



## Notice of 2025 Annual Meeting of Stockholders



### DATE AND TIME

9:00 a.m. CDT on Wednesday,  
May 7, 2025



### PLACE

Live webcast online at  
[www.virtualshareholdermeeting.com/ATR2025](http://www.virtualshareholdermeeting.com/ATR2025)



### RECORD DATE

March 14, 2025

### To Our Stockholders:

It is my pleasure to invite you to attend our annual meeting of stockholders of AptarGroup, Inc. ("Aptar") on May 7, 2025. At the meeting, we will review Aptar's performance for fiscal year 2024 and vote on the following matters:

### ITEMS OF BUSINESS

	Board Voting Recommendation
<b>Proposal No. 1:</b> To elect the three director nominees named in the proxy statement to terms of office expiring at the annual meeting in 2028	FOR each
<b>Proposal No. 2:</b> To approve, on an advisory basis, Aptar's executive compensation	FOR
<b>Proposal No. 3:</b> To approve an amendment to the 2018 Equity Incentive Plan	FOR
<b>Proposal No. 4:</b> To ratify the appointment of the independent registered public accounting firm for 2025	FOR

We will also transact any other business that is properly raised at the meeting or any postponements or adjournments of the meeting.

### YOUR VOTE IS IMPORTANT

The vote of each stockholder is important to us. Whether or not you expect to attend the virtual annual meeting, I urge you to vote by the Internet or by telephone as soon as possible. If you received a printed copy of the proxy materials, you may also complete, sign and date your proxy card and return it in the envelope that was included with the printed materials.



#### Internet (Preferred)

Visit [www.proxyvote.com](http://www.proxyvote.com) up until 11:59 p.m. EDT, on May 6, 2025



#### Telephone

Call the telephone number on your proxy card



#### Mail

Vote Processing, c/o Broadridge  
51 Mercedes Way  
Edgewood, NY 11717

Mark, sign and date your proxy card and return it in the pre-addressed postage paid envelope we have provided or return it to:

We look forward to your attendance at the virtual annual meeting on May 7, 2025 and addressing your questions and comments.

Sincerely,

**Kimberly Y. Chainey**  
Executive Vice President,  
Chief Legal Officer and Secretary



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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on May 7, 2025: The Proxy Statement and the 2024 Annual Report/Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).**

You may attend the virtual annual meeting at [www.virtualshareholdermeeting.com/ATR2025](http://www.virtualshareholdermeeting.com/ATR2025). To participate in the annual meeting, you will need the 16-digit control number that appears on your Notice of Internet Availability of Proxy Materials, proxy card or the instructions that accompanied your proxy materials. Refer to the “Frequently Asked Questions” section of the proxy statement for detailed procedures regarding attending, submitting questions and voting at the virtual annual meeting.

A list of stockholders entitled to vote at the meeting will be available for examination during normal business hours for ten days prior to the meeting for any purpose germane to the meeting at Aptar’s corporate headquarters at 265 Exchange Drive, Suite 301, Crystal Lake, Illinois 60014.

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## Electronic Delivery of Materials



Help us “go green” and reduce costs. For those stockholders who are still receiving paper copies of our proxy statement and annual report, please consider requesting electronic delivery or a Notice of Internet Availability of Proxy Materials (“Notice”), which will reduce the amount of paper materials needed to conduct our annual meeting. You may do so by following the instructions below.

AptarGroup, Inc. (“Aptar” or “Company”) is pleased to take advantage of the Securities and Exchange Commission (“SEC”) rule allowing companies to furnish proxy materials to their stockholders over the Internet. We believe that this e-proxy process expedites stockholders’ receipt of proxy materials, while also lowering the costs and reducing the environmental impact of our annual meeting. On March 28, 2025, we mailed to most of our stockholders a Notice containing instructions on how to access our proxy statement and annual report and vote online. On the same date, we mailed to all other stockholders a copy of the proxy statement and annual report by mail unless they have elected to receive the annual meeting materials over the Internet.

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### HOW TO ENROLL

#### Stockholders of Record

(your shares of common stock are registered directly in your name with EQ Shareowner Services, our transfer agent)



Visit [www.proxyvote.com](http://www.proxyvote.com) or scan the QR code above to vote your shares. When prompted, indicate that you agree to receive or access proxy materials electronically in the future.

#### Beneficial Owners

(your shares are held in “street name” in an account at a brokerage firm, bank, broker-dealer or other similar organization)

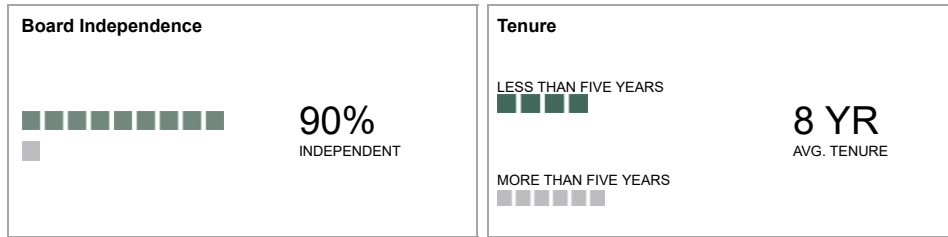
Follow the instructions provided by your broker, bank or other intermediary to opt in to electronic delivery.

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# Proxy Summary

*This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.*






## BOARD AND GOVERNANCE HIGHLIGHTS



### Best Practices

Separate independent Chair & CEO	100% Independent Audit, Management Development and Compensation, and Corporate Governance Committees	Director age limits
Directors and executive officers are prohibited from hedging or pledging stock	Stock ownership requirements for directors and executive officers	Majority voting for directors and director resignation policy in uncontested elections
Annual "Say-on-Pay Vote" on executive compensation	Independent directors meet regularly in executive session	Annual Board and Committee self-evaluations


## Our Nominees at a Glance

	Name and Primary or Former Occupation	Age	Director Since	Independent	Other Public Company Boards	Committees		
						Audit	Management Development and Compensation	Corporate Governance
	<b>GIOVANNA KAMPOURI MONNAS</b> Advisor to family and venture capital firms	69	2010		-		C	
	<b>ISABEL MAREY-SEMPER</b> President of DOXANANO	57	2019		-			M
	<b>STEPHAN B. TANDA</b> President & CEO, Aptar	59	2017		1			


C = Committee Chair; M = Committee Member

## OUR EXECUTIVE COMPENSATION PHILOSOPHY AND OBJECTIVES


Our compensation philosophy is designed to fairly reward our executives for growing our business and increasing value for stockholders, and to retain our experienced management team.




Significant amount of pay that is performance-based and/or at-risk, with emphasis on performance-based pay to reward short-and long-term performance measured against pre-established objectives and a substantial amount provided in equity




Employment and change-in-control agreements that are designed to be competitive in markets in which we compete for executive talent




Absence of tax gross-up agreements with named executive officers, other than those related to relocation benefits or expatriate assignments



Stock ownership guidelines, limits on executive officer stock trading and prohibition of hedging or pledging Aptar equity securities



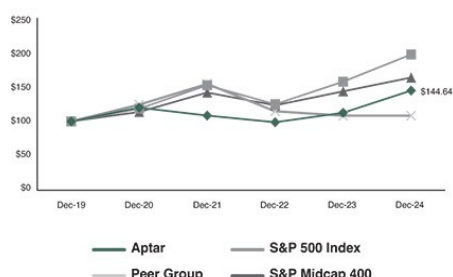
Use of an independent compensation consultant



Limited perquisites other than common perquisites provided in the context of expatriate assignments or related to relocation

## BUSINESS HIGHLIGHTS

In 2024, our total stockholder return over the past five years lagged behind the S&P 500 Index and the S&P Midcap 400, but was ahead of our peer group.



	Aptar	S&P 500 Index	Peer Group	S&P Midcap 400
Dec-19	100	100	100	100
Dec-20	119.87	118.40	124.16	113.66
Dec-21	108.44	152.39	154.29	141.80
Dec-22	98.75	124.79	114.66	123.28
Dec-23	112.48	157.59	108.26	143.54
Dec-24	144.64	197.02	108.24	163.54

In 2024, we achieved the following financial and operational metrics.

<b>\$3.6 billion</b> Record Reported Annual Sales	<b>2024 marks our 31st consecutive year of paying an increased aggregate annual dividend</b>	<b>\$375 million</b> Annual Net Income	<b>\$5.53</b> Annual Reported Earnings per Share
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### Forward-Looking Statements

This proxy statement contains forward-looking statements made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act") and are based on our beliefs as well as assumptions made by and information currently available to us. Words such as "expects," "anticipates," "believes," "estimates," "future," "potential," "are optimistic" and other similar expressions or future or conditional verbs such as "will," "should," "would" and "could" are intended to identify such forward-looking statements. Our actual results or other events may differ materially from those expressed or implied in such forward-looking statements due to known or unknown risks and uncertainties that exist in our operations and business environment. For additional information on these and other risks and uncertainties, please see our filings with the SEC, including the discussion under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Form 10-K and Forms 10-Q. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

### Website Information

This proxy statement includes several website addresses and references to additional materials found on those websites. These websites and materials are provided for convenience only, and the content on the referenced websites is not incorporated by reference herein and does not constitute a part of this proxy statement.

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# Our Commitment to the Environment, Our Society, and Good Corporate Governance



We believe that strong governance and responsible corporate behavior are essential to long-term success. That is why our business practices are based on responsibility and accountability in order to protect the long-term mutual interests of all stakeholders.

To that end, we have a profound respect for the environment that drives our goals for lower energy consumption, landfill free facilities and sustainable product designs.

We aim to cultivate an open culture founded on fairness and a sense of belonging rooted in our core values of mutual trust and respect.

**Stephan Tanda, Aptar President and CEO**



## THE ENVIRONMENT

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### Circular Economy

We believe that the packaging industry must move beyond the make/use/dispose behaviors of the past and actively work toward, and advocate for, a circular economy. By circulating used plastic and packaging, we keep it in the economy and out of the environment.

Collaboration is essential to achieving a more circular economy, so we engage with partners, suppliers and customers who share our vision.

Aptar is an active member of the World Business Council for Sustainable Development (WBCSD) and the Ellen MacArthur Foundation's Circular Economy 100 (CE100) Network. Through the Ellen MacArthur Foundation, we have also signed the New Plastics Economy Global Commitment to address plastic waste and pollution at its source.

### Solutions

Our product sustainability strategy addresses recyclability and reusability, resin conversion and sustainable design. Much of this work is aligned with that of our partners. We offer a range of products made from post-consumer resin ("PCR"). We are committed to seeking additional opportunities for more sustainable resins and recyclability of our products.

Our journey toward an effective and functional circular economy requires intense and deliberate collaborations — across sectors and industries. As system thinkers and change-makers, Aptar is committed to working alongside, and often leading, others on identifying solutions, processes and products that enable us all to move forward together. This is in part why we have partnered with organizations focused on providing more circular pathways for PCR materials. We are actively collaborating with our customers on refillable products.

## Operations



### We Are Reducing Our Waste Consumption

We continue to take steps to make our operations more energy efficient and reduce our impact on the environment.

We are proud of our grass-roots initiative to certify our operating sites as “**landfill free**” (“LFF”). Our internal LFF Program was one of our first established operational sustainability programs and was developed based on the Zero Waste International Alliance (ZWIA) protocol. This program recognizes sites that reuse or recycle over 90% of their operational wastes. We use an independent third party to audit the waste management processes in each location and to verify the certification.

At year-end 2024, more than 60% of Aptar facilities had achieved LFF certification and, globally, Aptar avoided sending more than 80% of operational wastes to landfills. We have LFF certified sites in Europe, North America, Latin America and Asia.



### Our Commitment to Science Based Targets

We are committed to Science Based Targets and to sourcing 100% of our electricity from renewable sources by 2030.

Aptar has set science-based targets (SBTs) for Scope 1 and Scope 2 emissions reductions that are in line with requirements to keep global warming at 1.5° Celsius by 2030. In addition, we have a renewable electricity sourcing target, as well as a Scope 3 reduction target. Each of these targets has been validated by the Science Based Targets Initiative (SBTI). This science-based approach incorporates our own operations and operations within the value chain. In addition, we annually undergo third-party data assurance as part of our sustainability reporting process. Globally this process is certified to the ISO 14064 standard for energy and greenhouse gas emission reporting.

Aptar is committed to increase annual sourcing of renewable electricity to 100% by 2030. **At year-end 2024 we were sourcing more than 95% of our electricity from renewable sources.**

Compared to our 2019 baseline, Aptar has made progress cutting emissions, and continues efforts to mitigate climate risks and further the low-carbon economy, as reported by the Company through the 2024 CDP (formerly Carbon Disclosure Project) Corporate Questionnaire. We believe Aptar is a leader on corporate environmental ambition, action and transparency worldwide as proven by our “A” letter grade on the 2024 CDP climate change assessment and our “B” letter grade on the CDP water assessment.

## OUR SUSTAINABILITY EFFORTS

**Memberships\***

  
**RecyClass**

  
The Association of  
Postconsumer  
Plastic Recyclers

  
REDE DE  
COOPERAÇÃO  
PARA O PLÁSTICO

  
World Business  
Council  
for Sustainable  
Development

  
中国循环经济协会  
CHINA ASSOCIATION OF CIRCULAR ECONOMY

  
**SPICE**  
SUSTAINABLE PACKAGING  
INITIATIVE FOR  
COSMETICS



\* This list does not include all Aptar memberships.

**Partnerships\*\***

  
CLOSING THE LOOP ON FOOD GRADE PP

\*\* This list does not include all Aptar partnerships.

**Commitments**

  
Global  
Commitment

  
UN GLOBAL COMPACT

  
SCIENCE  
BASED  
TARGETS

  
TASK FORCE ON  
CLIMATE-RELATED  
FINANCIAL  
DISCLOSURES



## OUR SOCIETY

### Inclusion, Equity, and Belonging

We aim to cultivate an open culture founded on fairness and a sense of belonging rooted in our core values of mutual trust and respect.



We have been named as one of the World's Top Companies for Women by Forbes for the fourth consecutive year.



We strive to promote and sustain a sense of belonging for all individuals. We support and promote the development of every employee as we aspire for a more inclusive workplace.



We aim to cultivate an open culture founded on fairness and a sense of belonging rooted in our core values of mutual trust and respect. Our employee resource groups, which are open to all employees, provide an open and inclusive forum to facilitate exchange and growth.



Shero has recognized Aptar Greater China as one of the Best Companies for Female Executives



Along with over 70 other leading global companies and organizations, we are part of the Catalyst CEO Champions For Change movement through a commitment to furthering gender inclusion, equity and belonging in the workplace.

## Supporting Our Communities

Aptar has partnered with CARE®, a 501(c)(3) organization that works around the globe to save lives, defeat poverty and achieve social justice. CARE’s mission aligns with our purpose, values and mission to further inclusion, equity and belonging to support the communities where we live and work, along with global communities most in need and other emergency efforts.



Our Charitable Foundation in the United States continues to recognize the importance of giving back to local communities. Through a Corporate Grant Program and an Employee Matching Gift Program, the Foundation supports eligible 501(c)(3) organizations in our communities with a focus on health and human services, higher education, and culture and the arts.

We also give back to communities outside the United States. We support the Vatsalya Foundation, which is a pioneer agency working with street children in Mumbai, India through its multilevel approach of outreach, child-to-child contact, contact centers and a shelter home. Our leadership team often visits the foundation and the children are often invited to visit our local offices for a day filled with fun activities such as a hand painting competition, traditional games and more.

## Responsible Workplaces

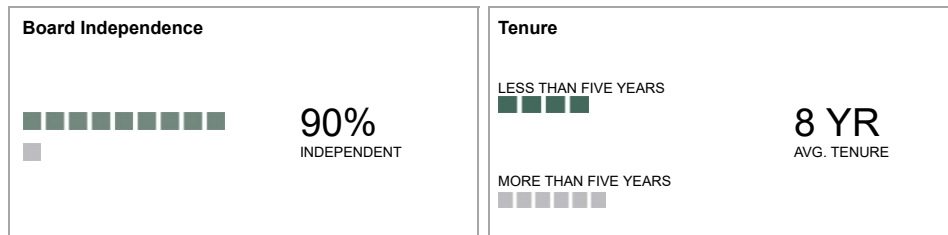
A safe working environment for our employees is a top priority. That is why we implemented a global environmental, health and safety (“EHS”) management system. The Aptar EHS management system includes a digital platform to report incidents, conduct risk assessments as well as track corrective actions. Aptar’s EHS management system includes an Ergonomics program and Behavior Based Safety (BBS) program, which promotes a culture of caring through accountability to self and to the team. At year-end 2024, we continue to surpass world class levels for Total Recordable Incident Rate (TRIR) and Lost Time Frequency Rate (LTFR).

We are also a proud member of Sedex, one of the world’s leading ethical trade service providers, striving to improve working conditions in global supply chains. Sedex provides for a global platform to report on labor standards and health and safety practices in order to share that information with key stakeholders, including our customers. All of our manufacturing sites have completed site-level social assessments through the Sedex platform every year since 2020.



## GOOD CORPORATE GOVERNANCE

### Board Governance Highlights



## RECOGNITIONS

Recognitions	Our Performance 2024-2025	
<b>Barron's</b>	Included on Barron's 2025 list of 100 Most Sustainable Companies in the U.S., marking our 7 <sup>th</sup> consecutive year on the list.	
<b>CDP</b>	Recognized for leadership on climate change topics by the global environmental non-profit CSP, securing a place on its prestigious 'A List'	
<b>CDP</b>	Named to the CDP Supplier Engagement Leaderboard, for the fourth consecutive year	
<b>Ecovadis</b>	Awarded the coveted top 1% Platinum scoring for our achievements in the areas of environment, labor and human rights, ethics and sustainable procurement.	
<b>Forbes</b>	Named Among Top 50 or World's Top Companies for Women 2024 by Forbes.	
<b>Newsweek</b>	Named one of America's Most Responsible Companies by Newsweek for the sixth consecutive year	
<b>Time</b>	Named One of the World's Most Sustainable Companies 2024 by Time	
<b>USA Today</b>	Named one of America's Climate Leaders 2024 by USA Today	

\* Used with permission. ©2025 Dow Jones & Company, Inc.



Aptar believes transparency is necessary for a responsible company. We publish an annual sustainability report, highlighting our efforts toward the Sustainable Development Goals (SDG) according to the Global Reporting Initiative (GRI) standards, and we provide a supplemental overview according to the Sustainability Accounting Standards Board (SASB) standards as well. We include our climate-related financial disclosures within our annual CDP (formerly Carbon Disclosure Project) responses. We also publish an annual overview of our progress according to the United Nations Global Compact requirements. These disclosures can be found on the ESG page of the Aptar website at [www.aptar.com](http://www.aptar.com).

## Proposal 1: Election of Directors

The Board of Directors is currently comprised of 10 members divided into three classes, with one class of directors elected each year for a three-year term. The Board of Directors proposes the following nominees, all of whom are currently serving as directors, to be elected to a term expiring at the 2028 annual meeting.

If any of the director nominees is unable or fails to stand for election, the persons named in the proxy intend to vote for a substitute nominee nominated by the Corporate Governance Committee of the Board of Directors.

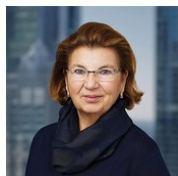
We believe all of the members of the Board of Directors are individuals of outstanding character and sound judgment who have the business experience and acumen necessary to work together effectively and to make valuable contributions to the Board of Directors and management. As a U.S.-based company with significant international operations, particularly in Europe, we seek to maintain a balanced Board consisting of directors who are U.S. citizens and directors who are citizens from countries other than the U.S. Additionally, we value the following attributes: operating experience in packaging or packaging-related businesses; skill sets which may include experience in finance, strategic planning, marketing, pharmaceutical products and manufacturing; diversity, including a mix of genders and multi-cultural viewpoints; and previous board of directors experience.

Set forth below is biographical and other background information concerning each director nominee and each continuing director. This information includes each person's principal occupation as well as a discussion of the specific experience, qualifications, attributes and skills of each person that led to the Board of Directors' conclusion that he or she should continue to serve as a director. In addition, set forth below is the year during which each person began serving on the Board of Directors and his or her age.



The Board of Directors recommends a vote **FOR** each of the following nominees for director.

## NOMINEES FOR ELECTION AT THIS MEETING TO TERMS EXPIRING 2028



### GIOVANNA KAMPOURI MONNAS

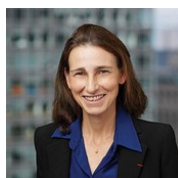
Age: **69**  
Independent Director since: **2010**  
Committees: Management Development and Compensation (Chair)

#### Career Highlights

Ms. Kampouri Monnas is an advisor to family and venture capital firms with focus on consumer, cosmetics and luxury goods and services. She has served on several global public and private boards: from 2006 to 2022, she was a director of Puig S.L., a world leader in fragrance, skin care, cosmetics and fashion; from 2018 to 2021, she was Chair of Exea Ventures, a global family investment firm with diverse holdings in fragrance, fashion, skin care, and venture funds; from 2006 to 2018, she was a member of the Supervisory Board and Chair of the Compensation Committee of Randstad Holding NV, a world leader in the HR services industry; and from 2015 to 2018, she was a director at Imerys S.A., a world leader in industrial minerals. Her other board directorships have included GrowthFund, a Greek national investment fund, and TNT, a Dutch postal services and logistics provider.

As an executive, Ms. Kampouri Monnas served in The Procter & Gamble Company and Joh A. Benckiser GmbH, (which later split into Reckitt-Benckiser and Coty Inc.) where her final position was President of Benckiser International, and member of the Benckiser management board.

The Board of Directors concluded that Ms. Kampouri Monnas should continue to serve as a director of Aptar in part due to her senior leadership positions in leading global consumer goods companies, The Procter & Gamble Company and Joh A Benckiser GmbH, her expertise in the fragrance and cosmetic markets and her global marketing experience.



