in accordance with instructions.

Proper registration and proper evidence of shareholding in accordance with the above provisions are also required in case powers of attorney and instructions are issued to the proxies of the Company. This does not preclude the granting of a power of attorney after registration has been completed.

Powers of attorney and instructions to the proxies appointed by the Company may be issued either electronically via the InvestorPortal, which is also available as an electronic means of transmitting evidence of authorization of the proxies to the Company, or by using the form for voting by mail or proxy voting sent to shareholders as part of their registration confirmation after registration and which is also available as a sample on the Company's website at

<https://www.schott-pharma.com/investor-relations/events/annual-general-meeting/>.

The granting of powers of attorney and instructions, their amendment, revocation and the evidence of authorization of the proxies of the Company may be made electronically via the InvestorPortal from the time the InvestorPortal is activated until the time specified by the chair of the meeting in the context of the voting.

The powers of attorney and instructions to the proxies appointed by the Company issued by means of the form for voting by mail or proxy voting may be sent to the Company by mail or e-mail and, for organizational reasons, must be received by the Company at the latest by the end of **13 March 2024 (24:00 CET)** at one of the following contact options:

SCHOTT Pharma AG & Co. KGaA
c/o Computershare Operations Center
80249 Munich
Germany

or e-mail: anmeldestelle@computershare.de

Up to this date and time, the powers of attorney and instructions to the proxies appointed by the Company issued by means of the form for voting by mail or proxy voting may also be changed or revoked at the aforementioned postal address or e-mail address. After this date and time, the powers of attorney and instructions to the proxies appointed by the Company issued by means of the form for voting by mail or proxy voting may be changed or revoked via the InvestorPortal as described above.

If a shareholder or proxy timely issues, amends or revokes powers of attorney and instructions to the proxies appointed by the Company both electronically via the InvestorPortal and by means of the form for voting by mail or proxy voting, the last declaration issued electronically via the InvestorPortal will be considered binding, irrespective of the time of receipt of the declarations.

4.3 Procedure regarding the authorization of third parties

Shareholders may also have their rights in connection with the General Meeting exercised by a proxy, e.g., the depositary bank, an association of shareholders or another person of their choice, to the extent these are willing to do so. Authorized third parties also may not physically participate in the virtual General Meeting and may exercise the voting rights only as described above by way of voting by mail (also by means of electronic communication) or by granting power of attorney and issuing instructions to the proxies appointed by the Company.

Proper registration and proper evidence of shareholding in accordance with the above provisions are also required in case a power of attorney is granted. This does not preclude the granting of a power of attorney after registration has been completed.

The granting of the power of attorney, its amendment and revocation as well as the evidence of authorization vis-à-vis the Company require the text form; intermediaries,

shareholders' associations and proxy advisors within the meaning of section 134a (1) no. 3 AktG and other persons equivalent to intermediaries pursuant to section 135 (8) AktG may provide for deviating provisions in case of their authorization.

To authorize third parties, shareholders can use the InvestorPortal, which is also available as an electronic means of transmitting evidence of the appointment of a proxy to the Company. The granting of a power of attorney, its amendment, its revocation and the evidence of authorization of third parties via the InvestorPortal can be made from the activation of the InvestorPortal until the closure of the General Meeting.

To authorize third parties, shareholders can also use the form for voting by mail or proxy voting which will be sent to shareholders or their proxies as part of the registration confirmation after registration and which is also available as a sample on the Company's website at

<https://www.schott-pharma.com/investor-relations/events/annual-general-meeting/>.

If third parties are authorized by means of the form for voting by mail or proxy voting or otherwise in text form outside of the InvestorPortal, the proper authorization must have been received by the Company for organizational reasons by the end of **13 March 2024 (24:00 hours CET)**, at the latest, at one of the following contact options:

SCHOTT Pharma AG & Co. KGaA
c/o Computershare Operations Center
80249 Munich
Germany

or e-mail: anmeldestelle@computershare.de

If a shareholder timely grants, amends or revokes authorizations to third parties both electronically via the InvestorPortal and by means of the form for voting by mail or proxy voting or by other means, the last declaration made electronically via the InvestorPortal will be considered binding regardless of the time of receipt of the declarations.

The use of the InvestorPortal by the proxy requires that the proxy receives the access data sent with the registration confirmation to the General Meeting from the grantor of the proxy unless the access data have been sent directly to the proxy.

5. Information on shareholders' rights pursuant to section 278 (3) AktG in conjunction with section 118a (1), section 122 (2), section 126 (1) and (4), section 127, section 130a, section 131 (1) AktG

5.1 Supplements to the agenda at the request of a minority pursuant to section 278 (3) AktG in conjunction with section 122 (2) AktG

Shareholders whose total combined shares amount to the twentieth part of the share capital or the proportionate amount of the share capital of EUR 500,000.00 (that is

equivalent to 500,000 non-par value shares), can request, pursuant to section 278 (3) AktG in conjunction with section 122 (2) AktG, that items be placed on the agenda and notice thereof be given. For each new item, reasons or a draft resolution must be attached.