### ISABEL MAREY-SEMPER

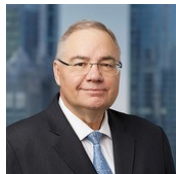
Age: **57**  
Independent Director since: **2019**  
Committees: Corporate Governance

#### Career Highlights

Dr. Marey-Semper has served as the President of DOXANANO, a startup biotechnology research and development company, since she founded the company in March 2023. She served as a senior advisor to Jolt Capital (a technology related private equity firm) from March 2021 to February 2024. She was a member of the Executive Committee of L'Oréal S.A. (a personal care company and world's largest cosmetic company) in charge of Communications and Public Affairs from July 2015 to December 2017. Prior to this, Dr. Marey-Semper served from 2011 to 2015 as Vice President and Head, Advanced Research at L'Oréal. Prior to joining L'Oréal, Dr. Marey-Semper served in executive positions at established industrial companies such as Compagnie de Saint-Gobain S.A. (a Euronext-listed French multinational manufacturer and distributor of building materials) and Stellantis N.V. (formerly Group PSA Peugeot Citroën, a Euronext-listed French multinational manufacturer of automobiles and motorcycles). Dr. Marey-Semper was a director of Rexel (a Euronext-listed French distributor of electrical supplies) from 2014 to 2016.

Dr. Marey-Semper currently serves as an independent director of the Imagine Institute (institute for medical research and treatment of genetic diseases). Dr. Marey-Semper is also a key contributor to France 2030, the French government's investment plan aiming at sustainably transforming key sectors through research, innovation and industrial investment. Dr. Marey-Semper is a knight of the National Order of the Legion of Honour. Dr. Marey-Semper has a PhD in neuropharmacology from Sorbonne Université and a Masters in Business Administration.

The Board of Directors concluded that Dr. Marey-Semper should continue to serve as a director of Aptar in part due to her experience from holding senior executive positions at L'Oréal and her Board level experience with various medical companies, as well as her comprehensive experience in research, strategy, transformative programs and finance.



## STEPHAN B. TANDA

Age: **59**  
Director since: **2017**  
Committees: None

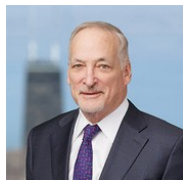
### Career Highlights

Mr. Tanda became President and Chief Executive Officer of Aptar in February 2017. Prior to this, Mr. Tanda served from 2007 to 2017 as an Executive Managing Board Director at Royal DSM NV (leading global supplier of ingredients and material solutions for the food, dietary supplement, personal care, medical device, automotive, paint, electronic and bio-material markets), where he was responsible for DSM's Nutrition and Pharma activities, as well as DSM's presence in the Americas and various corporate duties. Mr. Tanda is a director of Ingredion Incorporated (a NYSE-listed global supplier of high-quality food and industrial ingredient solutions). Mr. Tanda was a director of Patheon NV (formerly a NYSE-listed company that provided pharmaceutical development and manufacturing services) from March 2016 until the company was sold to Thermo Fisher Scientific in August 2017.

The Board of Directors concluded that Mr. Tanda should continue to serve as a director of Aptar due in part to his role as President and Chief Executive Officer, his extensive global experience leading and building successful business-to-business organizations in several markets currently served by Aptar, as well as his transaction and integration experience.

## DIRECTORS WHOSE PRESENT TERMS CONTINUE UNTIL 2026

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### GEORGE L. FOTIADES

Age: 71  
Independent Director since: 2011  
Committees: Audit

#### Career Highlights

Mr. Fotiades was the Chairman of the Board of Aptar from May 2018 to May 2023. He has served as Executive Chairman of Elio Health, a private investment firm, since he co-founded the firm in 2022. Mr. Fotiades was the President and CEO of Cantel Medical Corp. (a NYSE-listed manufacturer of infection prevention and control products) from March 2019 until its acquisition by STERIS plc in June 2021. Mr. Fotiades was an Operating Partner in the healthcare practice of Five Arrows Capital Partners (Rothschild Merchant Banking) from April 2017 to March 2019. From 2007 to April 2017, he was a partner of Healthcare Investments at Diamond Castle Holdings LLC (private equity investing). Mr. Fotiades was chairman of Catalent Pharma Solutions, Inc., a provider of advanced technologies for pharmaceutical, biotechnology and consumer health companies, from June 2007 to February 2010. He is currently a director of Prologis, Inc. (a NYSE-listed integrated distribution facilities and services) and previously was a director of Cantel Medical Corp.

The Board of Directors concluded that Mr. Fotiades should continue to serve as a director of Aptar due to his extensive experience in leading healthcare and consumer product companies, including serving as President and Chief Operating Officer of Cardinal Health, Inc., as well as other senior executive positions at Catalent Pharma Solutions, the former Warner-Lambert's Consumer Health Products Group and Bristol-Myers Squibb's Consumer Products, Japan division. The Board also considered his present and past board level experience with global organizations. This experience has also led the Board to determine that Mr. Fotiades is an "audit committee financial expert" as defined by the SEC.

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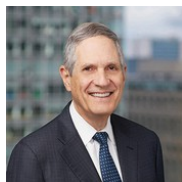
### CANDACE MATTHEWS

Age: 66  
Independent Director since: 2021  
Committees: Corporate Governance

#### Career Highlights

Ms. Matthews has been the Chair of Aptar's Board since May 2023. Ms. Matthews is the former Chief Reputation Officer for Amway Corp. (a company that sells health, beauty and home care products), having served in that role from June 2020 to June 2021, responsible for overseeing Amway's global reputation strategy and corporate social responsibility. Prior to those roles, Ms. Matthews spent six years as Regional President of the Americas at Amway, heading all operations in North, Central and South America. Prior to joining Amway in 2007 as Chief Marketing Officer, Ms. Matthews served in executive positions at established multinational beauty companies, served as President of the SoftSheen-Carson, Consumer Products Division of L'Oréal USA, held a leadership role at The Coca-Cola Company and an innovation role at CIBA Vision Corporation. She also worked for several other notable companies such as Bausch + Lomb, Procter & Gamble and General Mills. Ms. Matthews currently serves on the board of directors of Société BIC S.A. (a consumer product manufacturer) and Corewell Health Foundation (formerly Spectrum Health Foundation). Ms. Matthews is a former director of MillerKnoll, Inc. (formerly Herman Miller, Inc.) (a modern furniture design company), and Popeye's Louisiana Kitchen Inc. (a U.S. restaurant chain).

The Board of Directors concluded that Ms. Matthews should continue to serve as a director of Aptar in part due to her executive background as a senior marketing executive of leading beauty and consumer products organizations, her public company director experience, her knowledge of, and background in, the beauty and consumer goods industry and her strategic planning, governance, finance and senior management experience.



## B. CRAIG OWENS

Age: **70**  
Independent Director since: **2018**  
Committees: Audit (Chair), Management Development and Compensation

### Career Highlights

Mr. Owens was the Chief Financial Officer and Chief Administrative Officer of The Campbell's Company (global producer and seller of canned soups and related products) from 2008 to 2014. Mr. Owens is a director of Crown Holdings, Inc. (a NYSE-listed designer, manufacturer and seller of packaging products and equipment for consumer goods and industrial products). He is a former director of Dean Foods Company (a U.S. food and beverage company) and J. C. Penney Company, Inc. (a U.S. department store chain).

The Board of Directors concluded that Mr. Owens should continue to serve as a director of Aptar due to his extensive experience in the consumer food and beverage industries, as well as his significant expertise in financial reporting, accounting, corporate finance and capital markets. This experience has also led the Board to determine that Mr. Owens is an "audit committee financial expert" as defined by the SEC.



## JULIE XING

Age: **56**  
Independent Director since: **2023**  
Committees: Management Development and Compensation

### Career Highlights

Dr. Xing has served as Executive Chair of the Board of Directors of Mundipharma China since 2022. Mundipharma is a multinational pharmaceutical leader. From 2019 to 2022, Dr. Xing held the position of Global Senior Vice President, President of Greater China for Envista Holdings Corporation (a dental equipment and supplies company). Prior to that, Dr. Xing served in numerous leadership roles at Eli Lilly and Company (a global pharmaceutical company), including Senior Director, Global New Product Planning and Payer Marketing, Pricing, Reimbursement and Access of Lilly Diabetes from 2018 to 2019, Senior Director, Global Payer Marketing, Pricing, Reimbursement and Access of Lilly Diabetes from 2015 to 2018, Vice President of Lilly China Oncology from 2012 to 2014 and Vice President of Corporate and Government Affairs and Market Access from 2010 to 2012, while based in Shanghai. Prior to Eli Lilly, from 2007 to 2010 Dr. Xing was Vice President and General Manager of Asia Pacific and Japan Operations at Panomics and Affymetrix, which was acquired by Thermo Fisher Scientific. Dr. Xing was General Manager and China President of Illumina (a global next generation gene sequencer company) from 2005 to 2007. Dr. Xing has served as a Board advisor of Lee Kum Kee Group (privately-held global manufacturer of sauces and condiments), since February 2025. Dr. Xing also served as Board advisor to the Board of Directors of Mars, Incorporated (a global manufacturer of confectionery, pet food and provider of animal care services) from 2019 to 2024. Dr. Xing has a PhD in biology from the Hong Kong University of Science and Technology.

The Board of Directors concluded that Dr. Xing should continue to serve as a director of Aptar due to her board leadership acumen, along with her in depth knowledge of the pharmaceutical market and the Asia region.

## DIRECTORS WHOSE PRESENT TERMS CONTINUE UNTIL 2027

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### SARAH GLICKMAN

Age: 55  
Independent Director since: **2023**  
Committees: Audit

#### Career Highlights

Ms. Glickman has over 30 years of global financial and operational experience, including in the pharmaceutical industry, and is currently the Chief Financial Officer and Principal Accounting Officer of Criteo S.A., a global commerce media company, since September 2020. She previously held the position of Acting Chief Financial Officer at XPO, Inc., a leading global provider of transportation and logistics solutions, where she previously served as Senior Vice President, Corporate Finance and Transformation. She also held global executive roles at Novartis, Honeywell International and Bristol-Myers Squibb and started her career at PricewaterhouseCoopers. Since 2021, Ms. Glickman has served on the Board of Directors and is Chair of the Audit Committee for 2seventy bio, Inc., a biotech company (previously part of bluebird bio, Inc.) Ms. Glickman joined Aptar's Board of Directors in 2023.

The Board of Directors concluded that Ms. Glickman should continue to serve as a director of Aptar due to her expertise in public company finance, accounting, strategic planning and risk management, having served in senior executive and financial oversight roles in various public companies. This experience has also led the Board to determine that Ms. Glickman is an "audit committee financial expert" as defined by the SEC.

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### MATT TREROTOLA

Age: 57  
Independent Director since: **2022**  
Committees: Corporate Governance (Chair)

#### Career Highlights

Mr. Trerotola has served as the Chief Executive Officer for Enovis Corporation since April 2022 and as President and Chief Executive Officer of its predecessor Colfax Corporation from July 2015 to April 2022. He has served as Chair of the board of directors of Enovis since May 2023. Enovis is an innovation-driven medical technology company formed when Colfax separated from its industrial businesses and was renamed. Prior to joining Enovis, from 2014 to 2015, Mr. Trerotola was an Executive Vice President and a member of the Office of the Chief Executive at DuPont de Nemours, Inc. (a global innovation leader with technology-based materials and solutions) and from 2013 to 2014 he served as Senior Vice President. While at DuPont, he was responsible for DuPont's Electronics & Communications and Safety & Protection segments (2014), and he also had corporate responsibility for DuPont's Asia-Pacific business. Prior to joining DuPont in 2013, Mr. Trerotola served in leadership roles at Danaher Corporation (a global science and technology innovator), since 2007, and was most recently Vice President and Group Executive for Life Sciences.

Mr. Trerotola has served as a director of Enovis since 2015.

The Board of Directors concluded that Mr. Trerotola should continue to serve as a director of Aptar due to his experience leading a publicly traded medical technology company and working with large global companies such as DuPont and Danaher. The Board also considered Mr. Trerotola's extensive background in operations and strategy across various industries including healthcare, medical technologies and regulated markets, as well as emerging markets, change management and digital strategy.



## **RALF K. WUNDERLICH**

Age: 58  
Independent Director since: **2009**  
Committees: Management Development and Compensation

### **Career Highlights**

Mr. Wunderlich has served as the President and CEO of Huhtamaki Oyj (a Nasdaq Helsinki-listed global food packaging company) since January 2025. Prior to this role, he was an independent consultant and a senior advisor to private equity firms. He is currently the Chair of the Board of Directors of Shepherd Building Group Ltd. (a privately held U.K. construction company). Until January 2025, Mr. Wunderlich served as a director of Huhtamaki Oyj, Essentra PLC (an LSE-listed manufacturer and distributor of essential industrial components) and Klöckner Pentaplast (a privately held international manufacturer of plastic packaging products for the pharma, healthcare and food industries headquartered in Luxembourg). He is a former member of Amcor Limited's Global Executive Team and former President of the business group Amcor Flexibles Asia Pacific (packaging solutions including healthcare and pharma packaging). Mr. Wunderlich also formerly served as a director of LNPAC Group and AMVIG Group.

The Board of Directors concluded that Mr. Wunderlich should continue to serve as a director of Aptar in part due to his senior executive positions at leading global packaging companies, his knowledge of and background in the packaging industry and his international experience in working with and from various European, American and Asian countries.

## CORPORATE GOVERNANCE

### Our Corporate Governance Documents

Aptar's corporate governance documents are available through the Corporate Governance link on the Investor Relations page of the Aptar website at: [investors.aptar.com](http://investors.aptar.com), and include the following:

- Corporate Governance Principles
- Code of Conduct
- Director Independence Standards
- Board Committee Charters

The information provided on our website is not part of this proxy statement and is therefore not incorporated herein by reference.

### Code of Conduct

Ethical business conduct is a shared value of our Board, management and employees. Aptar's Code of Conduct applies to our Board as well as our employees and officers, including our principal executive officer and our principal financial and accounting officer. The Code of Conduct summarizes the long-standing principles of conduct that Aptar follows to ensure that business is conducted with integrity and in compliance with the law, including, but not limited to:

- Conflicts of interest and fair dealing
- Disclosure obligations
- Confidentiality obligations
- Prohibition of insider trading
- Compliance with all laws, rules and regulations
- Confidential, anonymous submission of concerns

### Corporate Governance Principles

The Board has adopted a set of Corporate Governance Principles to provide guidelines for Aptar and the Board to promote effective corporate governance. The Corporate Governance Committee is responsible for overseeing and reviewing the Corporate Governance Principles and recommending any changes to the Board. The Corporate Governance Principles cover topics including, but not limited to:

- Director access to management and independent advisors
- Director orientation and continuing education
- Succession planning
- Director responsibilities
- Director qualification standards
- Annual evaluations of the Board & committees
- Board & committee composition
- Director compensation

### Code of Conduct

Aptar encourages all employees, officers and directors to promptly report any violations of the Code of Conduct to the appropriate persons identified in the Code of Conduct. In the event that an amendment to, or a waiver from, a provision of the Code of Conduct that applies to any of our directors or executive officers is necessary, Aptar intends to post such information on its website as and when required by the SEC and the New York Stock Exchange ("NYSE").

### Insider Trading Policy; Policy Against Hedging and Pledging

Our Board adopted our "Insider Trading and Confidentiality Policy" (the "Insider Trading Policy") governing the purchase, sale and other transactions in Aptar securities by our directors, officers, and employees, and other covered persons, as well as Aptar itself, that we believe is reasonably designed to promote compliance with insider trading laws, rules and regulations and applicable exchange listing standards.

The Insider Trading Policy prohibits executive officers and directors, and discourages employees, from engaging in hedging or pledging transactions involving any Aptar security.

## Human Capital

Our key human capital management objectives are to attract, retain and develop the highest quality talent. To support these objectives, our human resources programs are designed to develop talent to prepare them for critical roles and leadership positions for the future; reward and support employees through competitive pay, benefit, and incentive programs; enhance our culture through efforts aimed at making the workplace more engaging and inclusive; acquire talent and facilitate internal talent mobility to create a high-performing, diverse workforce; and evolve and invest in technology, tools, and resources to enable employees at work.

## Inclusion, Equity & Belonging

We aim to cultivate an open culture founded on fairness and a sense of belonging rooted in our core values of mutual trust and respect. We support and promote the development of every employee as we aspire for a more inclusive workplace. Our employee resource groups, which are open to all employees, provide an open and inclusive forum to facilitate exchange and growth.

## Common Stock Ownership Guidelines

The Board has adopted stock ownership guidelines that require all non-executive directors to hold shares of Aptar common stock having a value of at least five times the annual cash retainer for a non-executive director.

<b>Board Member:</b>  Non-Executive Director	<b>Requirement:</b>  5 × Annual Cash Retainer	=	<b>Current Required Value:</b>  \$500,000
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Under the stock ownership guidelines, directors must achieve the required level of ownership within five years from becoming a director. As of the record date, each non-employee director is either in compliance with the guidelines or within the five-year phase-in period.

## Director Skills Matrix

Our Governance Committee and our Board are focused on ensuring that a wide range of backgrounds, attributes, viewpoints and experiences are represented on our Board. The skills matrix below highlights the diverse and balanced mix of qualifications and experiences that each director brings to our Board. While we look to each director to be knowledgeable in the areas identified in the matrix, the areas do not comprise all of the experiences, qualifications and skills our directors possess and routinely contribute to our Company.

Skill / Experience	Fotiades	Glickman	Marey-Semper	Matthews	Monnas	Owens	Tanda	Trerotola	Wunderlich	Xing
Executive Leadership	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Public Company Governance	✓	✓	✓	✓	✓	✓	✓	✓	✓	
International/ Global Experience	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Industry Experience (Pharma/Medical Technology/ Consumer Products/ Packaging)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Financial Expertise/ Literacy; Risk Management	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Strategy/M&A/ Transformation	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Digital Technology/ Cyber	✓	✓	✓	✓		✓	✓	✓	✓	✓
Human Capital/ Executive Compensation/ Talent Management	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Sustainability		✓	✓	✓			✓	✓	✓	✓
Commercial (Sales/Marketing)	✓	✓		✓	✓	✓	✓	✓	✓	✓
Manufacturing/ Supply Chain	✓	✓	✓			✓	✓	✓	✓	✓
R&D/Product Innovation	✓	✓	✓	✓	✓		✓	✓	✓	✓

## Board and Committee Structure

The Chair of the Board is an independent director who is not an executive officer or employee of the Company. The Company believes that having an independent Chair enhances the oversight ability of the Board. An independent Chair can also provide stability and continuity during senior management transitions.

<b>Audit</b>
<b>Management Development &amp; Compensation</b>
<b>Corporate Governance</b>

The Board has three primary committees, all with the following characteristics:

- Governed by a written charter approved by the Board
- Comprised solely of independent directors
- Decisions and actions reported to the full Board following each meeting

An affirmative vote of at least 70% of the Board is required to change the size, membership or powers of these committees, to fill vacancies in them, or to dissolve them.

### Audit Committee

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**Members:**

B. Owens, **Chair**  
G. Fotiades  
S. Glickman

**Meetings held in 2024: 8**

**Key Characteristics and Responsibilities:**

- Each member satisfies the heightened independence standards applicable to audit committee service
- Each member is an "audit committee financial expert" as defined by the SEC
- Oversees the financial reporting process, system of internal controls and audit process
- Reviews annual and interim financial statements
- Reviews the qualifications, independence and audit scope of the independent registered public accounting firm
- Responsible for the appointment, retention, termination, compensation and oversight of the Company's independent registered public accounting firm
- Reviews process for monitoring compliance with laws, regulations and the Code of Conduct and compliance risks, including related to cybersecurity and business continuity
- Approves all related person transactions in accordance with the Related Person Transactions Policy
- Reviews the Company's controls with regard to environment, social and governance disclosures in SEC filings
- Reviews and discusses with management, internal audit and external specialists, as appropriate, the Company's controls, procedures and processes regarding cybersecurity, and oversees the process for disclosure regarding cybersecurity incidents in SEC filings

## Management Development and Compensation Committee

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### Members:

G. Kampouri Monnas, Chair  
B. Owens  
R. Wunderlich  
J. Xing

Meetings held in 2024: 6

### Key Characteristics and Responsibilities:

- Each member satisfies the heightened independence standards applicable to compensation committee service
- Discharges the Board's responsibilities relating to compensation of the Company's executives
- Reviews and recommends to the Board compensation plans, policies and programs
- Approves CEO and executive officer compensation, and employment and severance agreements, including change-in-control provisions
- Provides input and recommendations to the Board regarding the performance objectives for the CEO and other executive officers and their actual performance against such objectives
- Annually reviews the succession plans affecting corporate and other key management positions
- Reviews periodically the Company's key human resources policies and practices relating to talent sourcing, talent development programs, and organizational engagement and effectiveness
- Monitors the Company's policies, objectives and programs related to inclusion, equity and belonging, and reviews periodically the Company's progress
- Reviews changing legislation and trends relating to compensation and broader management practices and evaluates impact on the Company
- Approves grants and/or awards of stock options, restricted stock units, performance-based units, and other forms of equity-based compensation
- Receives recommendations annually from the CEO regarding the compensation levels of our other executive officers, including salary, annual performance incentives and equity compensation
- Oversees the implementation of Aptar's Policy on Recoupment and Forfeiture of Incentive Compensation (i.e., clawback policy)
- None of the members in 2024 had interlocking relationships within the meaning of SEC rules

For further information on this committee's procedures for consideration of executive compensation, see our "Compensation Discussion and Analysis."

Under the Management Development and Compensation Committee charter, this committee has the authority to retain compensation consultants, independent legal counsel and other outside advisers as deemed necessary. For 2024, the Management Development and Compensation Committee engaged Pay Governance LLC ("Pay Governance") to be the Management Development and Compensation Committee's compensation consultant. The Management Development and Compensation Committee has determined that Pay Governance is independent according to the adviser independence factors outlined by the NYSE and the SEC.

## Corporate Governance Committee

### Members:

M. Trerotola, Chair  
I. Marey-Semper  
C. Matthews

Meetings held in 2024: 4

### Key Characteristics and Responsibilities:

- Comprised solely of independent directors
- Identifies, evaluates and recommends to the Board individuals qualified to stand for election as directors, including nominations received from Board members, stockholders or outside parties
- Develops and recommends to the Board Aptar's Corporate Governance Principles and standards to be applied in determining director independence
- Oversees annual evaluations of the Board, its committees and management, and the effectiveness of the Board as a working group
- Reviews and recommends to the Board appropriate compensation for non-employee directors, taking into consideration, among other items, director compensation levels of companies with similar annual revenues as Aptar
- Makes recommendations to the Board regarding changes to the size and composition of the Board or any Board committee
- Reviews the Company's efforts with regard to environmental, social, and governance matters, including with respect to the Company's annual sustainability report

For further information on this committee's procedures for director nominations, see "Nomination of Directors."

## Board's Role in Risk Oversight

### Risk Oversight Areas

- Operational Risk
- Compensation Risk
- Reputational Risk
- Cybersecurity Risk
- ESG Risk
- Macro and Economic Factors Risk

The Board is responsible for the Company's risk oversight, which is designed to drive the identification, analysis, discussion and reporting of our high priority enterprise risks. The risk oversight program facilitates constructive dialogue at the senior management and Board levels to proactively identify and manage enterprise risks. In connection with this process, the Board receives, analyzes and discusses a presentation on the enterprise risks identified through our ERM process annually that is prepared by senior management. This presentation includes an assessment and discussion of various risks, including but not limited to: operational risk, compensation risk, reputational risk, cybersecurity risk as well as risks related to macro and economic factors, and a description of the actions taken by the Company to address these risks. In addition, the Board and the Corporate Governance Committee review and discuss the Company's material disclosures regarding ESG matters and the Company's controls, procedures and processes for tracking and monitoring such disclosures.

## Risk Assessment of Cybersecurity Threats to Operations

Increased global cybersecurity threats and more sophisticated, targeted computer crime could pose a risk to our operations. Aptar places great importance on information security, including cybersecurity, to protect against external threats and malicious insiders. The Company's cybersecurity strategy focuses on continued strengthening of its security posture, improvement of security operational efficiencies, and preparedness for evolving business and technology needs including the detection, analysis and response to known, anticipated or unexpected cybersecurity threats, management of material risks related to cybersecurity threats and resilience against cybersecurity incidents. The Company regularly assesses potential threats and makes investments seeking to reduce the risk of these threats against its critical information and assets by

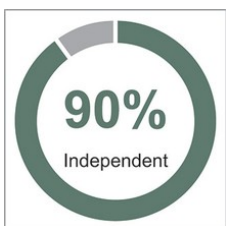
implementing a broad set of security measures, including comprehensive monitoring of its networks and systems, rapid detection, and response and threat management capabilities.

Security and data privacy awareness and training is provided to new employees and annually for current Aptar employees, which is designed to educate employees on recognizing information security and cybersecurity concerns. Management briefs the Audit Committee on a quarterly basis regarding the Company's information security programs. As part of its oversight responsibilities, the Audit Committee regularly discusses and reviews with management, among other items, Aptar's compliance and cybersecurity programs. The Company also periodically tests its systems for vulnerabilities and regularly engages third parties to conduct evaluations of the Company's security controls whether through penetration testing, independent audit or consulting on best practices to address new challenges. An independent review of our cybersecurity program has been assessed against the National Institute of Standards and Technology (NIST) cybersecurity framework. In addition, the Company maintains cybersecurity insurance as part of our overall insurance portfolio.

### Risk Assessment of Compensation Policies and Practices

The Company has concluded that it does not have any compensation policies or practices that are reasonably likely to have a material adverse effect on the Company. The Board concurred with this conclusion. In conducting its risk assessment related to compensation policies and practices, the Company considered, among other things: that the policies and practices do not offer the opportunity for excessive awards; the Company has reasonable stock ownership guidelines; the policies and practices are reviewed and approved by the Management Development and Compensation Committee; the Company has an established, robust control environment; and the Company conducts a regular monthly business review that monitors quality of reporting and prevents excessive risk taking.

### Independence of Directors



Our Corporate Governance Principles provide that the Board must be composed of a substantial majority of independent directors with an objective of having the Board consist entirely of independent directors (other than the CEO). No director qualifies as independent unless the Board affirmatively determines that the director has no material relationship with Aptar either directly or indirectly as a partner, stockholder or officer of an organization that has a relationship with Aptar.

9 of 10 current directors are independent in accordance with the NYSE listing standards

Director	Independent
G. Fotiades	✓
S. Glickman	✓
G. Kampouri Monnas	✓
I. Marey-Semper	✓
C. Matthews	✓
B. Owens	✓
M. Trotola	✓
R. Wunderlich	✓
J. Xing	✓
S. Tanda*	

\* Current President and CEO.

The Board has made its independence determination based on the following Director Independence Standards as adopted by the Board, which include categorical standards to assist the Board in making its

independence determinations, in addition to any other relevant facts and circumstances. These standards provide that a director generally will not be independent if:

- The director is or has been an employee of the Company within the last three years or has an immediate family member who is or has been an executive officer of the Company within the last three years.
- The director has received or an immediate family member has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
- The director is, or has an immediate family member who is, a current partner of a firm that is the Company's internal or external auditor ("Firm").
- The director is a current employee of such Firm.
- The director has an immediate family member who is a current employee of such Firm and who personally works on the Company's audit.
- The director was, or has an immediate family member who was, within the last three years but is no longer a partner or employee of such Firm and personally worked on the Company's audit within that time.
- The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee.
- The director is a current employee or an immediate family member is a current executive officer of another company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.
- The director or an immediate family member is, or has been within the last three years, a director or executive officer of another company that is indebted to the Company, or to which the Company is indebted, if the total amount of either company's indebtedness for borrowed money to the other is or was 2% or more of the other company's total consolidated assets.
- The director or an immediate family member is currently an officer, director or trustee of a charitable organization that in any of the last three fiscal years received from the Company, or any executive officer of the Company, annual charitable contributions to the organization that exceeded the greater of \$1 million, or 2% of such charitable organization's gross revenue for the last completed fiscal year.

The Board considers the following to be immaterial when making independence determinations:

- If a director is an officer, director or trustee of a charitable organization or entity to which the Company has made grants or contributions in the past year of less than \$100,000.

## **Executive Sessions**

Independent directors meet regularly in executive sessions without management. The non-executive Chair of the Board, Ms. Matthews, presides over these sessions. An executive session is held in conjunction with each regularly scheduled Board meeting and other sessions may be held from time to time as required.

## **Nomination of Directors**

In identifying and evaluating nominees for director, the Corporate Governance Committee takes into account the applicable requirements for directors under the Exchange Act, and the listing standards of the NYSE. The Corporate Governance Committee also takes into account the outside positions of the director nominees, together with their contributions to Aptar's Board. The Corporate Governance Committee annually reviews each director's time commitments, including the number of boards and board committees of other public companies on which they serve, any leadership positions related to such board service, and other business

and professional commitments, to ensure that each director has, and will have, sufficient capacity to serve on Aptar's Board.

The Board has established a maximum age limit for director nominees. Nominees must be 74 years old or younger at the time of election or re-election.

#### **Nominee Criteria**

In addition to the factors described above, the Corporate Governance Committee may take into consideration such factors and criteria as it deems appropriate, including, but not limited to:

- Character
- Judgment
- Business Experience & Acumen
- International Perspectives & Cultural Diversity
- Overall Board Diversity

In addition to candidates recommended by members of the Board or management, the Corporate Governance Committee also considers individuals recommended by stockholders. The Corporate Governance Committee evaluates candidates recommended for director by stockholders in the same way that it evaluates any nominee recommended by members of the Board or management. In order to recommend a candidate, stockholders must submit the individual's name and qualifications in writing to the Corporate Governance Committee (in care of the Secretary at Aptar's principal executive offices at 265 Exchange Drive, Suite 301, Crystal Lake, Illinois 60014) and otherwise in accordance with all of the procedures outlined under "Other Matters—Stockholder Proposals and Nominations" for a director nomination.

The Corporate Governance Committee may engage outside advisers to identify potential director candidates from time to time. The effectiveness of the nomination process is evaluated by the Board each year as part of its annual self-evaluation and more formally by the Corporate Governance Committee as it evaluates and identifies director candidates.

#### **Majority Voting Policy**

Our amended and restated by-laws require majority voting for the election of directors in uncontested elections. This means that a director nominee in an uncontested election must receive a number of votes "FOR" that director's election that exceeds the number of votes cast "AGAINST" that director's election. Our Corporate Governance Principles further provide that any incumbent director who does not receive a majority of "FOR" votes will promptly tender to the Board his or her resignation from the Board. The Corporate Governance Committee will consider the tendered resignation and recommend to the Board whether to accept or reject the tendered resignation, or whether other action should be taken. The Board will consider the recommendation and publicly disclose its decision within 120 days after the annual meeting. The director who tenders his or her resignation will not participate in the recommendation of the Corporate Governance Committee or the decision of the Board with respect to his or her resignation.

#### **Communications with the Board of Directors**

The Board has established a process for stockholders and other interested parties to communicate with the Board or an individual director, including the non-executive Chair or the independent directors as a group. A stockholder or other interested party may contact the Board or an individual director by writing to their attention at Aptar's principal executive offices at 265 Exchange Drive, Suite 301, Crystal Lake, Illinois 60014. Communications received in writing are distributed to the Board or to individual directors as appropriate in accordance with procedures approved by Aptar's independent directors.

## **BOARD MEETING ATTENDANCE**

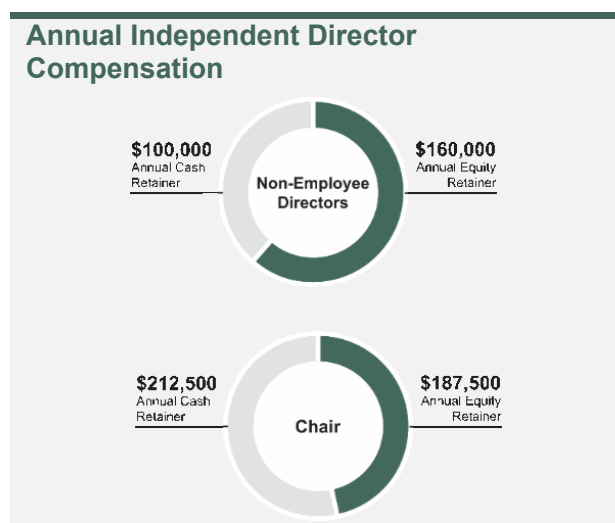
The Board met 7 times in 2024. During 2024, no current director attended fewer than 75% of the aggregate number of meetings of the Board held during such director's term and the committees on which each director then served. Aptar does not have a formal policy regarding director attendance at the annual meeting of stockholders. Mr. Fotiades, Ms. Glickman, Ms. Matthews and Mr. Tanda attended the 2024 annual meeting.

## Current Committee Membership and Meetings Held in 2024

Name	Audit	Management Development and Compensation	Corporate Governance
G. Fotiades (I)	M		
S. Glickman (I)	M		
G. Kampouri Monnas (I)		C	
I. Marey-Semper (I)			M
C. Matthews (I)			M
B. Owens (I)	C	M	
M. Trerotola (I)			C
S. Tanda			
R. Wunderlich (I)		M	
J. Xing (I)		M	
<b>Number of Meetings in 2024</b>	<b>8</b>	<b>6</b>	<b>4</b>

I = Independent; C= Committee Chair; M = Committee Member

## BOARD COMPENSATION



**Additional Annual Cash Retainers for Committee Service**

**Audit Committee**

- Chair: \$28,000
- Member: \$11,000

**Management Development and Compensation Committee**

- Chair: \$22,000
- Member: \$7,000

**Corporate Governance Committee**

- Chair: \$17,000
- Member: \$7,000

### Cash

- Each non-employee Board member received an annual retainer of \$100,000.
- The Chair, who is not an executive of Aptar, received an annual retainer of \$212,500. Each committee member receives an annual retainer with committee chairs receiving an additional retainer.
- These amounts are paid in advance on an annual basis to directors after they are elected by stockholders at our annual meeting. Directors who join the Board following the annual meeting receive pro-rated amounts corresponding to their period of service.

## Equity

- Each non-employee Board member received an equity grant under the 2018 Equity Incentive Plan with a grant date fair value equal to approximately \$160,000, except for the Chair of the Board, who received an equity grant with a grant date fair value equal to approximately \$187,500.
- Accordingly, on May 1, 2024, each non-employee director (other than the Chair of the Board) was granted 1,113 restricted stock units ("RSUs") and the Chair of the Board was granted 1,304 RSUs.

## Other

- Each director is eligible to participate in Aptar's matching gift program, which matches eligible charitable donations by employees and non-employee directors up to an aggregate of \$6,000 annually per person.
- Employees of Aptar do not receive any additional compensation for serving as members of the Board or any of its committees. Each director is reimbursed for out-of-pocket expenses incurred while attending Board and committee meetings. No retirement benefits or perquisites are provided to non-employee directors.

The non-employee director compensation program is designed to facilitate the continued attraction and retention of directors with the skills, expertise and experience valued by Aptar and position the total compensation for directors near the market median for the general industry survey data and Aptar's peer group used to evaluate executive compensation (described below under "Compensation Determination" in the "Compensation Discussion and Analysis" section). No changes in compensation levels or design were made to the non-employee director compensation program as compared to 2023, except that (i) the annual equity grant for each non-employee director increased by \$10,000 in grant date fair value and (ii) the Chair's cash retainer increased by \$7,500 and annual equity grant increased by \$17,500, based on a review of the general industry survey data and Aptar's peer group used to evaluate executive compensation.

The following table includes fees paid in cash with respect to 2024 and the grant date fair value of RSUs granted during 2024 to each individual who served as a non-employee director during 2024. Mr. Tanda, our Chief Executive Officer, does not receive additional compensation for his service as a director of Aptar. Please see the 2024 Summary Compensation Table for the compensation received by Mr. Tanda in his capacity as Chief Executive Officer of the Company.

## 2024 Director Compensation

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)	All Other Compensation (\$)(2)	Total (\$)
G. Fotiades	111,000	160,072		271,072
S. Glickman	111,000	160,072		271,072
G. Kampouri Monnas	122,000	160,072	2,000	284,072
I. Marey-Semper	107,000	160,072		267,072
C. Matthews	212,500	187,541		400,041
B. Owens	135,000	160,072	6,000	301,072
M. Trerotola	117,000	160,072	2,000	279,072
R. Wunderlich	107,000	160,072		267,072
J. Xing	107,000	160,072		267,072

(1) The amounts reported in this column represent the grant date fair value of RSUs granted during 2024, calculated using the closing market price of our common stock on the applicable grant date and discounted for dividends not received during the vesting period, resulting in a fair value of \$143.82 per share for the 2024 grants. As of December 31, 2024, Ms. Matthews held 1,304 RSUs, and each other non-employee director held 1,113 RSUs.

(2) Amounts reported represent charitable contributions by Aptar under Aptar's matching gift program.

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## Proposal 2: Advisory Vote to Approve Executive Compensation

Pursuant to Section 14A of the Exchange Act, Aptar stockholders are being offered the opportunity to cast a non-binding advisory vote at the annual meeting to approve the compensation of Aptar's Named Executive Officers ("NEOs") as disclosed in the Compensation Discussion and Analysis ("CD&A") and tabular disclosures of this proxy statement. This is not a vote on the Company's general compensation policies or the compensation of the Board. We currently intend to submit an advisory vote on the compensation of our NEOs to our stockholders annually.

Aptar's compensation philosophy and objectives are to fairly reward our executives for growing our business and increasing value to stockholders and to retain our experienced management team.

The overall compensation program for NEOs includes an annual performance incentive element that rewards the NEOs for the Company's short-term performance and improvement in Company performance from the prior year, as well as equity-based elements (options, RSUs and long-term performance incentive awards in the form of performance-based RSUs, or PRSUs) that provide for long-term compensation that is driven by our share performance and, therefore, is aligned with our stockholders' interests. The specific objectives of our compensation program are that a substantial portion of the NEOs' compensation should be performance-based and should be delivered in the form of equity-based awards. Our CD&A describes our compensation philosophy and objectives in more detail.

The Board of Directors values the opinions of our stockholders. Although the resolution is advisory and non-binding, the Board will consider the outcome of the advisory vote when making future compensation decisions.



The Board of Directors recommends a vote **FOR** the following non-binding resolution:

"Resolved, that the compensation of the Company's NEOs, as disclosed pursuant to the executive compensation disclosure rules of the SEC, including the CD&A, tabular disclosures, and other narrative executive compensation disclosures in this proxy statement, is hereby approved."

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## Proposal 3: Approval of an Amendment to the 2018 Equity Incentive Plan

### Background

As of March 14, 2025, there were 1,016,433 shares of common stock that remained available for future issuances under the AptarGroup, Inc. 2018 Equity Incentive Plan ("2018 Plan") (assuming outstanding PRSUs are counted at target). Given the limited number of shares that currently remain available under the 2018 Plan, the Board and management believe it is important that the Plan Amendment-described below be approved in order to maintain Aptar's ability to attract and retain key personnel, continue to provide them with strong incentives to contribute to Aptar's future success and to further align their interests with stockholder interests. The Board believes that Aptar has used equity in a reasonable manner under the 2018 Plan and its prior equity plans, with a three-year average burn rate of approximately 1.91% of Aptar's outstanding shares of common stock.

### Proposed Amendment

On January 23, 2025, the Board approved an amendment to the 2018 Plan, subject to approval by Aptar's stockholders, that would increase the total remaining number of shares available for issuance under the amended 2018 Plan by 1,000,000 shares (the "Plan Amendment"). After adding the shares of common stock that remained available for future issuances under the 2018 Plan as of March 14, 2025, to the additional shares approved by the Plan Amendment, 1,000,000, there will be a total of 2,016,433 shares available for future issuance under the 2018 Plan.

Under the terms of the amended 2018 Plan, the maximum number of shares of common stock authorized to be issued is 3,150,000 (representing an initial share authorization of 950,000 and increases of 1,000,000 and 1,200,000 shares approved by our stockholders in 2020 and 2023, respectively); however, if the Plan Amendment is approved, the maximum number of shares of common stock authorized to be issued under the 2018 Plan will increase from 3,150,000 to 4,150,000. If the Plan Amendment is not approved by Aptar's stockholders, Aptar will continue to operate the 2018 Plan pursuant to its current provisions. A copy of the 2018 Plan, as amended by the Plan Amendment, is attached as Appendix A to this proxy statement.

The following table sets forth information regarding outstanding options, full value awards and common shares outstanding as of March 14, 2025, for all Aptar equity award plans. These figures represent an update to those provided in our Form 10-K for the fiscal year ended December 31, 2024, filed on February 7, 2025, and in the section of this proxy statement entitled "Equity Compensation Plan Information." The outstanding options and full value awards disclosed below are not entitled to any dividends or dividend equivalents.<sup>(1)</sup>

Outstanding Stock Options (#)	Weighted Average Exercise Price (\$)	Weighted Average Remaining Term (years)	Full Value Awards Outstanding (#) <sup>(2)</sup>
1,617,814	94.35	4.1	776,370

(1) This table excludes March 2025 LTI awards.

(2) Included in this column are 515,245 PRSUs (at target). Under the terms of the PRSU award agreements, the vesting level of the PRSUs may range from 0% to 250% based on Aptar's performance during the three-year performance period

### The Amendment to the 2018 Plan Will Allow Us to Continue Attracting and Retaining the Best Talent

Our Board believes that our success depends on the ability to attract and retain the best available personnel for positions of substantial responsibility and that the ability to grant equity awards is crucial to recruiting and retaining the services of these individuals. In addition, our Board believes that equity awards provide additional incentive to our employees, directors and consultants and promote our success. Without a

motivated and dedicated workforce, we could not deliver the strong financial performance we experienced in fiscal 2024 (as described elsewhere in this proxy). If stockholders do not approve the amendment to the 2018 Plan at the Annual Meeting, we may be unable to continue granting equity awards as needed, which could prevent us from successfully attracting and retaining the highly skilled talent we need.

### The 2018 Plan Includes Compensation and Governance Best Practices

The 2018 Plan includes provisions considered best practices for compensation and corporate governance purposes. These provisions protect our stockholders' interests:

- **Independent Administration:** The 2018 Plan is administered by our Management Development and Compensation Committee, which consists entirely of independent non-employee directors.
- **Minimum Vesting Period:** The 2018 Plan requires a minimum vesting or performance period of one year that is applicable to 95% of the shares subject to the 2018 Plan (however, we have historically not issued awards with minimum vesting periods of less than one year), subject to accelerated vesting upon a change in control, termination of employment or service or as otherwise determined by the Management Development and Compensation Committee;
- **Prohibition on Repricing and Below-Market Issuances:** The 2018 Plan prohibits repricing of awards, the issuance of stock options or stock appreciation rights ("SARs") below fair market value, and the transfer of nonqualified stock options or SARs by a participant for consideration;
- **Strict Share Counting Rules:** The 2018 Plan prohibits "liberal" share counting provisions, such as counting only the net number of shares issued upon exercise of a stock option or SAR, adding back shares withheld to satisfy taxes on any award or tendered to pay the exercise price of a stock option or SAR, and adding back shares repurchased by Aptar on the open market with the proceeds of an option exercise;
- **Dividend Prohibition on Stock Options and SARs:** The 2018 Plan prohibits dividends or dividend equivalents to be paid with respect to stock options and SARs;
- **Dividend Restrictions on Unearned Restricted Stock and RSUs:** The 2018 Plan prohibits the payment of dividends and dividend equivalents on a current basis with respect to restricted stock and RSUs—meaning that any dividends or dividend equivalents paid will be subject to the same vesting conditions as the underlying awards; and
- **Compensation Limits for Non-Employee Directors:** The 2018 Plan sets limits as to the total compensation that non-employee directors may receive (for service as a non-employee director) during each fiscal year.

Our executive officers and directors have an interest in the approval of the amendment to the 2018 Plan because they are eligible to receive equity awards under the 2018 Plan.