Supplemental requests must be received by the Company at least 30 days prior to the General Meeting in writing; the day of receipt and the day of the General Meeting are not included in that calculation. Therefore, the last possible date for receipt is **12 February 2024 (24:00 hours CET)**. Supplemental requests received after that date cannot be taken into account.

Applicants must provide evidence that they have held the minimum quantity of shares for at least ninety days prior to the day of the receipt of the supplemental request by the Company and that they hold the shares until the General Partner's decision on the supplemental request (section 278 (3) AktG in conjunction with section 122 (2), (1) sentence 3 AktG). When calculating the shareholding period, section 70 AktG must be observed.

Please send any supplemental requests to the following address:

SCHOTT Pharma AG & Co. KGaA
Die persönlich haftende Gesellschafterin / General Partner
SCHOTT Pharma Management AG
– Management Board / Vorstand –
Hattenbergstraße 10
55122 Mainz
Germany

5.2 Motions and election proposals by shareholders pursuant to section 278 (3) AktG in conjunction with section 126, section 127, section 118a (1) sentence 2 no. 3, section 130a (5) sentence 3 AktG

Prior to the General Meeting shareholders may submit countermotions to the Company regarding proposals made by the General Partner and/or the Supervisory Board pertaining to a specific item on the agenda. Shareholders may also submit proposals for the election of auditors. Countermotions and proposals for election to be made available that have been received by the Company at one of the following contact options at least 14 days prior to the General Meeting, not counting the day of receipt and the day of the General Meeting, i.e., until **28 February 2024 (24:00 hours CET)** at the latest, will be made available on the Company's website to the other shareholders, including the name of the submitting shareholder and any reasons given, at

<https://www.schott-pharma.com/investor-relations/events/annual-general-meeting/>.

Any comments of the management of the Company on countermotions or proposals for election will also be published under the internet address provided above.

Countermotions and proposals for election must be sent to one of the following contact options:

SCHOTT Pharma AG & Co. KGaA
– Investor Relations –
Hattenbergstraße 10
55122 Mainz
Germany

e-mail: IR.Pharma@schott.com

Countermotions and any reasons given do not need to be made available under the prerequisites of section 126 (2) sentence 1 AktG. Pursuant to section 126 (2) sentence 2 AktG, any reasons for a countermotion also do not need to be made available if they amount to more than 5,000 characters in total. Section 126 AktG applies analogously to the proposal of a shareholder for the election of auditors pursuant to section 127 AktG.

In addition, proposals for the election of auditors pursuant to section 127 AktG will be made available only if they contain the name, the profession exercised and the residential address of the proposed person or the name and registered office of the proposed legal entity.

Pursuant to section 126 (4) AktG, counter motions and proposals for election by shareholders to be made available by the Company are deemed to have been made at the time they are made available. Shareholders who have properly registered for the General Meeting and properly provided evidence of their shareholding may exercise their voting rights in respect of these counter motions and election proposals. If the shareholder submitting the countermotion or election proposal is not properly registered for the General Meeting or if this shareholder has not provided proper evidence of shareholding, the countermotion or election proposal does not have to be dealt with at the General Meeting.

Counter motions and election proposals as well as other motions may also be made during the General Meeting by means of video communication, i.e., within the scope of the right to speak, as described below.

5.3 Submission of statements pursuant to section 278 (3) AktG in conjunction with section 118a (1) sentence 2 no. 6, section 130a (1) through (4) AktG

Shareholders who have properly registered for the virtual General Meeting or their proxies have the right to submit statements on the items on the agenda by electronic means no later than five days before the meeting, not counting the day of receipt and the day of the Annual General Meeting, i.e., by **8 March 2024 (24:00 CET)**. Statements must be sent to the following e-mail address:

Stellungnahme.Pharma@schott.com

Statements may not exceed 10,000 characters (including spaces). The Company will make the statements available to properly registered shareholders no later than four days prior to the meeting, i.e., by **9 March 2024 (24:00 CET)**, stating the name of the submitting shareholder or proxy, via the InvestorPortal on the Company's website at

<https://www.schott-pharma.com/investor-relations/events/annual-general-meeting/>.

Statements will not be made available if they are submitted late or do not meet the above requirements or to the extent the Management Board of the General Partner would be liable to prosecution by making them available or if they contain information that is obviously false or misleading in material respects or if they contain insults or if the shareholder indicates not to attend the General Meeting and not to be represented (section 278 (3) AktG in conjunction with section 130a (3) sentence 4 in conjunction with section 126 (2) sentence 1 no. 1, no. 3 and no. 6 AktG).

Motions and election proposals, requests for information and objections to resolutions of the General Meeting in the context of statements submitted in text form will not be considered at the General Meeting. In particular, the opportunity to submit statements does not constitute an opportunity to submit questions in advance pursuant to section 131 (1a) AktG. The submission of motions and election proposals (as described above), the exercise of the right to information (as described below) and the declaration of objections to resolutions of the General Meeting (as described below) are only possible via the channels described separately in this convening notice.