### Description of the 2018 Plan

The 2018 Plan became effective on May 2, 2018 and will terminate on May 2, 2028 unless terminated sooner by the Board or Committee. A summary of the material features of the 2018 Plan is provided below. The summary is qualified in its entirety by, and made subject to, the complete text of the 2018 Plan (as amended by the Plan Amendment) attached as Appendix A to this proxy statement.

#### 2018 Plan Share Limits

The Plan Amendment would increase the total number of shares available for issuance under the 2018 Plan by 1,000,000, from 3,150,000 to 4,150,000 (reduced by the number of shares of common stock subject to awards granted under the AptarGroup, Inc. 2016 Equity Incentive Plan on or after March 9, 2018). All of the available shares under the 2018 Plan may be issued in connection with incentive stock options ("ISOs") under Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"). The number of shares of common stock that remain available for future grants under the 2018 Plan will be reduced by the sum of the aggregate number of shares of common stock which become subject to an outstanding award. Shares of common stock available under the 2018 Plan may be treasury shares reacquired by Aptar or authorized and unissued shares, or a combination of both.

Under the terms of the 2018 Plan, to the extent that shares of common stock subject to an outstanding award granted under either the 2018 Plan or any equity compensation plan previously maintained by Aptar on behalf of employees or non-employee directors (a "Prior Plan") are not issued or delivered by reason of (i) the expiration, termination, cancellation, or forfeiture of such award or (ii) the cash settlement of such award, then such shares of common stock will again be available under the 2018 Plan. The number of shares that again become available pursuant to this paragraph will be equal to one share for each share subject to an award described in this paragraph; provided, however, any shares from a Prior Plan that become available again under the 2018 Plan pursuant to this paragraph will be added to the available share reserve based on the share deduction ratio set forth in such Prior Plan.

The 2018 Plan prohibits "liberal share recycling"-meaning that shares of common stock will not again be available under the 2018 Plan (i) if tendered to satisfy all or a portion of tax withholding obligations relating to an award, (ii) if withheld to pay the exercise price of stock options or SARs awarded or (iii) if repurchased by Aptar on the open market with the proceeds of an option exercise.

#### ***Non-Employee Director Award Limit***

The aggregate value of cash compensation and the grant date fair value of shares that may be awarded or granted during any fiscal year to any non-employee director may not exceed \$500,000, provided that this value will be multiplied by two for awards granted to a non-employee director in the year in which he or she commences services on the Board.

#### ***Terms of the Plan***

**Administration; Eligibility.** The 2018 Plan is administered by the Management Development and Compensation Committee. The 2018 Plan empowers the Management Development and Compensation Committee, among other things, to (i) select participants; (ii) make awards in such forms and amounts as the Committee will determine; (iii) impose limitations, restrictions and conditions upon awards as the Management Development and Compensation Committee deems appropriate; (iv) approve forms to carry out the purposes and provisions of the 2018 Plan; (v) interpret the 2018 Plan; (vi) adopt, amend, and rescind administrative guidelines and other rules and regulations relating to the 2018 Plan; (vii) correct any defect or omission or reconcile any inconsistency in the 2018 Plan or award granted under the 2018 Plan; and (viii) make all other determinations and take all other actions necessary or advisable for the implementation and administration of the 2018 Plan. The Management Development and Compensation Committee may, in its sole discretion and for any reason at any time, take action such that (i) any or all outstanding options and SARs will become exercisable in part or in full, (ii) all or a portion of the restriction period applicable to any outstanding awards will lapse, (iii) all or a portion of the performance period applicable to any outstanding awards will lapse and (iv) the performance goals (if any) applicable to any outstanding awards will be deemed to be satisfied at the target, maximum or any other interim level.

All grants of awards under the 2018 Plan are within the discretion of the Management Development and Compensation Committee. The Management Development and Compensation Committee does not have authority to reprice any stock option or SAR granted under the 2018 Plan without stockholder approval.

Under the terms of the 2018 Plan, participants in the 2018 Plan consist of such employees, non-employee directors, consultants, independent contractors and agents and persons expected to become employees, non-employee directors, consultants, independent contractors and agents of Aptar and its affiliates as the Management Development and Compensation Committee in its sole discretion may select from time to time. As of March 14, 2025, all Aptar employees (approximately 13,500 individuals) and non-employee directors (nine individuals) are eligible to participate in the 2018 Plan if selected by the Management Development and Compensation Committee.

**Minimum Vesting and Performance Period Requirements.** The 2018 Plan includes a minimum vesting and, if applicable, a minimum performance period of one year with respect to 95% of the shares subject to the 2018 Plan (however we have historically not issued awards with minimum vesting periods of less than one year). Vesting may accelerate upon a change in control, a termination of employment or service, including in the case of a termination without cause, constructive discharge, or termination of employment or service due to death, disability, or retirement, or as otherwise determined by the Management Development and Compensation Committee. The minimum vesting and performance period restrictions are not required with

respect to the number of shares that does not exceed five percent of the total number of shares available for awards under the 2018 Plan.

**Stock Options.** An option entitles the holder to receive upon exercise up to the maximum number of shares of common stock subject to the option at an option price that is fixed at the time the option is granted. Options may be either ISOs or nonqualified options, except that, as long as required by Section 422 of the Code, no ISO may be awarded to any employee of an Aptar affiliate that is not an Aptar “subsidiary corporation” (as such term is used in Section 422(b) of the Code) or any non-employee director, consultant, or independent contractor agent. The exercise price of an option may not be less than 100% of the fair market value of a share of common stock at the time the option is granted (or 110% in the case of an ISO granted to a holder of more than 10% of the common stock (a “10% Holder”)), unless the option was an award granted upon the assumption of, or substitution for, an outstanding equity award previously granted by another company in connection with a corporate transaction (a “Substitute Award”), in which case the exercise price will instead be subject to other requirements under the 2018 Plan. Subject to the minimum vesting requirements in the 2018 Plan, an option will be exercisable at such time or times as the Management Development and Compensation Committee determines at the time of grant, provided that an option may not be exercised later than 10 years after its date of grant (five years in the case of an ISO granted to a 10% Holder). The 2018 Plan allows optionees, to the extent permitted by the Management Development and Compensation Committee, to pay the exercise price of options in cash or common stock (valued at its fair market value on the date of exercise) or a combination of cash and common stock, with the proceeds from the sale of the shares purchased through an arrangement with a broker, or by authorizing Aptar to withhold whole shares that would otherwise be delivered upon the exercise of the option. No dividend equivalents will be paid on any options.

**SARs.** An SAR entitles the holder to receive upon exercise the excess of the fair market value of a specified number of shares of common stock at the time of exercise over a base price. Aptar will pay that amount to the holder in common stock (valued at its fair market value on the date of exercise), or to the extent provided for in an applicable award agreement, cash or a combination of cash and common stock, as the Management Development and Compensation Committee may determine. An SAR may be granted in tandem with a previously or contemporaneously granted option or independent of any option. The base price of an independent SAR will be fixed by the Management Development and Compensation Committee at not less than 100% of the fair market value of a share of common stock on the date of grant, unless the SAR is a Substitute Award, in which case the base price will instead be subject to other requirements under the 2018 Plan. An SAR granted in tandem with an option will entitle the optionee, in lieu of exercising the option, to receive (i) the excess of the fair market value of a share of common stock on the date of exercise over the option price multiplied by (ii) the number of shares as to which the optionee is exercising the SAR. If an SAR is granted in tandem with an option, the option will be cancelled to the extent the SAR is exercised, and the SAR will be cancelled to the extent the option is exercised. Subject to the minimum vesting requirements in the 2018 Plan, each SAR will be exercisable at such time or times as the Management Development and Compensation Committee determines at the time of grant, provided that an SAR may not be exercised later than 10 years after its date of grant. No dividend equivalents will be paid on any SAR.

**Restricted Stock.** Subject to the minimum vesting requirements in the 2018 Plan, the Management Development and Compensation Committee may grant restricted common stock with such restriction periods as the Management Development and Compensation Committee designates. A restricted stock award may be subject to other conditions of vesting, including performance goals, as the Management Development and Compensation Committee establishes. Except as otherwise provided in the 2018 Plan, the participant may not sell, assign, transfer, pledge, or otherwise encumber shares of restricted stock. Except for restrictions on transfer and other restrictions as the Management Development and Compensation Committee may impose, the participant will have all the rights of a holder of common stock as to restricted stock; provided that dividends payable on the common stock during the restriction period or the performance period, as the case may be, will be subject to the same restrictions as those on the shares of restricted stock.

**Restricted Stock Units.** Subject to the minimum vesting requirements in the 2018 Plan, the Management Development and Compensation Committee may award RSUs with such restriction periods as the Management Development and Compensation Committee designates. An RSU may be subject to other conditions to vesting, including performance goals, as the Management Development and Compensation Committee may establish. Each RSU represents the right to receive one share or, to the extent permitted in the applicable award agreement, the fair market value in cash of one share upon the expiration of the restriction period. A participant holding RSUs will not have the rights of a holder of common stock. Any

dividend equivalents paid to a holder of an RSU will be subject to the same vesting conditions as the underlying award.

**Performance Goals.** Performance goals may include, but are not limited to, the corporate-wide or affiliate, business segment, division, operating unit, or individual measures set forth below. In its discretion, the Management Development and Compensation Committee may establish any other objective or subjective corporate-wide or affiliate, division, operating unit or individual measures as performance goals, whether or not listed in the 2018 Plan.

- **Profitability Measures:** (1) earnings per share; (2) earnings before interest and taxes (“EBIT”); (3) earnings before interest, taxes, depreciation and amortization (“EBITDA”); (4) business segment income; (5) net income; (6) operating income; (7) revenues; (8) profit margin; (9) cash flow(s); and (10) expense reduction;
- **Capital Return Measures:** (1) return on equity; (2) return on assets or net assets; (3) return on capital or invested capital; (4) EBIT to capital ratio; (5) EBITDA to capital ratio; (6) business segment income to business segment capital ratio; (7) working capital ratios; (8) total stockholder return; (9) increase in stockholder value; (10) attainment by a share of common stock of a specified market value for a specified period of time; and (11) price-to-earnings growth; and
- **Other Performance Measures:** (1) successful implementation of strategic initiatives relating to cost reduction, revenue production, and/or productivity improvement; (2) successful integration of acquisitions; (3) market share; (4) economic value created; (5) market penetration; (6) customer acquisition; (7) business expansion; (8) customer satisfaction; (9) reductions in errors and omissions; (10) reductions in lost business; (11) management of employment practices and employee benefits; (12) supervision of litigation; (13) supervision of information technology; and (14) quality and quality audit scores.

**Deferral.** A participant may defer receipt of all or a portion of any award in accordance with procedures established by the Management Development and Compensation Committee and in accordance with Section 409A of the Code.

**Transferability.** Awards are not transferable other than (i) by will or the laws of descent and distribution or pursuant to beneficiary designation procedures approved by Aptar or (ii) as a transfer of stock options without value to a “family member” (as defined in Form S-8) if approved by the Management Development and Compensation Committee. Except to the extent permitted by the foregoing sentence, each award may be exercised or received during a participant’s lifetime only by the participant or the participant’s legal representative or similar person. No award may be transferred by a participant for value or consideration.

**Fair Market Value.** Fair market value on any date means the closing price of a share of common stock on the New York Stock Exchange on that date (or, if such date is not a trading date, on the next preceding date that was a trading date). On March 14, 2025, the closing price of our common stock on the New York Stock Exchange was \$146.66.

**Surrender.** If provided by the Management Development and Compensation Committee, a participant may surrender an award on such terms and conditions, and for such consideration, as the Management Development & Compensation Committee determines.

**Withholding.** The Management Development and Compensation Committee has the power to withhold, or require a participant to remit to Aptar, an amount sufficient to cover withholding taxes with respect to shares issuable and/or amounts payable pursuant to the 2018 Plan. If permitted by the Management Development and Compensation Committee, a participant may elect to satisfy such taxes by making a cash payment to Aptar, having shares issuable under the 2018 Plan withheld, by delivering other shares to Aptar, or with the proceeds from the sale of shares through an arrangement with a broker.

**Amendment of the Plan.** The Management Development and Compensation Committee may amend the 2018 Plan, subject to any requirement of stockholder approval required by applicable law, rule, or regulation. No amendment may materially impair the rights of the holder of any outstanding award without his or her consent.

**Effective Date and Term of the Plan.** The 2018 Plan became effective on May 2, 2018 and will terminate on May 2, 2028 unless terminated earlier by the Board or Management Development and Compensation

Committee. Termination of the 2018 Plan will not affect the terms or conditions of any award granted prior to termination.

**Clawback of Awards.** Except to the extent prohibited by law, awards granted under the 2018 Plan and any cash payment or shares delivered pursuant to an award are subject to forfeiture and recovery by Aptar pursuant to any clawback or recoupment policy that Aptar may adopt from time to time, including its clawback policy adopted under the Dodd-Frank Act, or otherwise as required by law.

**Historical Equity Awards Table.**

The following table sets forth the number of stock options, stock appreciation rights, shares of restricted stock and restricted stock units granted over the lifetime of the 2018 Plan to the individuals and groups as indicated as of March 14, 2025:

Name and Position	Stock Options	Stock Appreciation Rights	Restricted Stock	Restricted Stock Units <sup>(1)</sup>
Stephan B. Tanda, President and CEO	104,022	-	-	297,710
Robert Kuhn, Executive Vice President, CFO	25,831	-	-	95,526
Gael Touya, President of Aptar Pharma	18,909	-	-	65,281
Marc Prieur, President of Aptar Beauty	20,555	-	-	66,909
Hedi Tlili, President of Aptar Closures	18,181	-	-	46,995
Xiangwei Gong, Executive Vice President, Strategic Group and President of Aptar Asia	16,378	-	-	63,965
All executive officers (9 persons)	241,154	-	-	745,932
All non-executive directors (9 persons)	-	-	-	56,244
All employees (other than current executive officers)	323,656	-	-	1,729,592

(1) Included in this column are 1,222,527 PRSUs (at target). Under the terms of the PRSU award agreements, the vesting level of the PRSU may range from 0% to 250% based on Aptar's performance during the three-year performance period.

**Federal Income Tax Consequences**

The following is a brief summary of the U.S. federal income tax consequences of awards made under the 2018 Plan. This discussion does not address all aspects of the United States federal income tax consequences of participating in the 2018 Plan that may be relevant to participants in light of their personal investment or tax circumstances and does not discuss any state, local, or non-United States tax consequences of participating in the 2018 Plan. Each participant is advised to consult his or her particular tax advisor concerning the application of the United States federal income tax laws to such participant's particular situation, as well as the applicability and effect of any state, local, or non-United States tax laws before taking any actions with respect to any awards.

**Options.** A participant will not recognize any income upon the grant of a stock option. A participant will recognize compensation taxable as ordinary income (and subject to income tax withholding if the participant is an employee) upon exercise of a nonqualified stock option equal to the excess of the fair market value of the shares purchased over their exercise price, and Aptar (or the affiliate employer) will be entitled to a corresponding deduction, except to the extent limited by Section 162(m) of the Code. A participant will not recognize income (except for purposes of the alternative minimum tax) upon exercise of an ISO. If the shares acquired by exercise of an ISO are held for the longer of two years from the date the option was granted or one year from the date the shares were transferred, any gain or loss arising from a subsequent disposition of such shares will be taxed as long-term capital gain or loss, and Aptar (or the affiliate employer) will not be entitled to any deduction. If, however, such shares are disposed of within the above-described period, then in the year of such disposition the participant generally will recognize compensation taxable as ordinary income equal to the excess of the lesser of (i) the amount realized upon such disposition and (ii) the fair market value of such shares on the date of exercise over the exercise price, and Aptar (or the affiliate employer) will be entitled to a corresponding deduction, except to the extent limited by Section 162(m) of the Code.

**SARs.** A participant will not recognize any taxable income upon the grant of an SAR. A participant will recognize compensation taxable as ordinary income (and subject to income tax withholding if the participant is an employee) upon exercise of an SAR equal to the fair market value of any shares delivered and the amount of any cash paid by Aptar upon such exercise, and Aptar (or the affiliate employer) will be entitled to a corresponding deduction, except to the extent limited by Section 162(m) of the Code.

**Restricted Stock.** A participant will not recognize taxable income at the time shares subject to restrictions constituting a substantial risk of forfeiture are granted, and Aptar (or the affiliate employer) will not be entitled

to a tax deduction at such time, unless the participant makes an election to be taxed at the time such restricted stock is granted. If such election is made, the participant will recognize compensation taxable as ordinary income (and subject to income tax withholding if the participant is an employee) at the time of grant in an amount equal to the excess of the fair market value of the shares at such time over the amount, if any, paid for such shares. If such election is not made, the participant will recognize compensation taxable as ordinary income (and subject to income tax withholding if the participant is an employee) at the time the restrictions constituting a substantial risk of forfeiture lapse in an amount equal to the excess of the fair market value of the shares at such time over the amount, if any, paid for such shares. The amount of ordinary income recognized by a participant by making the above-described election or upon the lapse of the restrictions constituting a substantial risk of forfeiture is deductible by Aptar (or the affiliate employer) as a compensation expense, except to the extent limited by Section 162(m) of the Code.

**Restricted Stock Units.** A participant will not recognize taxable income at the time an RSU award is granted, and Aptar (or the affiliate employer) will not be entitled to a tax deduction at that time. Upon the payment or settlement of any such award with unrestricted shares of common stock or cash, the participant will recognize compensation taxable as ordinary income (subject to income tax withholding if the participant is an employee) in an amount equal to the fair market value of any shares delivered and the amount of any cash paid by Aptar. This amount is deductible by Aptar (or the affiliate employer) as compensation expense, except to the extent limited by Section 162(m) of the Code.

**Section 162(m) of the Code.** Section 162(m) of the Code generally limits to \$1 million the amount that a publicly held corporation is allowed each year to deduct for the compensation paid to each of the corporation's chief executive officer, the corporation's chief financial officer and certain other current and former executive officers of the corporation.

### Required Vote

The approval of the amendment to our 2018 Plan requires the affirmative vote of a majority of the shares present virtually via webcast or represented by proxy at the Annual Meeting and entitled to vote thereon. Abstentions are considered votes present and entitled to vote on this proposal, and thus will have the same effect as votes "against" this proposal. Broker non-votes will have no effect on the outcome of this proposal.



The Board of Directors recommends a vote FOR the approval of the amendment to the 2018 Equity Incentive Plan.

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## Proposal 4: Ratification of the Appointment of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm for 2025

Aptar is asking stockholders to ratify the Audit Committee's appointment of PricewaterhouseCoopers LLP ("PwC") as Aptar's independent registered public accounting firm for the fiscal year ending December 31, 2025. PricewaterhouseCoopers LLP has audited Aptar's consolidated financial statements annually for over 30 years.



The Board of Directors and the Audit Committee recommend a vote **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm for 2025.

As described in its charter, the Audit Committee is responsible for the appointment, retention, termination, compensation and oversight of Aptar's independent registered public accounting firm. On an annual basis, the Audit Committee considers the engagement of the independent registered public accounting firm. In selecting PwC as Aptar's independent registered public accounting firm for fiscal 2025, the Audit Committee evaluated, among other factors:

- PwC's performance during fiscal year 2024 and in previous fiscal years, including the quality of PwC's services, the sufficiency of PwC's resources and the quality of the Audit Committee's ongoing discussions with PwC;
- PwC's tenure as the Company's independent registered public accounting firm and the depth of its understanding of our business, accounting policies and practices and internal control over financial reporting;
- the professional qualifications of PwC, the lead audit engagement partner and other key engagement partners;
- the scope of PwC's independence program and its processes for maintaining its independence;
- the scope of PwC's internal quality control program and the result of its most recent quality control reviews, including reviews by the Public Company Accounting Oversight Board;
- the appropriateness of PwC's fees for audit and non-audit services (on both an absolute basis and as compared to its peer firms); and
- the relative benefits, challenges, overall advisability and potential impact of selecting a different independent registered public accounting firm.

PwC rotates its lead audit engagement partner every five years; the Audit Committee interviews proposed candidates and selects the lead audit engagement partner.

Representatives of PwC are expected to attend the annual meeting and will have the opportunity to make a statement if they desire to do so. It is also expected that those representatives will be available to respond to appropriate questions.

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES

The following table sets forth the aggregate fees (rounded to the nearest thousand) charged to Aptar by PwC for audit services rendered in connection with the audited consolidated financial statements and reports for the 2024 and 2023 fiscal years and for other services rendered during the 2024 and 2023 fiscal years to Aptar and its subsidiaries. The numbers in the table below may not sum due to rounding.

Fee Category	2024	% of Total	2023	% of Total
Audit Fees	\$ 4,358,150	76 %	\$ 4,476,200	98 %
Audit-Related Fees	80,000	1 %	13,900	0 %
Tax Fees	623,100	11 %	79,400	2 %
All Other Fees	680,500	12 %	900	0 %
Total Fees	\$ 5,741,750	100 %	\$ 4,570,400	100 %

Audit Fees primarily represent amounts billed for the audit of Aptar's annual financial statements, including statutory audits of the financial statements at certain non-U.S. locations, the audit of our internal control over financial reporting, reviews of our quarterly financial statements, providing consents and reviewing documents to be filed with the SEC.

Audit-Related Fees primarily represent amounts billed for attestations for certifications for a foreign subsidiary.

Tax Fees primarily represent amounts billed for services related to tax advice on the Company's global tax structure, which includes U.S./international tax advisory and transfer pricing related services. Tax Fees also include tax compliance and preparation services including federal, state and international tax compliance and assistance with tax audits and appeals. Lastly, Tax Fees includes tax due diligence services in support of the Company's acquisition related activity.

All Other Fees primarily represent financial due diligence services performed in connection with the Company's acquisition activity and for subscriptions to virtual accounting services.


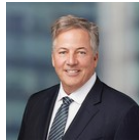


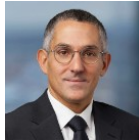

The Audit Committee's policies and procedures require pre-approval for all audit and permissible non-audit services to be performed by Aptar's independent registered public accounting firm. These services are pre-approved by the entire Audit Committee; however, the Audit Committee may delegate to one or more of its members the authority to grant such pre-approvals provided that any such decision of such member or members must be presented to the full Audit Committee at its next scheduled meeting.

# Executive Officer Compensation

## COMPENSATION DISCUSSION AND ANALYSIS

### Executive Summary

Following is a discussion and analysis of our compensation programs as they apply to our NEOs for 2024, namely:

 <p><b>Stephan B. Tanda</b> President and Chief Executive Officer ("CEO")</p>	 <p><b>Robert W. Kuhn</b> Former Executive Vice President, Chief Financial Officer ("CFO")</p>	 <p><b>Gael Touya</b> President of Aptar Pharma segment</p>	 <p><b>Marc Prieur</b> President of Aptar Beauty segment</p>	 <p><b>Hedi Tlili</b> President of Aptar Closures segment</p>	 <p><b>Xiangwei Gong</b> Executive Vice President, Strategic Group Development, and President of Aptar Asia</p>
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Robert W. Kuhn retired from the Company on December 31, 2024. On January 1, 2025, Vanessa Kanu succeeded Mr. Kuhn as Executive Vice President and Chief Financial Officer of Aptar. In addition, with respect to 2024, Mr. Prieur is not a "named executive officer" under SEC disclosure rules; however, this Compensation Discussion and Analysis and the executive compensation tables that follow provide, on an informational basis only, details of the compensation paid to Mr. Prieur with respect to 2024.

### Financial and Operational Highlights

In 2024, Aptar achieved the following:

<b>\$3.6 billion</b> Record Reported Sales	<b>31st year</b> 31st consecutive year of paying an increased aggregate annual dividend	<b>\$375 million</b> Annual net income	<b>\$5.53</b> Annual diluted earnings per share
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## Executive Compensation Highlights

<p>Independent Management Development and Compensation Committee</p>	<p>Compensation Consultant retained by and reporting directly to the Management Development and Compensation Committee</p>	<p>Pay that is designed to be competitive, with a significant portion delivered as performance-based and/or at-risk compensation</p>	<p>Emphasis on future pay opportunity vs. current pay</p>	<p>Mix of performance metrics supportive of our business strategy and compensation objectives</p>
<p style="text-align: center;"><b>TARGET PAY "AT-RISK"(1)</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>86%</b> CEO Pay At-Risk</p> </div> <div style="text-align: center;">  <p><b>72%</b> NEO Pay At-Risk</p> </div> </div> <p>A significant portion of our targeted annual compensation is performance-based and/or subject to forfeiture ("At-Risk") (defined as short-term incentives plus time and performance-based long-term incentives), with emphasis on variable pay to reward short- and long-term performance measured against pre-established objectives developed based on our Company's strategy and aligned with stockholder value creation.</p> <p>(1) NEO Pay At-Risk represents an average of the at-risk pay of our NEOs excluding the CEO</p>		<p style="text-align: center;"><b>TARGET PAY IS LONG-TERM(1)</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>70%</b> CEO Pay Long-Term</p> </div> <div style="text-align: center;">  <p><b>50%</b> NEO Pay Long-Term</p> </div> </div> <p>Our long-term incentive awards are equity-based and have multi-year vesting provisions to encourage retention.</p> <p>(1) NEO Pay Long-Term represents an average of the long-term pay of our NEOs excluding the CEO</p>		

The following table lists the material elements of Aptar’s 2024 executive compensation program applicable to the NEOs. The Management Development and Compensation Committee believes that the design of Aptar’s executive compensation program balances fixed and variable compensation elements, provides alignment with Aptar’s short and long-term financial and strategic priorities through the annual and long-term incentive programs, and provides alignment with stockholder interests and considers the competitive practices of our peers as well as other companies of our revenue size.

Element	Description	Purpose	Factors Influencing Amount
<b>Salary</b>	<ul style="list-style-type: none"> <li>Fixed cash compensation</li> <li>Reviewed annually and adjusted if appropriate</li> </ul>	<ul style="list-style-type: none"> <li>Facilitate attraction and retention</li> <li>Recognize individual’s skills, competencies and experience</li> </ul>	<ul style="list-style-type: none"> <li>Experience, market data, individual role and responsibilities and individual performance</li> </ul>
<b>At-Risk</b>	<p><b>Annual Short-Term Incentives (“STI”)</b></p> <ul style="list-style-type: none"> <li>Variable cash incentive compensation based on Company and/or Segment/unit performance with respect to three metrics: STI Adjusted EBITDA, core sales and an optimization initiative, which measures selling, general and administrative costs and the labor cost portion of cost of sales as a percentage of sales</li> <li>Target achievement levels for STI Adjusted EBITDA and core sales metrics are based on improvements in performance from the prior year, with those target levels of improvement the same as in prior years to enhance long-term focus</li> <li>Target achievement level for the optimization initiative metric anchored on our 2024 budget</li> <li>Emphasizes profit (50%) and cost controls (25%) over sales (25%)</li> <li>Capped payouts if maximum goals are met</li> <li>Participants may elect to receive up to 50% of STI in RSUs, with additional RSUs granted equal to 20% of elected amount</li> </ul>	<ul style="list-style-type: none"> <li>Provide an incentive to achieve performance goals that are deemed critical to the business, our strategy and aligned with stockholder value creation</li> <li>Motivate improvement in Company performance from the prior year</li> </ul>	<ul style="list-style-type: none"> <li>Annual target opportunity determined annually based on market data, individual role and responsibilities and individual performance</li> <li>Payout based on Company and Segment/unit performance compared to prior year or in the case of the optimization initiative, based on performance compared to targets anchored to budget</li> </ul>
	<p><b>Long-term Incentives (“LTI”)</b></p> <p>PRSUs account for 50% of target LTI value with vesting contingent upon Company performance measured over three years based on the following:</p> <ul style="list-style-type: none"> <li>Adjusted ROIC based on internally established objectives (2)</li> </ul>	<ul style="list-style-type: none"> <li>Build ownership and align with stockholders’ interests</li> <li>Provide an incentive to achieve performance goals that are deemed critical to the business, our strategy and aligned</li> </ul>	<ul style="list-style-type: none"> <li>Intended target amount of all LTI awards is based on individual role and responsibilities, individual performance and U.S. market data; for PRSUs, vesting only occurs if a threshold</li> </ul>

	<ul style="list-style-type: none"> <li>Adjusted ROIC subject to modifier, based on TSR for the period relative to the S&amp;P 400 Mid Cap companies (3)</li> </ul>	with stockholder value creation	level of achievement is attained
RSUs account for 25% of target LTI value with awards vesting ratably over a three-year period based on continued service		<ul style="list-style-type: none"> <li>Build ownership and align with stockholders' interests</li> <li>Facilitate retention</li> <li>Reward long-term success and growth</li> </ul>	<ul style="list-style-type: none"> <li>Intended target amount of all LTI awards is based on individual role and responsibilities, individual performance and market data.</li> </ul>
Stock Options account for 25% of target LTI value with awards vesting ratably over a three-year period based on continued service		<ul style="list-style-type: none"> <li>Build ownership and align with stockholders' interests</li> <li>Facilitate retention</li> <li>Reward long-term success and growth</li> <li>Provide incentive to take actions that support stockholder value creation as the stock options will have no value unless the stock price appreciates above the underlying exercise price</li> </ul>	<ul style="list-style-type: none"> <li>Intended target amount of all LTI awards is based on individual role and responsibilities, individual performance and market data; number of options based on Black-Scholes options-pricing model.</li> <li>Stock options only have value if the stock price appreciates above the exercise price.</li> </ul>

- (1) For Touya, Prieur, Tlili and Gong, a portion of their STI is based on the STI Adjusted EBITDA improvement and core sales growth in the NEOs' areas of responsibility. See "Short-Term Incentives" later in this Compensation Discussion and Analysis.
- (2) Adjusted return on invested capital (or Adjusted ROIC) over the three-year period, is defined as the three-year average of (i) adjusted earnings before net interest (but after taxes), which includes the impact of restructuring charges at 40% in year one and 30% in years two and three, but excludes acquisition-related costs, purchase accounting adjustments related to acquisitions and investments and net unrealized investment gains and losses related to observable market price changes on equity securities, divided by (ii) the Company's average capital (*i.e.*, equity excluding currency effects plus net debt). The target is adjusted down for 0.2% for every \$100M in acquisitions over the three-year performance period. The 0.2% adjustment assumes that over the performance period, the acquisition will become accretive to returns.
- (3) Total stockholder return (or TSR) is measured by price appreciation of the Company's common stock over a three-year performance period and reinvestment of dividends, and is compared to the TSR of the S&P 400 MidCap Index over such three-year performance period.

## Compensation Philosophy and Objectives

Our compensation philosophy and objectives are, first and foremost, to fairly and competitively compensate our executives for growing our business and increasing value for stockholders and, secondly, to retain our experienced management team.

We believe that the following factors are supportive of our compensation objectives:



### What We Do

- Pay program designed to be reasonable, performance-based and supportive of our business strategy and compensation objectives
- Significant amount of pay that is at-risk (both annual and long-term), with a substantial amount provided in equity (and therefore aligned with stockholders)
- Stock ownership guidelines, limits on executive officer stock trading and prohibition of hedging or pledging of Aptar equity securities
- Employment and change-in-control agreements that are designed to be competitive in markets in which we compete for executive talent
- Our annual equity awards contain double trigger vesting provisions in the event of a change in control
- We maintain a stand-alone clawback policy allowing for the recoupment of compensation in the event of a financial statement restatement
- The performance-based component of the annual equity grant represents 75% of the annual equity grant, delivered 50% in PRSUs, 25% in stock options



### What We Do Not Do

- Tax gross-up agreements with NEOs, other than those related to relocation benefits or expatriate assignments
- Significant perquisites other than common perquisites provided in the context of expatriate assignments or related to relocation
- Practices or design features that encourage excessive risk taking
- Reprice stock options without stockholder approval
- Grant discounted stock options

## Stockholder Feedback on Compensation Practices



The Management Development and Compensation Committee considered the continued support that our proposal on executive compensation received from stockholders at our 2024 annual meeting of stockholders, at which approximately 97.4% of votes cast (excluding abstentions and broker non-votes) were in favor of our compensation policies and practices. Overall, we achieved a five-year average vote of approximately 97% of votes cast. The Management Development and Compensation Committee determined that the Company's executive compensation philosophy and objectives and compensation elements continued to be appropriate and no changes were made to our executive compensation program in response to the advisory vote.

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**Factors Considered when Determining Compensation Levels:****Industry Data**

- We benchmark all roles against size-appropriate published general industry survey data covering the U.S. and local international markets.

**Peer Data Review**

- We review proxy data from the Company's compensation peer group for the CEO and CFO roles as well as pay practices and program design.

**Individual**

- We understand the importance of retaining a talented executive management team, which manages a globally diverse business while balancing a unified, single management team with a high focus on delivering results. We review past compensation levels and place a high value on the experience of executive management.

The Management Development and Compensation Committee has historically intended to create a compensation program for NEOs that generally targets cash compensation at the median, overall and by compensation element. The Management Development and Compensation Committee may deviate from its targeted positioning (positioning total pay and/or any element above or below market median) based on circumstances such as executive tenure, Company/Segment performance, individual performance, functional duties relative to those captured by survey and proxy data as well as internal equity. The benchmarking study conducted by Pay Governance used for evaluating Aptar's 2024 executive compensation program, described in further detail below, noted the following high-level findings for our executive officers, including NEOs, as compared to general industry survey data:

- Base salaries generally fell between the 35<sup>th</sup> and 65<sup>th</sup> percentiles;
- Target cash compensation levels generally ranked between the 45<sup>th</sup> and 65<sup>th</sup> percentiles;
- Long-term performance incentives were generally between the 50<sup>th</sup> and 75<sup>th</sup> percentiles; and
- Target total direct compensation levels (salary + target bonus + target LTI values) were generally between the 50<sup>th</sup> and 75<sup>th</sup> percentiles.

For 2024, the Management Development and Compensation Committee confirmed the compensation peer group ("Peer Group") which serves as part of the basis for the Management Development and Compensation Committee's decisions regarding the pay of the CEO and CFO. Peer group data were developed from proxies and supplemental information reported by several compensation surveys for CEOs and CFOs at industrial companies viewed as comparable in size to Aptar. In consultation with Pay Governance, the Management Development and Compensation Committee and management used the following characteristics to assess the Company's current peers as well as to identify any potential replacements:

- Compete with Aptar for market share, operate in similar industries (e.g., packaging, specialty chemicals, specialty materials) and are based in the U.S.;
- Provide similar intermediate products (e.g., structured materials, packaging, closures, spray products) to similar end-use markets (e.g., consumer, beauty, home, pharmaceutical, medical, healthcare, food, beverage);
- Fall within a reasonable range of Aptar's size and scale based on several factors (e.g., revenue, assets, invested capital, number of employees, market capitalization);
- Earn a considerable amount of their revenue outside of the U.S.;
- Appear to be valued like Aptar by the stock market based on their market capitalization to revenue vs. Aptar's; and
- Compete with Aptar for senior executive talent (companies from which Aptar potentially would recruit senior talent or possibly lose senior talent).

The Peer Group is not a comprehensive list of all of Aptar's competitors. Rather, it includes a set of companies that meet most, but not necessarily all, of the peer group selection criteria noted above. The Management Development and Compensation Committee approved the Peer Group for evaluating target pay levels of the CEO and CFO as well as for assessing Aptar's executive pay practices and policies. The following companies were included in the Peer Group for 2024, which was the same Peer Group used to evaluate 2023 compensation decisions:

**2024 Peer Group Companies:**

Albemarle Corp.	Perrigo Company
Ashland Global Holdings Inc.	Revvity, Inc.
Berry Global Group, Inc.	Sealed Air Corp
Catalent, Inc.	Sensient Technologies, Inc.
CCL Industries, Inc.	Silgan Holdings Inc.
Enovis Corporation	Sonoco Products Co.
ICU Medical, Inc.	Stericycle, Inc.
Ingredion Inc.	STERIS plc
International Flavors & Fragrances	Teleflex Inc.
McCormick & Company	West Pharmaceutical Services, Inc.

The Management Development and Compensation Committee reviews compensation survey information prepared by its compensation consultant for the CEO and other executive officer positions annually. Consistent with prior years, the compensation elements evaluated by Pay Governance in 2024 were base salary, target annual cash incentives, target total cash compensation (the sum of base salaries and target cash incentives), target LTI, and target total direct compensation (the sum of target total cash compensation and target LTI). In considering compensation for the CEO and CFO, the Management Development and Compensation Committee considered Peer Group compensation data compiled from the most recent proxy statement at the time of analysis, in addition to the compensation survey information prepared by Pay Governance. When determining the 2024 compensation opportunities of executive officers other than Mr. Tanda, the Management Development and Compensation Committee also reviewed recommendations furnished by Mr. Tanda, including salary, target annual cash incentive and target LTI recommendations. In 2024, Mr. Tanda, participated in all discussions regarding salaries and incentive compensation for all of our executive officers, except during discussions regarding his own compensation. Mr. Tanda made suggestions or recommendations during these discussions; however, all deliberations and determinations regarding the compensation of our executive officers were made solely by the Management Development and Compensation Committee.

Targeted base salary, annual incentive opportunities and LTI grant values were provided by Pay Governance from several compensation surveys covering U.S. and non-U.S. executives and included general industry data for hundreds of companies. Wherever possible, the market data was adjusted to Aptar's revenue size or the size of the position's operating unit. The same compensation elements also were reviewed by Pay Governance in the analysis of Peer Group data for Messrs. Tanda and Kuhn.

## Elements of Our Executive Compensation Program

There are three main elements of our executive compensation program which are described below.

**Salary.** The salary level of the CEO is established by the Management Development and Compensation Committee each January after evaluating individual performance and discussing the market data provided by Pay Governance. The salary levels of the other NEOs are also set each January after evaluating and discussing the recommendations of the CEO and reviewing the market data provided by Pay Governance for the other NEO positions. In 2024, the Management Development and Compensation Committee increased the salaries of our NEOs from the 2023 levels as follows:

Name	2024 Salary	2023 Salary	% Increase
<b>Tanda</b>	\$ 1,175,000	\$ 1,118,500	5 %
<b>Kuhn</b>	\$ 715,364	\$ 681,299	5 %
<b>Touya(1)</b>	\$ 601,971	\$ 573,294	5 %
<b>Prieur(2)</b>	\$ 664,273	\$ 625,779	6 %
<b>Tlili(3)</b>	\$ 575,571	\$ 541,798	6 %
<b>Gong</b>	\$ 516,906	\$ 494,647	4 %

- (1) Mr. Touya's compensation is denominated in Euros and was translated to U.S. dollars using the average exchange rate for the year. His 2024 salary in Euros is 556,425, which represents a 5% increase over his 2023 salary in Euros.
- (2) Mr. Prieur's compensation is denominated in Swiss Francs and was translated to U.S. dollars using the average exchange rate for the year. His 2024 salary in Swiss Francs is 584,697, which represents a 4% increase over his 2023 salary in Swiss Francs.
- (3) Mr. Tlili's compensation is denominated in Euros and was translated to U.S. dollars using the average exchange rate for the year. His 2024 salary in Euros is 532,022, which represents a 4% increase over his 2023 salary in Euros.

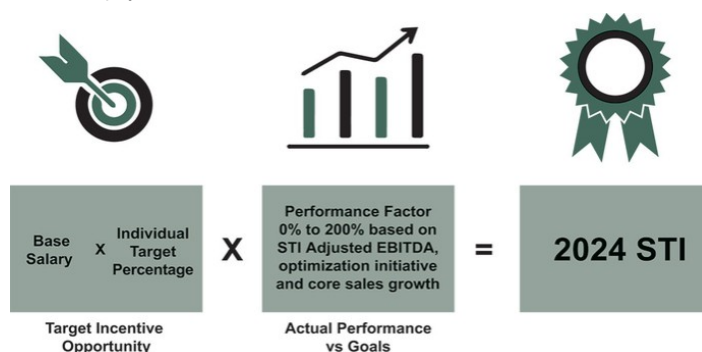
### Short-term Incentives ("STI")

The Management Development and Compensation Committee continues to maintain the Company's historical approach to linking pay to performance. The STI plan is based on STI Adjusted EBITDA, core sales growth and an optimization initiative metric, which is measured as the sum of selling, general and administrative costs and the labor cost portion of cost of sales as a percentage of sales, with the STI design placing three times as much emphasis on profitability and cost controls than top-line growth. In addition, the 2024 STI design continues to emphasize segment/unit results with different STI Adjusted EBITDA and core sales goals for each segment/unit. Consistent with 2023, the Management Development and Compensation Committee included the optimization initiative metric as a performance goal under the STI plan in order to incentivize the NEOs to focus on cost management and operational leverage, which is consistent with our strategic priorities for the next five years and reinforces the importance of this key metric as a priority throughout the organization. The Management Development and Compensation Committee chose STI Adjusted EBITDA, core sales growth and the optimization initiative metric as performance measures because they are viewed as being directly tied into goals that we believe are critical to our business strategy and the creation of stockholder value.

The Company STI Adjusted EBITDA and core sales growth goals under the STI place emphasis on continuous improvement over the prior year's results. As a result, NEOs earn no STI payout with respect to such goals if results are less than prior year performance, with results equal to the prior year producing a threshold payout (50% of target). Further, the Company continues to use year-over-year consistency for determining target and maximum payouts. Under this approach, the Management Development and Compensation Committee approved growth rates in STI Adjusted EBITDA and core sales, which do not change from year to year because they are based on the Company's long-term expectations of the business. The optimization initiative goals were anchored on our 2024 budget and require our cost reduction performance to be less than the budgeted amount in order to achieve target performance. For the NEOs other than the CEO and CFO, the STI Adjusted EBITDA and core sales performance factors are further weighted 40% Company performance and 60% on their respective areas of responsibility.

The target STI opportunity is a percentage of each NEO's base salary, and is determined annually based on market data, the Company's historical pay practices, individual role and responsibilities, internal equity, and individual performance. For 2024, the target STI opportunities, as a percentage of base salary, did not increase for the NEOs.

The following illustrates how the 2024 STI payouts were calculated:



At the beginning of 2024, the Management Development and Compensation Committee established the following growth in Company performance and weightings for the STI Adjusted EBITDA and core sales growth metrics for 2024. These growth objectives for the STI Adjusted EBITDA and core sales growth goals are consistent with prior years, as well as with the Company’s continuous improvement mindset. They also consider our economic expectations for our different segments.

2024 STI Performance for Corporate and Segments

Corporate and Segments STI Adjusted EBITDA(1) Growth vs Prior Year (Weighted 50% of Target)(3)						Corporate and Segments Core Sales(2) Growth vs Prior Year (Weighted 25% of Target)(3)					
Corp	Beauty	Pharma	Closures	Asia	Performance Factor	Corp	Beauty	Pharma	Closures	Asia(3)	Performance Factor
<0 %	<0 %	<0 %	<0 %	<0 %	0 %	<0 %	<0 %	<1 %	<0 %	<1 %	0 %
0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	50.0 %	0.0 %	0.0 %	1.0 %	0.0 %	1.00 %	50.0 %
5.0 %	5.0 %	7.0 %	5.0 %	9.0 %	100.0 %	4.0 %	3.0 %	7.0 %	4.0 %	8.00 %	100.0 %
7.0 %	7.0 %	8.3 %	7.0 %	11.3 %	125.0 %	5.0 %	4.0 %	8.0 %	4.8 %	9.00 %	125.0 %
10.0 %	10.0 %	9.5 %	10.0 %	13.5 %	150.0 %	6.0 %	5.0 %	9.0 %	5.5 %	10.00 %	150.0 %
13.0 %	13.0 %	10.8 %	13.0 %	15.8 %	175.0 %	6.5 %	5.5 %	10.0 %	6.3 %	11.00 %	175.0 %
15.0 %	15.0 %	12.0 %	15.0 %	18.0 %	200.0 %	7.0 %	6.0 %	11.0 %	7.0 %	12.00 %	200.0 %

- (1) STI Adjusted EBITDA is defined as earnings before interest, taxes, depreciation and amortization, excluding acquisition costs, impact of acquisitions in the year acquired and a portion of transformation costs.
- (2) Core sales growth is defined as organic sales growth that excludes currency effects and acquisition effects in the last 12 months.
- (3) For performance between performance levels, payout levels will be determined based on straight line interpolation.