5.4 Right to speak pursuant to section 278 (3) AktG in conjunction with section 118a (1) sentence 2 no. 7, section 130a (5) and (6) AktG

Shareholders or their proxies who are connected electronically to the virtual General Meeting have a right to speak at the meeting, which may be exercised only by means of video communication. Shareholders or their proxies can register to speak in the InvestorPortal from the beginning of the General Meeting. Motions and election proposals pursuant to section 278 (3) AktG in conjunction with section 118a (1) sentence 2 no. 3 AktG (as described above) and requests for information (as described below) may form part of the speech.

To exercise the right to speak and the shareholder rights to be exercised within the scope of the right to speak, shareholders or their proxies require an internet-capable terminal device (PC, laptop, tablet or smartphone) equipped with a camera and microphone that can be accessed from the browser.

The Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company at the meeting and prior to the speech and to reject the shareholder or proxy if the functionality of the video communication is not ensured.

Pursuant to section 131 (2) sentence 2 AktG in conjunction with Article 18 (3) sentence 1 of the Articles of Association of the Company, the chair of the meeting is entitled to reasonably limit the speaking time of the shareholders and the time to ask questions from the beginning of the General Meeting.

5.5 Right to information pursuant to section 278 (3) AktG in conjunction with section 118a (1) sentence 2 no. 4, section 131 (1), (1f), (4) and (5) AktG

Pursuant to section 278 (3) AktG in conjunction with section 131 (1) AktG, information on the affairs of the Company including the legal and business relationships with affiliated companies and on the situation of the group and the companies included in the consolidated financial statements is to be given by the General Partner to every shareholder upon the latter's request at the General Meeting. This applies only to the extent the information is necessary for a proper evaluation of the item on the agenda.

The right to information is to be exercised exclusively at the General Meeting. It is intended that the chair of the meeting will determine that the right to information at the General Meeting pursuant to section 131 (1f) AktG may be exercised exclusively by means of video communication, i.e., as part of the exercise of the right to speak (as described above).

Shareholders or their proxies who are connected electronically to the virtual General Meeting may also submit requests in accordance with section 131 (4) and (5) AktG by means of electronic communication via the InvestorPortal.

5.6 Declaration of objections to resolutions of the General Meeting pursuant to section 278 (3) AktG in conjunction with section 118a (1) sentence 2 no. 8 AktG

Shareholders or their proxies who are connected electronically to the virtual General Meeting have the right to object to resolutions of the General Meeting by means of electronic communication. Objections can be made via the InvestorPortal throughout the General Meeting until the end of the General Meeting.

5.7 Further information on the rights of the shareholders

Further explanations on the rights of the shareholders, in particular on those under section 278 (3) AktG in conjunction with section 122 (2), section 126 (1), section 127 and section 131 (1) AktG, are available on the Company's website at

<https://www.schott-pharma.com/investor-relations/events/annual-general-meeting/>.

6. Availability of documents and information

The documents to be made available to the General Meeting in accordance with section 278 (3) AktG in conjunction with section 124a AktG, section 118a (6), section 130a (3) AktG as well as all further information on the Annual General Meeting are accessible on the Company's website at:

<https://www.schott-pharma.com/investor-relations/events/annual-general-meeting/>.

The voting results will be published on the aforementioned website of the Company after the General Meeting. Information on issuing a confirmation of receipt of votes cast electronically pursuant to section 118 (1) sentence 3 AktG as well as on issuing a confirmation of the vote count pursuant to section 129 (5) AktG, which the person

casting the vote may request within one month of the date of the General Meeting, can be found in the InvestorPortal.

7. Audio and video broadcast

The entire General Meeting will be broadcast in audio and video on **14 March 2024 from 10:00 a.m. CET** for the properly registered shareholders and their proxies in the InvestorPortal at:

<https://www.schott-pharma.com/investor-relations/events/annual-general-meeting/>.

8. Time specifications in this convening notice

The time specifications in this convening notice refer to the Central European Time (CET) unless explicitly stated otherwise. With regard to the Coordinated Universal Time (UTC) this translates to UTC = CET minus one hour.

9. Data protection information for shareholders and their proxies

When shareholders register for the Annual General Meeting and exercise their shareholder rights in relation to the Annual General Meeting or grant a proxy, the Company collects personal data about the shareholders and/or their proxies in order to enable the shareholders and their proxies to exercise their rights in relation to the Annual General Meeting. The Company processes personal data as the controller in compliance with the provisions of the General Data Protection Regulation ("**GDPR**") and all other relevant laws.

Details on the handling of personal data and the rights of shareholders and/or their proxies under the GDPR can be found on the Company's website at

<https://www.schott-pharma.com/investor-relations/events/annual-general-meeting/>.

Mainz, in January 2024

SCHOTT Pharma AG & Co. KGaA
Die persönlich haftende Gesellschafterin / General Partner
SCHOTT Pharma Management AG
Der Vorstand / Management Board