Actual Growth Rates	Corporate and Segments STI Adjusted EBITDA Growth vs Prior Year (Weighted 50% of Target)	Corporate and Segments Core Sales Growth vs Prior Year (Weighted 25% of Target)
Corporate	9.8 %	3.0 %
Beauty	(5.1)%	(3.8)%
Pharma	12.0 %	7.2 %
Closures	15.6 %	4.5 %
Asia	9.1 %	12.8 %

At the beginning of 2024, the Management Development and Compensation Committee established the following achievement levels for the optimization initiative metric for 2024, which achievement levels were anchored on our 2024 Board-approved budget:

2024 Corporate Optimization Initiative Performance (Weighted 25% of Target)(1)	
Performance Factor	Performance Level
50%	38.3%
100%	37.8%
200%	37.2%
2024 Actual Performance	38.3%

- (1) The optimization initiative metric is defined as the sum of selling, general and administrative costs and the labor cost portion of cost of sales as a percentage of sales, excluding the impact of any restructuring activity and the impact of any acquisitions and mergers and acquisitions activity that does not result in the consummation of a transaction.

Based on actual performance in 2024 and applying the weighting described above, the following performance factors were determined for 2024 and resulted in the following 2024 STI (adjusted for rounding):

NEO	2024 Base Salary	Target %	Target \$	Performance Factor(3)	2024 STI
<b>Tanda</b>	\$ 1,175,000	120 %	\$ 1,410,000	108.5 %	\$ 1,530,417
<b>Kuhn</b>	\$ 715,364	85 %	\$ 608,059	108.5 %	\$ 659,989
<b>Touya(1)</b>	\$ 601,971	75 %	\$ 451,478	126.7 %	\$ 550,953
<b>Prieur(2)</b>	\$ 664,273	75 %	\$ 498,205	50.9 %	\$ 248,547
<b>Tlili(2)</b>	\$ 575,571	75 %	\$ 431,678	128.4 %	\$ 534,080
<b>Gong</b>	\$ 516,906	75 %	\$ 387,680	111.2 %	\$ 431,221

- (1) The 2024 Base Salary, Target and 2024 STI for Messrs. Touya and Tlili were denominated in Euros and converted to USD using the average exchange rate for the year. Their awards were calculated using the spot rate on the initial payment date of the award, which was February 27, 2025.
- (2) Mr. Prieur's 2024 Base Salary, Target and 2024 STI were denominated in Swiss Francs and converted to USD using the average exchange rate for the year. His award was calculated using the spot rate on the payment date of the award, which was February 27, 2025.
- (3) Slight variance in the calculation is due to rounding in the displayed Performance Factor.

The Management Development and Compensation Committee believes it is important to encourage executive officer stock ownership and provide opportunities to increase equity ownership. For those reasons, an executive officer may elect to receive up to 50% of his or her STI in the form of RSUs. If an executive elects to receive a portion of his or her STI in RSUs, the executive will also receive an additional 20% of the elected amount in the form of RSUs to recognize the difference in earned cash STI payouts and RSUs that remain at risk to changes in stock price as well as continued service. The value of each RSU is determined by the closing share price on the NYSE on the day preceding the date of grant. RSUs vest over a three-year period, with one third vesting on each of the first three anniversaries of the grant date, and the RSUs converting into our common stock following the vesting date. Recipients of RSUs may not vote the units in stockholder votes and they do not earn or receive any dividend payments on the units. Messrs. Tanda, Kuhn and Touya and Ms. Gong elected to receive a portion of their 2024 STI in RSUs, which election applied to the payouts described above.

## Long-term Performance Incentives (“LTIs”)

We manage our business for the long-term benefit of all stakeholders and consequently we believe that it is important that our NEOs receive a substantial portion of their compensation in the form of long-term incentives (LTI). Additionally, we believe LTI compensation in the form of equity awards provide a strong alignment between the interests of our NEOs and our stockholders. The Management Development and Compensation Committee also believes that LTI awards are an essential tool in promoting executive retention. Consistent with our 2023 LTI structure, the annual LTI grants in 2024 was comprised of 50%

PRSUs, 25% stock options and 25% time-based RSUs. Dividends are not declared or paid with respect to RSUs, PRSUs or stock options.

## Setting Award Value

In early 2024, the Management Development and Compensation Committee granted the NEOs LTI awards. In approving the 2024 LTI awards and based on a review of market data, as reported by Pay Governance, the Management Development and Compensation Committee also approved a market-based approach to determining LTI values, which calculates the grant value delivered to award recipients based on current market price rather than accounting values. The Management Development and Compensation Committee believes that the use of a market-based approach to determine the number of shares to grant aligns with prevalent market practice and is more representative of the intended targeted value of compensation to be granted to participants. Target amounts of the LTI awards are also based on individual roles and responsibilities, individual performance and market data. The target LTI amount for Mr. Tanda was increased from 450% to 520% of base salary, to better position his target total direct compensation at the median of our Peer Group, based on a review of the Company's Peer Group and other relevant market data. The target LTI amount, as a percentage of base salary, for the other NEOs did not change as compared to 2023. Once the LTI target award value was determined for each NEO, the award was divided between PRSUs, RSUs and stock options, weighted 50%, 25% and 25% respectively. The weights between LTI elements are intended to strike a reasonable balance between performance-based grants (PRSUs and stock options) and time or service-based grants (RSUs), consistent with the Company's pay philosophy and principles.

The following table sets forth the target LTI award value, as a percentage of base salary and in absolute dollars, of the 2024 LTI awards received by each NEO.

NEO	Target Value of LTI Award as a % of Base Salary	Target Value of LTI award(1)
Tanda	520 %	\$ 6,110,000
Kuhn	200 %	\$ 1,430,728
Touya	175 %	\$ 1,055,090
Prieur	175 %	\$ 1,174,093
Tlili	175 %	\$ 1,008,817
Gong	175 %	\$ 904,586

(1) Because the amounts reported in this column represent the market-based targeted grant values, they differ from the amounts reported in the 2024 Summary Compensation Table, which are determined in accordance with applicable accounting rules based on the stock price at the date of grant or, in the case of stock options, a Black-Scholes valuation.

## PRSUs

PRSUs are measured over a three-year performance period, with the measurement date beginning in the 2<sup>nd</sup> quarter of the initial year of the performance period and ending in the 2<sup>nd</sup> quarter three years thereafter. For 2024, the Management Development and Compensation Committee granted PRSUs as 50% of the target LTI award, which vest based on the Company's Adjusted ROIC modified by the relative TSR performance over a three-year performance period, with potential vesting ranging from 0% to 250% of the target number of shares subject to the award (the "Target Shares") as follows:

- Adjusted ROIC over the three-year performance period, is defined as the three-year average of (i) adjusted earnings before net interest (but after taxes), which includes the impact of restructuring charges at 40% in year one and 30% in years two and three, but excludes the acquisition-related costs, purchase accounting adjustments related to acquisitions and investments and net unrealized investment gains and losses related to observable market price changes on equity securities, divided by (ii) the Company's average capital (*i.e.*, equity excluding currency effects plus net debt). The target is reduced by 0.2% for every \$100M in acquisitions which is weighted for time outstanding in the performance period. The 0.2% adjustment assumes that over the performance period, the acquisition will become accretive to returns. The Management Development and Compensation Committee

established the Adjusted ROIC performance levels to be challenging but achievable, requiring the strong and consistent performance of the Company over the three-year performance period.

- TSR relative to the S&P 400 MidCap Index over the three-year performance period, was moved from an independent weighted metric to a modifier for the ROIC payout to place greater emphasis on achieving our internal, long-term ROIC objectives without diminishing the importance of producing better than average returns for shareholders. TSR is measured by share price appreciation of the Company's common stock over the three-year performance period and reinvestment of dividends, as compared to the TSR of the S&P 400 MidCap Index over the performance period. For the TSR component, the vesting will be determined in accordance with the following schedule:

Company TSR Percentile Rank as compared to the S&P 400 MidCap	Modifier
25th percentile and below	75%
50th percentile	100%
75th percentile and above	125%

## RSUs

Twenty-five percent of the 2024 LTI program consisted of time-based RSUs, which vest over a three-year service period, subject to the NEO's continued employment through the applicable vesting date except to the extent an event triggers accelerated vesting of the 2024 RSUs under the terms of the award agreement or his or her employment or other agreement, as applicable. RSUs are included as a component under the annual LTI program to further enhance the retentive aspect of the Company's executive compensation program and further align the interests of our NEOs with the long-term interests of the Company's stockholders as the value of the RSUs remains at-risk and fluctuates based on our stock price performance.

## Stock Options

The remaining component of the 2024 LTI program consisted of stock options, which vest over a three-year period, subject to the NEO's continued employment through the applicable vesting date except to the extent an event triggers accelerated vesting of the 2024 stock options under the terms of the award agreement or his or her employment or other agreement, as applicable. To align with the Company's grant practices for all eligible LTI recipients, the 2024 stock option awards have an exercise price equal to the fair market value of a share of Company common stock as of the grant date (rather than the premium-priced structure utilized for the NEOs in 2023). Stock options are included as a component under the annual LTI program to further enhance the retentive aspect of the Company's executive compensation program and further align the interests of our NEOs with the long-term interests of the Company's stockholders as the value of the stock options remain at-risk and fluctuates based on our stock price performance, with no value unless our stock price appreciates above the exercise price of the stock options.

## 2021 PRSU Awards

Under the terms of the 2021 PRSUs, March 2024 was the end of the final year of the three-year performance period for the awards. The 2021 PRSUs were eligible to vest based on Adjusted ROIC and the Company's relative TSR, weighted 35% and 65%, respectively. The 2021 PRSU performance objectives and the achievement levels are set forth in the tables below.

Performance Objective	Below Threshold (0% Vesting)	Threshold (50% Vesting)	Target (100% Vesting)	Maximum (200% Vesting)	Actual Results	Vesting Percentage
Adjusted ROIC (1)	>8.8 %	8.8 %	10.8 %	12.8 %	9.3 %	64.3 %
Company TSR						
Percentile Rank vs. S&P 400 MidCap Constituent Company Returns	Below 25 <sup>th</sup> Percentile	25 <sup>th</sup> Percentile	50 <sup>th</sup> Percentile	75 <sup>th</sup> Percentile	46.5 <sup>th</sup> Percentile	93.0 %

- (1) In accordance with the terms of the award agreements, the original ROIC targets are adjusted down 0.2% for every \$100M in acquisitions, which is weighted for time outstanding in the performance period.

Based on performance over the three-year performance period, presented below are the number of shares earned for each of the participating NEOs. The earned shares are also presented in the 2024 Option Exercises and Stock Awards Vested Table, presented below.

NEO	Target PRSUs	Earned PRSUs
Tanda	21,995	18,246
Kuhn	5,639	4,677
Touya	4,682	3,884
Prieur	4,531	3,759
Tlili	3,832	3,179
Gong	3,655	3,032

## 2024 Retention Grant

In 2024, the Management Development and Compensation Committee granted Mr. Tlili an RSU award with a grant date value of \$200,000 which is scheduled to cliff vest on the second anniversary of the grant date, subject to his continued employment through the vesting date except to the extent an event triggers accelerated vesting of the RSU award under the terms of the award agreement or his employment agreement, as applicable. The retention RSU award was granted in recognition of his outstanding performance and leadership within the Closures business segment and, importantly, to retain Mr. Tlili over the two-year vesting period in light of his crucial role within the organization. The value of the retention RSU award was determined based on the Company's historical practices for similar retention awards.

## Post-Termination Compensation

The employment agreements of our NEOs provide for guaranteed minimum salary levels, death benefits, non-competition clauses and post-termination commitments. The post-termination commitments do not significantly affect the Management Development and Compensation Committee's decisions concerning other compensation elements. We believe that the post-termination commitments included in the NEOs' agreements are not substantially different from what is typical at other companies with revenues similar to those of Aptar. Additional information about the employment agreements, including definitions of key terms and a quantification of benefits that would have been received by our NEOs had termination occurred on December 31, 2024 as well as the benefits to be received by Mr. Kuhn as a result of his separation pursuant to the terms of his employment agreement, is found under "Potential Payments Upon Termination of Employment."

## Retirement Plan Arrangements

We also offer pension plans to our employees, including NEOs. Additional information regarding our pension plans is found under "Pension Benefits."

We maintain profit sharing and savings plans for our employees, including NEOs. These plans permit employees to make such savings in a manner that is relatively tax efficient.

## Perquisites

Perquisites have historically been an insignificant percentage of overall NEO compensation and therefore generally do not affect the decisions of the Management Development and Compensation Committee when determining other elements of compensation. These perquisites can include a company-provided automobile for our NEOs outside of the United States and supplemental life insurance, among others. The Company provides competitive perquisites for NEOs on an expatriate assignment, which it believes are consistent with local market practices. For example, pursuant to the terms of her employment agreement, Ms. Gong will receive expatriate benefits relating to her current international assignment in China, which began in October 2018. The additional benefits that she receives are directly related to the additional expenses Ms. Gong incurs as a result of her China assignment. Similarly, on January 25, 2022, the Company and Mr. Touya entered into an Expatriate Letter Agreement pursuant to which Mr. Touya's existing employment agreement will be suspended while he is on assignment with the Company in the U.S. and he will receive compensation and benefits consistent with similarly-situated employees of the Company on an expatriate assignment or as otherwise approved by the Management Development and Compensation Committee. The Management Development and Compensation Committee believes it is necessary to provide NEOs with perquisites similar

to those provided by other companies in order to recruit and retain the best executive talent or, in the case of expatriate benefits, to induce the executives to accept the expatriate assignment and retain them during the desired period of expatriate service. The Management Development and Compensation Committee reviews the prerequisites provided to its NEOs on a regular basis.

## Stock Ownership

Under the Company's stock ownership guidelines, the executive officers must own Company common stock and/or hold RSUs representing a value that is as follows: for the CEO, six times his or her base salary and for the remaining executive officers, three times their base salary. Under the guidelines, executive officers must retain 50% of net after taxes shares from any equity vesting until the stock ownership guidelines are met. As of the record date, each NEO was in compliance with the guidelines as presented in the table below.

<b>Executive Officer</b>	<b>Ownership Requirement</b>	<b>Ownership Level Requirement Status</b>
<b>Tanda</b>	6 X Base Salary	<b>Exceeds Guideline</b>
<b>Kuhn</b>	3 X Base Salary	<b>Exceeds Guideline</b>
<b>Touya</b>	3 X Base Salary	<b>Exceeds Guideline</b>
<b>Prieur</b>	3 X Base Salary	<b>Exceeds Guideline</b>
<b>Tiili</b>	3 X Base Salary	<b>Exceeds Guideline</b>
<b>Gong</b>	3 X Base Salary	<b>Exceeds Guideline</b>

## Management Development and Compensation Committee's Use of Consultants and Consultant's Independence

The Management Development and Compensation Committee has responsibility for approving the compensation programs for our NEOs and acts pursuant to a charter that has been approved by our Board and is available through the Corporate Governance link on the Investor Relations page of the Aptar website located at: [investors.aptar.com](https://investors.aptar.com). Under this charter, the Management Development and Compensation Committee has the authority to retain outside advisers as deemed necessary, and in 2024 the Management Development and Compensation Committee retained Pay Governance as its independent compensation consultant. The Management Development and Compensation Committee has determined that Pay Governance is independent according to the advisor independence factors outlined by the NYSE and its services to the committee do not raise any conflicts of interest.

## Stock Trading Guidelines

We have an Insider Trading Policy that applies to senior management, including our NEOs. The Insider Trading Policy prohibits our senior management from engaging in selling short our common stock or engaging in hedging, pledging or offsetting transactions regarding our common stock.

## Clawback Policy

The Management Development and Compensation Committee has adopted a clawback policy in the event the Company is required to prepare an accounting restatement due to material non-compliance with a financial reporting requirement under the federal securities laws. Under the policy, the Management Development and Compensation Committee will, to the extent legally permitted, require reimbursement of that portion of any incentive compensation earned by a current or former executive officer during the three-year period preceding the date on which the Company is required to prepare the restatement, which is in excess of what would have been paid or earned by such executive officer had the financial results been properly reported.

## Compensation Committee Report

The Management Development and Compensation Committee of the Board of Directors oversees Aptar's compensation program on behalf of the Board. In fulfilling its oversight responsibilities, the Management Development and Compensation Committee reviewed and discussed with management the Compensation Discussion and Analysis set forth in this proxy statement.

In reliance on the review and discussions referred to above, the Management Development and Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024 and this proxy statement.

### **Management Development and Compensation Committee**

Giovanna Kampouri Monnas (Chair)  
Craig Owens  
Ralf K. Wunderlich  
Julie Xing

## 2024 Summary Compensation Table

The table below contains compensation information for the NEOs of Aptar. For information concerning the objectives of our compensation program, including an analysis of individual compensation elements awarded in 2024, see our “Compensation Discussion and Analysis.”

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards \$(1)	Option Awards \$(2)	Non-Equity Incentive Plan Compensation \$(3)	Changes in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation \$(5)	Total (\$)
							\$(4)		
<b>Stephan B. Tanda</b>	2024	1,175,000	—	5,938,995	1,631,049	765,209	353,814	63,390	9,927,457
President and Chief Executive Officer	2023	1,118,500	168,000	4,974,288	1,166,652	769,829	658,184	59,676	8,915,129
	2022	1,118,500	—	6,836,783	—	823,104	—	62,120	8,840,507
<b>Robert W. Kuhn</b>	2024	715,364	—	1,571,635	381,945	329,995	124,047	15,875	3,138,861
Executive Vice President and Chief Financial Officer	2023	681,299	72,000	1,448,503	302,401	332,150	394,194	16,136	3,246,683
	2022	671,174	—	1,905,883	—	349,858	—	26,313	2,953,228
<b>Gael Touya(6)</b>	2024	601,971	—	1,132,170	281,671	330,140	226,737	879,903	3,452,592
President, Aptar Pharma	2023	573,294	54,184	1,010,498	220,224	380,421	935,699	765,822	3,940,142
	2022	561,328	—	1,130,815	—	503,939	—	1,089,827	3,285,909
<b>Marc Prieur(7)</b> President, Aptar Beauty	2024	664,273	—	964,712	313,412	248,547	139,293	12,806	2,343,043
	2023	625,779	60,217	817,420	235,421	529,491	126,695	12,551	2,407,574
	2022	603,011	—	1,170,585	—	734,272	127,265	12,094	2,647,227
<b>Hedi Tlili(8)</b> President, Aptar Closures	2024	575,571	—	1,028,964	269,299	534,080	389,093	52,087	2,849,094
<b>Xiangwei Gong</b>	2024	516,906	—	743,334	241,489	431,221	92,813	236,435	2,262,198
Executive Vice President, Strategic Group Development and President, Aptar Asia	2023	494,647	46,000	855,674	192,111	235,757	171,762	435,987	2,431,938
	2022	494,647	—	1,207,463	—	305,529	31,247	358,492	2,397,378

- (1) Stock Award compensation for each NEO includes the fair value of RSUs granted in lieu of a portion of the executive's annual short-term incentive for that year, at the executive's election, and additional RSUs granted to an executive officer who made such election. The value of the additional RSUs granted represents 20% of the value of the STI Plan (non-equity incentive compensation plan amount) that was taken in the form of RSUs in lieu of cash. RSUs vest over a three-year period. The number of RSUs granted to Messrs. Tanda, Kuhn, and Touya with respect to the 2024 performance is included in the table below. The number of RSUs granted was determined by dividing the amount of the STI taken in RSUs and the additional 20% on that amount by the market price of our common stock on February 25, 2025 for Messrs. Tanda and Kuhn, and February 27, 2025 for Mr. Touya, discounted for dividends not received during the vesting period.

	Amounts Included In Stock Awards Column Above Taken In Lieu Of Cash \$(/RSUs)		Amounts Included In Stock Awards Column For Additional 20% On Amounts Taken In Lieu of Cash \$(/RSUs)		Combined Total \$(/RSUs)	
<b>Tanda</b>	\$ 765,208	/ 5,308	\$ 153,042	/ 1,060	\$ 918,250	/ 6,368
<b>Kuhn</b>	\$ 329,994	/ 2,286	\$ 65,999	/ 457	\$ 395,993	/ 2,743
<b>Touya</b>	\$ 220,813	/ 1,550	\$ 44,448	/ 312	\$ 265,261	/ 1,862

Stock Award compensation also includes RSUs and PRSUs that are granted in connection with NEOs' 2024 LTI, as described above under “Long-term Performance Incentives.” RSUs granted in connection with 2024 LTI grants were granted on March 15, 2024 at the closing market price on that day of \$137.95.

	# RSUs	\$
<b>Tanda</b>	11,600	\$ 1,600,220
<b>Kuhn</b>	2,716	\$ 374,672
<b>Touya</b>	2,003	\$ 276,314
<b>Prieur</b>	2,229	\$ 307,491
<b>Tlili</b>	1,915	\$ 264,174
<b>Gong</b>	1,717	\$ 236,860

PRSUs in connection with 2024 LTI grants were granted on March 15, 2024. Amounts shown in the column regarding PRSUs do not reflect dollar amounts actually received by the NEOs. Instead, these amounts represent the aggregate grant date fair value of the PRSUs granted in the year indicated computed in accordance with ASC Topic 718. The grant date fair value of the PRSUs is determined based on the probable satisfaction of the ROIC performance condition and TSR modifier at the time of grant and the closing stock price on such date in accordance with ASC Topic 718.

	# PRSUs	\$
<b>Tanda</b>	23,462	\$ 3,420,525
<b>Kuhn</b>	5,494	\$ 800,970
<b>Touya</b>	4,051	\$ 590,595
<b>Prieur</b>	4,508	\$ 657,221
<b>Tlili</b>	3,874	\$ 564,790
<b>Gong</b>	3,474	\$ 506,474

The amounts included in the Stock Awards column for the PRSUs granted during 2024 are calculated based on the probable satisfaction of the performance conditions for such awards as of the date of grant. Assuming the highest level of performance is achieved for the PRSUs relating to the ROIC component, modified by the TSR at the highest level, the maximum grant date fair value would be as follows: Mr. Tanda—\$8,551,312; Mr. Kuhn—\$2,002,426; Mr. Touya—\$1,476,488; Mr. Prieur—\$1,643,053; Mr. Tlili—\$1,411,976; and Ms. Gong—\$1,266,186. Assumptions used in the calculation of the expense related to the stock awards can be found in Note 16, “Stock-Based Compensation” to Aptar’s audited financial statements for the year ended December 31, 2024, included in Aptar’s Annual Report on Form 10-K filed with the SEC on February 7, 2025 (“Aptar’s Financial Statements”).

With respect to Mr. Tlili, the amount included in the Stock Awards column for 2024 includes an award of RSUs with a grant date fair value of \$200,000, which is described above under “2024 Retention Grant”.

- (2) Option Award values represent the grant date fair values determined in accordance with FASB ASC Topic 718. Assumptions used in the calculation of the expense related to options can be found in Note 16, “Stock-Based Compensation” to Aptar’s Financial Statements.
- (3) Amounts reported in this column represent the cash portion received under the STI and are presented in the fiscal year in which they were earned. These amounts were paid in February of the following year once the consolidated financial results of Aptar were completed. Please see footnote 2 above for a summary of the RSU component of the 2024 STI, which was awarded in early 2025 and is reflected in the table above as 2024 compensation.
- (4) All of these amounts relate to changes in pension values. Assumptions used to calculate the change in the present value of accrued benefits were the same as those disclosed in Note 9, “Retirement and Deferred Compensation Plans” to Aptar’s Financial Statements.
- (5) The amount of other compensation in 2024 includes Company contributions to profit sharing and savings plans, premiums related to Company-provided term life insurance and supplemental disability insurance, and for all NEOs. The amount of other compensation in 2024 also includes amounts related to a Company-provided automobile for our NEOs on expatriate assignments. The amount of other compensation in 2024 for Mr. Tanda includes \$57,154 related to Company provided disability insurance and Company contributions related to a profit sharing program. The amount of other compensation in 2024 for Mr. Touya includes (i) expatriate assignment related costs including \$49,585 in tuition, \$63,331 in cost of living adjustments, \$421,870 in housing and driver related services, \$234,475 in tax reimbursements related to the tax impact based on his expatriate assignment and tax advisory fees in the amount of \$32,645 related to his expatriate assignment, (ii) Company contributions related to a profit share program of \$38,514, and (iii) Company provided disability insurance in the amount of \$20,152. The amount of other compensation for Mr. Tlili includes Company contributions related to a profit sharing program in the amount of \$38,514. The amount of other compensation for Ms. Gong includes (i) expatriate assignment related costs including payments for housing and driver related services in the amount of \$121,872, cost of living adjustments of \$35,134, \$26,817 in tax reimbursements related to the tax impact based on her expatriate assignment, tax advisory fees in the amount of \$24,418 and family travel as provided under the terms of Ms. Gong’s expatriate assignment, (ii) Company contributions related to a profit sharing plan, and (iii) supplemental health insurance in the amount of \$22,882.

The amounts paid with respect to Mr. Touya and Ms. Gong are valued based on the aggregate incremental cost to the Company and represents the amounts paid to, or on behalf of, the executive.

- (6) Mr. Touya's compensation is denominated in Euros and was translated to U.S. dollars using the average exchange rate for the year, except for the STI amount which was translated using the spot exchange rate on the date the amount was determined.
- (7) Mr. Prieur's compensation is denominated in Swiss Francs and was translated to U.S. dollars using the average exchange rate for the year, except for the STI amount which was translated using the spot exchange rate on the date the amount was determined.
- (8) Mr. Tlili's compensation is denominated in Euros and was translated to U.S. dollars using the average exchange rate for the year, except for the STI amount which was translated using the spot exchange rate on the date the amount was determined. Mr. Tlili was not an NEO prior to 2024.

## 2024 Grants of Plan-Based Awards

The table below sets forth all plan-based awards granted to NEOs in 2024.

Name	Grant Date	Approval Date	Grant Type(1)	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(2)			Estimated Possible Payouts Under Equity Incentive Plan Awards(3)			All Other Stock Awards: Number of Shares of Stock or Units (#)(4)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock Awards (\$)(5)
				Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
S. Tanda	2/23/2024	2/6/2024	RSU	—	—	—	—	—	—	6,679	—	—	923,772
	3/15/2024	2/6/2024	NQSO	—	—	—	—	—	—	—	—	141.00	1,631,049
	3/15/2024	2/6/2024	RSU	—	—	—	—	—	—	11,600	—	—	1,600,220
	3/15/2024	2/6/2024	PRSU	—	—	—	4,399	23,462	58,655	—	—	—	3,420,525
	—	—	STI	—	1,410,000	2,820,000	—	—	—	—	—	—	—
R. Kuhn	2/23/2024	2/6/2024	RSU	—	—	—	—	—	—	2,881	—	—	398,471
	3/15/2024	2/6/2024	NQSO	—	—	—	—	—	—	—	10,589	141.00	381,945
	3/15/2024	2/6/2024	RSU	—	—	—	—	—	—	2,716	—	—	374,672
	3/15/2024	2/6/2024	PRSU	—	—	—	1,030	5,494	13,735	—	—	—	800,970
	—	—	STI	—	608,059	1,216,118	—	—	—	—	—	—	—
G. Touya	2/28/2024	2/6/2024	RSU	—	—	—	—	—	—	1,789	—	—	247,437
	3/15/2024	2/6/2024	NQSO	—	—	—	—	—	—	—	7,809	141.00	281,671
	3/15/2024	2/6/2024	RSU	—	—	—	—	—	—	2,003	—	—	276,314
	3/15/2024	2/6/2024	PRSU	—	—	—	760	4,051	10,128	—	—	—	590,595
	—	—	STI	—	451,478	902,956	—	—	—	—	—	—	—
M. Prieur	3/15/2024	2/6/2024	NQSO	—	—	—	—	—	—	—	8,689	141.00	313,412
	3/15/2024	2/6/2024	RSU	—	—	—	—	—	—	2,229	—	—	307,491
	3/15/2024	2/6/2024	PRSU	—	—	—	845	4,508	11,270	—	—	—	657,221
	—	—	—	STI	—	498,205	996,410	—	—	—	—	—	—
H. Tlili	3/15/2024	2/6/2024	NQSO	—	—	—	—	—	—	—	7,466	141.00	269,299
	3/15/2024	2/6/2024	RSU	—	—	—	—	—	—	1,915	—	—	264,174
	3/15/2024	2/6/2024	PRSU	—	—	—	726	3,874	9,685	—	—	—	564,790
	5/21/2024	5/21/2024	RSU	—	—	—	—	—	—	1,375	—	—	200,000
	—	—	STI	—	431,678	863,356	—	—	—	—	—	—	—
X. Gong	2/23/2024	2/6/2024	RSU	—	—	—	—	—	—	1,363	—	—	188,517
	3/15/2024	2/6/2024	NQSO	—	—	—	—	—	—	—	6,695	141.00	241,489
	3/15/2024	2/6/2024	RSU	—	—	—	—	—	—	1,717	—	—	236,860
	3/15/2024	2/6/2024	PRSU	—	—	—	651	3,474	8,685	—	—	—	506,474
	—	—	STI	—	387,680	775,360	—	—	—	—	—	—	—

- (1) During fiscal year 2024, NEOs received four types of plan-based awards: non-qualified stock options (“NQSOs”), PRSUs, RSUs and Annual Short-Term Incentives (in cash) (“STI”).
- (2) Amounts represent target and maximum STI opportunities under the 2024 STI. The amount actually paid to each NEO is included in the Stock Awards column and the Non-Equity Incentive Plan Compensation column in the 2024 Summary Compensation Table. See “Compensation Discussion and Analysis—Elements of Our Compensation Programs—Short-Term Incentives” for further information regarding the 2024 STI.
- (3) Amounts represent PRSUs that vest over the 2024-2026 performance period based on the Company’s Adjusted ROIC and TSR performance. See “Compensation Discussion and Analysis—Elements of Our Compensation Programs—Long-term Performance Incentives” above for more information about the PRSUs, including the pre-established performance periods and performance measures. See the footnotes to the “2024 Outstanding Equity Awards at Fiscal Year-End” table below for a description of the PRSU vesting schedules.
- (4) Awards granted on February 23, 2024 represent RSUs granted to Messrs. Tanda, Kuhn, Touya, and Ms. Gong at their election to receive RSUs in lieu of a portion of their 2023 STI (paid/awarded in 2024) and an additional 20% of the elected amount granted to those officers making such election, which were previously reported as compensation in the 2023 Summary Compensation Table. Awards granted on March 15, 2024 represent time-based RSUs in connection with the 2024 LTI program. The RSU award granted to Mr. Tlili on May 21, 2024 represents a retention grant. See “Compensation Discussion and Analysis—Elements of Our Compensation Programs—Long-term Performance Incentives” and “2024 Retention Grant” above for more information regarding the 2024 LTI RSUs and retention grant, including the vesting schedules.
- (5) NQSOs, RSUs and PRSUs reflected in this column are reported in accordance with FASB ASC 718 (excluding the effect of estimated forfeitures) and, in the case of the PRSU awards, based upon the probable outcome of certain performance conditions.

## 2024 Outstanding Equity Awards at Fiscal Year-End

The table below provides information on the holdings of stock option and stock awards by the NEOs as of December 31, 2024. The equity awards reported in the Option Awards column consist of NQSOs. The equity awards in the Stock Awards column consist of RSUs and PRSUs.

Name	Grant Date	Option Awards				Stock Awards			
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable (1)	Option Exercise Price (\$)(1)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock That Have Not Vested \$(3)	Equity Incentive Plan Awards Number of Unearned Shares, Units or Other Rights that have Not Vested (#)(4)	Equity Incentive Plan Awards Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested \$(3)
<b>S. Tanda</b>		—	—	—	—	41,835	6,572,279	—	—
		—	—	—	—	—	—	175,576	27,582,990
	2/10/2017	39,838	—	74.79	2/10/2027	—	—	—	—
	3/15/2023	19,601	39,202	122.52	3/15/2033	—	—	—	—
	3/15/2024	—	45,219	141.00	3/15/2034	—	—	—	—
<b>R. Kuhn</b>		—	—	—	—	13,177	2,070,107	—	—
		—	—	—	—	—	—	43,747	6,872,654
	2/5/2016	54,390	—	71.12	2/5/2026	—	—	—	—
	2/10/2017	69,620	—	74.79	2/10/2027	—	—	—	—
	3/15/2023	5,080	10,162	122.52	3/15/2033	—	—	—	—
	3/15/2024	—	10,589	141.00	3/15/2034	—	—	—	—
<b>G. Touya</b>		—	—	—	—	6,704	1,052,198	—	—
		—	—	—	—	—	—	32,462	5,099,702
	3/15/2023	3,700	7,400	122.52	3/15/2033	—	—	—	—
	3/15/2024	—	7,809	141.00	3/15/2034	—	—	—	—
<b>M. Prieur</b>		—	—	—	—	5,073	796,968	—	—
		—	—	—	—	—	—	34,770	5,462,288
	2/10/2017	4,500	—	74.79	2/10/2027	—	—	—	—
	3/15/2023	3,955	7,911	122.52	3/15/2033	—	—	—	—
	3/15/2024	—	8,689	141.00	3/15/2034	—	—	—	—
<b>H. Tlili</b>		—	—	—	—	6,755	1,061,211	—	—
		—	—	—	—	—	—	30,737	4,828,783
	3/15/2023	3,571	7,144	122.52	3/15/2033	—	—	—	—
	3/15/2024	—	7,466	141.00	3/15/2034	—	—	—	—
<b>X. Gong</b>		—	—	—	—	6,883	1,081,319	—	—
		—	—	—	—	—	—	27,938	4,388,981
	3/15/2023	3,227	6,456	122.52	3/15/2033	—	—	—	—
	3/15/2024	—	6,695	141.00	3/15/2034	—	—	—	—

- (1) Stock options were granted with an exercise price equal to closing price of Aptar's common stock on the NYSE on the date of grant, except that the 2023 stock options were granted with the exercise price set at a 10% premium to the stock price on the date of grant.
- (2) Stock awards represent RSUs that were granted in lieu of a portion of the STI taken in cash awards granted at the discretion of the Management Development and Compensation Committee, or RSUs granted as part of the LTI program. RSUs granted generally vest over a three-year period, with restrictions lapsing on one third of the units on each of the first three anniversaries of the grant date. A

retention award of RSUs granted in May 2024 to Mr. Tili will cliff vest on the second anniversary of the date of grant. The following numbers of units vest for each respective NEO in the years indicated:

	Vesting in 2025	Vesting in 2026	Vesting in 2027	Total
<b>Tanda</b>	22,741	13,000	6,094	41,835
<b>Kuhn</b>	7,160	4,150	1,867	13,177
<b>Touya</b>	3,433	2,006	1,265	6,704
<b>Prieur</b>	2,794	1,536	743	5,073
<b>Tili</b>	3,255	2,861	639	6,755
<b>Gong</b>	3,444	2,411	1,028	6,883

- (3) The market value of RSUs and PRSUs that have not yet vested is calculated using the closing price of Aptar's common stock on the NYSE on December 31, 2024 (the last trading day of 2024), which was \$157.10 per share.
- (4) Amounts represent PRSUs that vest over the 2023-2025 and 2024-2026 performance periods respectively, based on the Company's Adjusted ROIC, modified by the TSR performance, and PRSUs that vest over the 2022-2024 performance period based on the Company's Adjusted ROIC and relative TSR performance. In accordance with the SEC executive compensation disclosure rules, the amounts reported related to PRSUs in this column are based on achieving maximum levels.

## 2024 Option Exercises and Stock Awards Vested

The table below provides information on stock option exercises and stock awards vested in 2024.

Name	Grant Type(1)	Stock Options		Stock Awards Vested	
		Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)(2)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)(3)
Tanda	RSU	—	—	23,466	3,318,865
	PRSU	—	—	18,246	2,615,199
	Option	94,000	7,313,217	—	—
Kuhn	RSU	—	—	7,361	1,041,747
	PRSU	—	—	4,677	670,354
	Option	50,663	4,326,588	—	—
Touya	RSU	—	—	4,131	583,810
	PRSU	—	—	3,884	551,528
Prieur	RSU	—	—	5,795	785,737
	PRSU	—	—	3,759	538,777
	Option	5,500	486,156	—	—
Tiili	RSU	—	—	4,068	574,907
	PRSU	—	—	3,179	451,418
	Option	3,167	222,683	—	—
Gong	RSU	—	—	3,863	546,387
	PRSU	—	—	3,032	434,577

(1) During fiscal year 2024, two types of stock awards vested: PRSUs and RSUs.

(2) Value realized represents the difference between the closing price on the NYSE of Aptar's common stock on the date of exercise and the exercise price of the option award.

(3) For vested RSUs, the value realized represents the closing price on the NYSE of Aptar's common stock on the date of vesting multiplied by the number of shares that vested. For vested PRSUs, the value realized represents the number of shares earned over the applicable performance period (2021-2023) multiplied by the closing stock price on April 26, 2024.

## Employment Agreements

### Tanda Employment Agreement

Mr. Tanda's employment agreement provides for employment through December 31, 2026, unless earlier terminated, at a minimum salary of \$1,175,000 (which is the 2025 salary approved by the Management Development and Compensation Committee) per year, which amount may be increased (but not decreased) over the term of the agreement. The employment agreement automatically extends for one additional year each January 1st, unless terminated, but may not be extended beyond December 31, 2030.

If Mr. Tanda's employment ends on account of death, Mr. Tanda's estate will receive one-half of the base salary that Mr. Tanda would have received until the second anniversary of his death and a lump sum payment in lieu of a supplemental life insurance benefit if Mr. Tanda is not covered by such insurance at the time of his death. If his employment ends due to the expiration of the employment agreement as a result of non-renewal by the Company, Mr. Tanda is entitled to receive an amount equal to one year's base salary and his target annual performance incentive. If Mr. Tanda is terminated without "cause," he is entitled to receive 1.5 times (i) his base salary then in effect and (ii) the greater of (x) his target annual performance incentive for the year in which he was terminated and (y) the average of the annual performance incentives paid to him for the two preceding years, paid in 18 equal monthly installments, as well as the medical, disability and life insurance benefits he would have otherwise received for a period of 18 months following the termination date and a prorated annual bonus based on actual performance.

In addition, in the event of Mr. Tanda's termination of employment other than for cause and not within two years following a change in control, Mr. Tanda would remain eligible for a prorated annual bonus based on actual performance, but only if such termination occurs during the third or fourth quarter of the Company's fiscal year.

After a "change in control" (as defined in the employment agreement), if Mr. Tanda's employment is terminated by the Company or its successor other than for "cause," disability or death, or if Mr. Tanda terminates his employment for "good reason," in each case within two years following the change in control, Mr. Tanda is entitled to receive a lump-sum payment equal to (i) three times his highest annualized salary during the 12 month period preceding the termination and (ii) three times the average of the annual performance incentives in respect of the three years immediately preceding the year in which the change in control occurs, plus a prorated annual performance incentive equal to an amount at least equal to the average of the annual performance incentives in respect of the three years immediately preceding the year in which the change in control occurs, the continuation of medical, disability and life insurance benefits for three years.

The employment agreement also contains certain noncompetition and nonsolicitation covenants prohibiting Mr. Tanda from, among other things, becoming employed by a competitor of the Company for a period of 18 months or two years following termination (depending on the nature of the termination).

### Employment Agreements of Other NEOs

Ms. Gong's employment agreement automatically extends for one additional year each January 1st, unless either the Company or Ms. Gong terminates such automatic extension by written notice to the other party at least 30 days prior to the automatic extension date, but in no event will the employment agreements continue later than December 31, 2034, at a minimum annual salary of \$568,600 (which is the 2025 salary approved by the Management Development and Compensation Committee). This annual salary may be increased (but not decreased) over the remaining term of the agreement. In addition to participation in executive benefit programs on the same basis as other executives, Ms. Gong is entitled to additional term life and supplementary long-term disability insurance coverage.

If the employment of Ms. Gong ends on account of death, her estate will receive one-half of the annual salary that she would have received until the second anniversary of her death and a lump sum payment in lieu of a supplemental life insurance benefit if she is not covered by such insurance at the time of death. If the employment of Ms. Gong ends due to the expiration of the agreement, she is entitled to receive an amount equal to one year's base salary (based on the salary then in effect) and medical and life insurance benefits she would have otherwise received for a period of one year following the expiration date. If Ms. Gong terminates the agreement without "good reason" (as defined in the agreement), she is not entitled to

payments or benefits under the employment agreement (other than certain accrued amounts and plan benefits which by their terms extend beyond termination of employment and the prorated annual bonus described in the next paragraph). If Ms. Gong is terminated without “cause” (as defined in the agreement), she is entitled to receive her base salary then in effect (at the times it would have been paid) until the date on which the agreement was scheduled to expire.

In addition, in the event of Ms. Gong's termination of employment other than for cause and not within two years following a change in control, she would remain eligible for a prorated annual bonus based on actual performance, but only if such termination occurs during the third or fourth quarter of the Company's fiscal year.

After a change in control of the Company, if Ms. Gong is terminated by the Company or its successor other than for cause, disability or death, or if Ms. Gong terminates her employment for “good reason,” in each case within two years following the change in control, Ms. Gong is entitled to receive a lump-sum payment equal to (x) two and one-half times her highest annualized salary during the 12 month period preceding the termination and (y) two and one-half times the average of the annual performance incentives in respect of the three fiscal years of the Company immediately preceding the fiscal year in which the change in control occurs, plus a prorated annual performance incentive equal to an amount at least equal to the average of the annual performance incentives in respect of the three fiscal years of the Company immediately preceding the fiscal year in which the change in control occurs, as well as the continuation of medical, disability, and life insurance benefits for two and one-half years.

The employment agreement for Ms. Gong also contains certain noncompetition and nonsolicitation covenants prohibiting her from, among other things, becoming employed by a competitor of the Company for a period of one year or two years following termination (depending on the nature of the termination).

Mr. Touya is party to an employment agreement with his prior French employer in accordance with the French Collective Bargaining Agreement of the Plastics Industry. The agreement of Mr. Touya was for an unlimited period; however, the Company and Mr. Touya retained the right to terminate the agreement in accordance with local law. The agreement provided for minimum annual salary to Mr. Touya of \$598,100 (which is the 2025 local currency salary approved by the Management Development and Compensation Committee translated using the December 31, 2024 exchange rate). The agreement contains certain noncompetition and nonsolicitation covenants prohibiting Mr. Touya from, among other things, becoming employed by a competitor of the Company for a period of two years following termination (regardless of the reason for termination except for gross misconduct). In exchange for these covenants, Mr. Touya will receive, during the course of the non-compete period and except in the event of gross misconduct, an amount equal to 50% of the average monthly salary received by him during the 12 months prior to termination. In the event that Mr. Touya does not comply with the non-compete obligation, he will be required to pay to the Company an amount equal to two years' salary (based on the average monthly salary received during the 12 months prior to termination). In the event of any termination of employment (including following a change in control) other than for serious or gross misconduct and dismissal for unfitness, Mr. Touya would have been entitled to six months of his average gross salary received during the 12 months prior to termination. Average gross salary consists of Mr. Touya's base salary during the 12 months prior to dismissal as well as the average short-term incentive paid to Mr. Touya during the three years prior to dismissal. Mr. Touya would also receive payments under the French Collective Bargaining agreement as further described under “Potential Payments Upon Termination of Employment.” On January 25, 2022, the Company and Mr. Touya entered into an Expatriate Letter Agreement pursuant to which Mr. Touya's existing employment agreement is suspended while he is on assignment with the Company in the United States, provided that if Mr. Touya's employment is terminated while he is on assignment in the United States under circumstances that would entitle him to severance under his existing employment agreement, Mr. Touya will receive severance consistent with the terms of his existing employment agreement.

The employment agreement of Mr. Prieur is in accordance with local Swiss law. The agreement of Mr. Prieur remains in effect until the end of the month in which Mr. Prieur reaches ordinary retirement age, according to then applicable Swiss law; however, the Company and Mr. Prieur have the right to terminate the agreement by giving six months advance written notice. The agreement may also be terminated with immediate effect for good reason in accordance with local Swiss law. The agreement provides for a minimum annual salary to Mr. Prieur of \$659,470 (which is the 2025 local currency salary approved by the Management Development and Compensation Committee translated using the December 31, 2024 exchange rate). Mr. Prieur's employment agreement also entitles him to a target STI opportunity equal to 75% of his base salary, an

insurance policy covering his illness or death, a previnter insurance contribution and an automobile and mobile device in accordance with the Company's applicable policies. The agreement contains certain noncompetition and nonsolicitation covenants prohibiting Mr. Prieur from, among other things, becoming employed by a competitor of the Company for a period of two years following termination (in exchange for which Mr. Prieur will receive, during the course of the noncompete and nonsolicit period and regardless of the reason for termination except for cause, monthly payments equal to 50% of the average monthly gross salary (including bonus) received by him during the 12 months prior to termination and that Mr. Prieur will receive payments as described under "Potential Payments Upon Termination of Employment." In the event Mr. Prieur breaches the noncompete covenant, he will be required to pay to the Company an amount equal to one years' base salary (based on the average monthly salary (including short-term incentive) received during the 12 months prior to termination). In the event of Mr. Prieur's termination of employment by the Company for any reason except serious or gross negligence or dismissal for long-term sickness or disability, Mr. Prieur would be entitled to receive six months of his base salary and the prorated average annual gross bonus received by him during the three years prior to his dismissal. In the event of Mr. Prieur's termination of employment by the Company for any reason except serious or gross negligence or dismissal for long-term sickness or disability within two years following a change in control of the Company, he would be entitled to receive his annual base salary and the average annual gross bonus received by him during the three years prior to his dismissal.

The employment agreement of Mr. Tlili is in accordance with local French law. Mr. Tlili's employment agreement is for an unlimited period, provided that each of the parties may terminate the agreement as permitted by applicable law, subject to any legal and contractual notice provisions with respect to terminations other than due to willful misconduct or gross negligence. The agreement provides for (i) an annual base salary equal to \$568,490 (which is the 2025 local currency salary approved by the Management Development and Compensation Committee translated using the December 31, 2024 exchange rate); (ii) a target STI opportunity of 75% of his base salary; (iii) a profit-sharing bonus, calculated in accordance with the rules in force applicable to the Company's French branch, in an amount up to 8.5% of base salary; (iv) Company contributions to a company savings plan in an annual amount equal to €4,200 (subject to Mr. Tlili's contribution of €1,400 annually); and (v) Company contributions to a collective company pension plan in the amount of €250 annually (subject to Mr. Tlili's contribution of €84 annually). Mr. Tlili is also entitled to paid leave as provided under the Collective Bargaining Agreement of the French Plastics Industry. The agreement contains certain noncompetition and nonsolicitation covenants prohibiting Mr. Tlili from, among other things, becoming employed by a competitor of the Company for a period of two years following termination or soliciting employees or prospective employees of the Company or its affiliates for a period of one year following termination (in exchange for which Mr. Tlili will receive, during the course of the noncompete and nonsolicit period and regardless of the reason for termination except for cause, monthly payments equal to 50% of the average monthly gross salary (including paid leave) received by him during the 12 months prior to termination). In the event Mr. Tlili breaches the noncompete covenant, he will be required to pay to the Company an amount equal to two years' base salary (based on the average monthly salary (including paid leave) received during the 12 months prior to termination). In the event of Mr. Tlili's termination of employment by the Company for any reason except willful misconduct, gross negligence or unfitness for work, Mr. Tlili would be entitled to receive nine months of his base salary and the prorated average annual gross bonus received by him during the three years prior to his dismissal. In the event of Mr. Tlili's termination of employment by the Company for any reason except willful misconduct, gross negligence or unfitness for work within two years following a change in control of the Company, he would be entitled to receive 15 months of his annual base salary and 1.25 times the average annual gross bonus received by him during the three years prior to his dismissal.

For information regarding termination benefits, including benefits provided pursuant to employment agreements with the NEOs, see "Potential Payments Upon Termination of Employment."

## Pension Benefits

### U.S. Employees

Substantially all of the U.S. employees of the Company and its subsidiaries hired before January 2021 are eligible to participate in the Company's Pension Plan, while employees hired in January 2021 or thereafter are eligible to participate in an enhanced 401(k) benefit plan. Employees hired before January 2021 were eligible to participate after six months of credited service and become fully vested after five years of credited

service. The annual benefit payable to an employee under the Pension Plan upon retirement is computed as a straight life annuity equal to the sum of the separate amounts the employee accrues for each of his or her years of credited service under the Plan. Such separate amounts are determined as follows: for each year of credited service through 1988, 1.2% of such year's compensation up to the Social Security wage base for such year and 1.8% (2% for years after 1986) of such year's compensation above such wage base, plus certain increases put into effect prior to 1987; for each year after 1988 through the year in which the employee reaches 35 years of service, 1.2% of such year's "Covered Compensation" and 1.85% of such year's compensation above such "Covered Compensation" and for each year thereafter, 1.2% of such year's compensation. The employee's compensation under the Pension Plan for any year includes all salary, commissions and overtime pay and, beginning in 1989, annual performance incentives, and STI subject to such year's limit applicable to tax-qualified retirement plans. The employee's "Covered Compensation" under the Pension Plan for any year is generally the average of the Social Security wage base for each of the 35 years preceding the employee's Social Security retirement age, assuming that such year's Social Security wage base will not change in the future. Normal retirement under the Pension Plan is age 65 and reduced benefits are available as early as age 55 provided that the employee has completed 10 years of service. If an employee has completed 10 years of service and elects to retire and receive pension benefits before age 65, the benefit will be calculated in the same manner as under normal retirement conditions, but will be permanently reduced for each month the benefit commences prior to age 65. The reduction factors are: 1/180 for each of the first 60 months, and 1/360 for each additional month that is in advance of the normal retirement age. Benefits are not subject to reduction for Social Security benefits or other offset items.

U.S. employees of the Company and its subsidiaries participating in the Pension Plan are also eligible for the Company's non-qualified supplemental retirement plan ("SERP"). The annual benefit payable to an employee under the SERP upon retirement is computed as a straight life annuity equal to the sum of the separate amounts the employee accrues for each of his or her years of credited service under the SERP. The annual accrued benefits are determined as follows: for each year of credited service through the year in which the participant reaches 35 years of service, 1.85% of the participant's "Supplemental Earnings;" and for each year after 35 years of credited service, 1.2% of such year's "Supplemental Earnings." "Supplemental Earnings" is generally the difference between (i) the participant's earnings calculated as if the limitation of Section 401(a)(17) of the Internal Revenue Code were not in effect and (ii) the participant's recognized earnings under the Pension Plan. Participants who terminate service prior to being eligible for retirement (*i.e.*, age 65 or age 55 with 10 years of credited service) will forfeit all accrued benefits under the SERP. The SERP provides for the vesting of all accrued benefits to those not already retirement eligible under the plan in the event of a change of control.

Mr. Touya and Mr. Tili are residents of Europe and do not participate in the U.S. pension benefit plans, but as described below, are entitled to other pension benefits.

### **Non-U.S. Employees**

Messrs. Touya and Tili are entitled to certain retirement indemnity benefits in accordance with the Collective Bargaining Agreement of the French Plastics Industry ("Collective Pension"). Such benefits are based on a formula that takes salary and years of service into consideration. In addition, Messrs. Touya and Tili are eligible for benefits pursuant to a supplemental pension plan available to certain French executives ("Supplemental Pension"). This plan provides participants with an annual pension compensation for life, subject to cost of living adjustments, of up to 10% of the average annual salary and bonus paid to a participant in the five years preceding retirement, the total of the amounts received by the employee according to the Collective Pension and the Supplemental Pension being subject to a ceiling equal to 55% of the average annual salary and bonus paid to a participant in the five years preceding retirement. In the event of a participant's death after retirement, the plan provides a surviving spouse with annual payments of 60% of the participant's Supplemental Pension for life. Pension benefits would normally commence at age 67, which is the legal retirement age in France, but reduced benefits are available after age 62 if the employment contract is terminated by the company after age 57.

The table below includes information relating to the defined benefit retirement plans of each NEO Assumptions used to determine the present value of accumulated benefit as of December 31, 2024 are the same as those found in Note 9, "Retirement and Deferred Compensation Plans" to Aptar's Financial Statements.

## 2024 Pension Benefits

Name	Plan Name(1)	Number of Years of Credited Service (#)	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)
<b>Tanda</b>	Employees' Retirement Plan	8	331,721	—
	Supplemental Retirement Plan	8	2,837,211	—
<b>Kuhn</b>	Employees' Retirement Plan	37	1,144,978	—
	Supplemental Retirement Plan	37	2,023,562	—
<b>Touya</b>	Retirement Indemnities	30	489,092	—
	Pension Plan	30	2,765,981	—
<b>Prieur</b>	Employees' Retirement Plan	12	824,915	—
	Supplemental Retirement Plan	12	—	—
<b>Tlili</b>	Retirement Indemnities	9	116,070	—
	Pension Plan	9	1,145,547	—
<b>Gong</b>	Employees' Retirement Plan	6	210,061	—
	Supplemental Retirement Plan	6	370,276	—

(1) The retirement indemnities and pension plan of Messrs. Touya and Tlili represent non-qualified pension plans. The AptarGroup, Inc. Employees' Retirement Plan (Employees' Retirement Plan) is a qualified plan and the AptarGroup, Inc. Supplemental Executive Retirement Plan (Supplemental Retirement Plan) is a non-qualified plan.

## Potential Payments Upon Termination of Employment

The following table provides information concerning potential payments or other compensation that could have been awarded to the continuing NEOs if any of the various termination scenarios presented below occurred on December 31, 2024. The amounts payable to Mr. Kuhn in connection with his retirement are described below under “Kuhn Retirement.”

Name	Normal Expiration of Employment Agreement	Voluntary Termination(1)	Involuntary Termination	Involuntary or Good Reason Termination After a CIC	Disability	Death
<b>Tanda</b>						
Cash Payment	2,585,000	—	4,151,900	10,284,224	783,373	1,175,000
Continuation of Medical/Welfare Benefits	—	—	99,005	198,009	—	—
Acceleration of Time Vesting NQSOs and RSUs (Value as of 12/31/24)(2)	—	—	2,107,184	8,655,913	8,655,913	8,655,913
PRSUs(3)	—	—	—	8,247,122	7,231,968	7,231,968
Total Termination Benefits(4)	2,585,000	—	6,358,089	27,385,268	16,671,254	17,062,881
<b>Touya</b>						
Cash Payment (5)	—	—	1,671,054	1,671,054	—	—
Continuation of Medical/Welfare Benefits	—	—	—	—	—	—
Acceleration of Time Vesting NQSOs and RSUs (Value as of 12/31/24)(2)	—	—	262,044	1,434,818	1,434,818	1,434,818
PRSUs(3)	—	—	—	1,577,441	1,369,231	1,369,231
Total Termination Benefits	—	—	1,933,098	4,683,313	2,804,049	2,804,049
<b>Prieur</b>						
Cash Payment (5)	664,273	—	1,012,548	1,344,684	(6)	(6)
Continuation of Medical/Welfare Benefits	—	—	—	—	—	—
Acceleration of Time Vesting NQSOs and RSUs (Value as of 12/31/24)(2)	—	—	—	1,210,422	1,210,422	1,210,422
PRSUs(3)	—	—	—	1,656,777	1,443,618	1,443,618
Total Termination Benefits	664,273	—	1,012,548	4,211,883	2,654,040	2,654,040
<b>Tilli</b>						
Cash Payment (5)	—	—	1,089,989	1,659,289	—	—
Continuation of Medical/Welfare Benefits	—	—	—	—	—	—
Acceleration of Time Vesting NQSOs and RSUs (Value as of 12/31/24)(2)	—	—	335,880	1,428,454	1,428,454	1,428,454
PRSUs(3)	—	—	—	1,482,867	1,290,707	1,290,707
Total Termination Benefits	—	—	1,425,869	4,570,610	2,719,161	2,719,161
<b>Gong</b>						
Cash Payment	516,906	—	1,033,812	3,008,973	344,621	516,906
Continuation of Medical/Welfare Benefits	26,217	—	—	65,543	—	—
Acceleration of Time Vesting NQSOs and RSUs (Value as of 12/31/24)(2)	—	—	371,227	1,412,201	1,412,201	1,412,201
PRSUs(3)	—	—	—	1,357,972	1,175,501	1,175,501
Total Termination Benefits(4)	543,123	—	1,405,039	5,844,689	2,932,323	3,104,608

(1) In addition to the amounts reported in this column, Messrs. Tanda, Touya and Prieur and Ms. Gong would vest in outstanding equity awards in accordance with the retirement vesting provisions of such awards and with an estimated value of \$13,804,250, \$2,422,432, \$2,240,585 and \$2,256,664, respectively, as of December 31, 2024. With respect to PRSUs in the case of retirement, vesting is

prorated and based on actual performance through the end of the performance period (assumed to be target performance for purposes of this table).

- (2) For RSUs deferred pursuant to the Company's annual incentive plan, in the event of a termination by the Company without cause or by the NEO for good reason, the NEO would vest in the number of RSUs equal to his or her deferral, but would not vest in the 20% additional RSUs granted under the deferral program.
- (3) For scenarios which provide for payments, this row assumes target payouts under the PRSU awards and in the case of death or disability, is prorated based on the portion of the performance periods completed as of December 31, 2024.
- (4) In the event of Mr. Tanda's or Ms. Gong's termination of employment other than for cause and not within two years following a change in control, the executive would remain eligible for a prorated annual bonus based on actual performance, but only if such termination occurs during the third or fourth quarter of the Company's fiscal year. Because the annual bonus is considered earned as of December 31, 2024, amounts related to the pro rata bonus have been excluded from this table and are reported in the 2024 Summary Compensation Table as 2024 compensation.
- (5) The cash payments reflected in the table above for Messrs. Touya, Prieur and Tlili exclude the following amounts that they would receive in respect of their non-compete arrangements: Mr. Touya - \$601,971; Mr. Prieur - \$672,342; and Mr. Tlili - \$584,196.
- (6) This cash payment for Mr. Prieur represents a payment of 500,000 in Swiss Francs that would be paid to him in the event of his disability or death, converted to USD using the exchange rate as of December 31, 2024.

### **Normal Expiration of Employment Agreement**

If his employment ends due to the expiration of the employment agreement as a result of non-renewal by the Company, Mr. Tanda is entitled to receive an amount equal to one year's base salary and his target annual performance incentive. As a condition to Ms. Gong's employment agreement, she would receive her current base salary amount as well as benefits currently provided, including current health and welfare benefits (consisting of health and term life premiums) for a period of one year following the normal expiration date of her agreement. Amounts would be paid and benefits would be provided on a monthly basis for twelve months. The employment agreements of Messrs. Touya and Tlili have no expiration date. The employment of Mr. Prieur expires at the end of the month in which he reaches ordinary retirement age.

### **Voluntary or With Cause Termination**

Mr. Tanda and Ms. Gong are not entitled to additional benefits if they are terminated with cause. With voluntary termination in the third or fourth quarter of the Company's fiscal year, Mr. Tanda and Ms. Gong would remain eligible for a prorated annual bonus based on actual performance. With voluntary termination, Messrs. Touya, Prieur and Tlili may receive monthly payments in accordance with the non-competition clauses of their contracts equal to 50% of their former monthly salary (and annual bonus for Mr. Prieur and paid leave indemnity for Mr. Tlili) for a period of two years from the date of termination. Such payments would not be made in the event of a termination with cause, generally defined as gross misconduct for Mr. Touya, willful misconduct for Mr. Tlili and in accordance with Swiss law for Mr. Prieur. Equity awards granted to NEOs continue to vest upon retirement (and in the case of PRSUs pro-rated for service during the performance period). For a description of the value of outstanding equity awards as of December 31, 2024, see the second paragraph under "Involuntary or Good Reason Termination After a Change in Control" below.

### **Involuntary Termination**

For Ms. Gong, amounts shown above represent her base salary, which will be paid on a monthly basis for the remaining term of her agreement. If Mr. Tanda is terminated without "cause," he is entitled to receive 1.5 times (i) his base salary then in effect and (ii) the greater of (x) his target annual performance incentive for the year in which he was terminated and (y) the average of the annual performance incentives paid to him for the two preceding years, paid in 18 equal installments, as well as the medical, disability and life insurance benefits he would have otherwise received for a period of 18 months following the termination date and a

prorated annual bonus based on actual performance. Cash payment amounts shown for Messrs. Touya and Tlili represent payments that would be required under the Collective Bargaining Agreement of the French Plastics Industry, six months (in the case of Mr. Touya) or nine months (in the case of Mr. Tlili) of their average gross salary and a prorated bonus (based on six months of service in the case of Mr. Touya and nine months of service in the case of Mr. Tlili) based on the average of their annual bonuses for the previous three years, and monthly payments in accordance with the non-competition clauses of his respective contracts equal to 50% of his former monthly salary for a period of two years from the date of termination. The Collective Bargaining Agreement of the French Plastics Industry provides for an indemnity to be paid upon involuntary termination of employment that is based on the number of years of service and on the average monthly total compensation paid during the last twelve months ("Monthly Salary"). This indemnity is equal to 4.4 times the Monthly Salary in total for the first 13 years of service plus 0.5 times the Monthly Salary for each year thereafter. No payments would be made in connection with PRSUs regarding an involuntary termination. Cash payment amounts shown for Mr. Prieur represent payments equal to six months of the base gross salary as in effect at the time of the notification of termination and the prorated average annual gross bonus received by him during the three years prior to his dismissal, and monthly payments in accordance with the non-competition clauses of his respective contracts equal to 50% of his former monthly salary (including bonus) for a period of two years from the date of termination.

For Mr. Tlili, with respect to his retention RSU award, if he is terminated without cause, such RSU awards vest in full immediately on the date of termination or retirement, as applicable.

### **Involuntary or Good Reason Termination After a Change in Control ("CIC")**

Cash payment amounts shown for Mr. Tanda represent, according to his employment agreements and the CIC provisions therein, three times his highest annualized salary during the 12 month period preceding the termination and three times the average of his annual performance incentive amounts earned or payable in the past three fiscal years, as well as a prorated annual performance incentive. The cash payment amounts shown for Ms. Gong represent, according to her employment agreement and the CIC provisions therein, two and one-half times her highest annualized salary during the 12 month period preceding the termination and two and one-half times the average of her annual performance incentive amounts earned or payable in the past three fiscal years, as well as a prorated annual performance incentive. Cash payments under this scenario would be lump sum payments that would be expected to be paid within approximately 30 days following the date of termination. The employment agreement of Mr. Tanda also provides for the continuation of health and welfare benefits currently provided, for a period of three years following the date of termination. Ms. Gong's agreement also provides for the continuation of health and welfare benefits currently provided, for a period of two and one-half years following the date of termination. Cash payment amounts shown for Mr. Touya are identical to the payments described above under "Involuntary Termination" in accordance with his agreements. Cash payment amounts shown for Mr. Prieur represent payments equal to his annual base salary and the average annual gross bonus received by him during the three years prior to his dismissal. Cash payment amounts shown for Mr. Tlili are identical to the payments described above under "Involuntary Termination" in accordance with his agreements, except the payments of his average gross salary and prorated bonus will be based on 15 months of service, instead of nine months.

Equity awards will vest in the event of a qualifying termination of employment following a change in control, with performance awards to be earned based on target performance. In the event the awards are not assumed in a change in control, the vesting of the awards will accelerate upon such change in control, with performance goals achieved at target. The PRSUs amounts are based on the closing stock price of \$157.10 per share on December 31, 2024 (the "Closing Price") multiplied by the number of shares subject to the PRSU awards, assuming target performance. The accelerated RSU values included in the above table represent the Closing Price multiplied by the number of unvested RSUs. The accelerated NQSO amounts are based on the excess of the Closing Price over the exercise price for unvested NQSOs. Further information regarding NQSOs, RSUs and PRSUs can be found under "Outstanding Equity Awards at Fiscal Year-End."

### **Disability**

The employment agreements of Mr. Tanda and Ms. Gong provide for payments equal to a minimum of approximately 66.67% of their base salary while they are disabled, until they reach the age of 65. A portion of the payments are covered under insurance policies paid for by the Company. The cash payment amounts included in the above table for Mr. Tanda and Ms. Gong represent one year of disability payments under this

scenario. The employment agreement of Mr. Prieur provides for an insurance policy that will pay him 500,000 in Swiss Francs in the event of his disability. In addition, the Company's stock option agreements, RSU agreements and PRSU agreements provide for the acceleration of vesting in the event of disability (with prorated target vesting in the case of PRSUs). Further information regarding the value of accelerated equity grants shown in the above table can be found in the preceding paragraph.

## **Death**

Upon death, the employment agreements of Mr. Tanda and Ms. Gong provide their estates with one-half of their annual salary that they would have received until the second anniversary of their death. The employment agreement of Mr. Prieur provides for an insurance policy that will pay him 500,000 in Swiss Francs in the event of his death. The Company's stock option agreements, RSU agreements and PRSU agreements provide for the acceleration of vesting in the event of death (with prorated target vesting in the case of PRSUs) and the values shown in the table above for this scenario are the same as those shown at target under the Disability scenario.

## **CIC without Termination**

The NEOs are not entitled to additional benefits if there is a CIC without termination within two years of the CIC event.

## **Non-compete Information**

The agreements of Mr. Tanda and Ms. Gong require that during the employment period and for one year thereafter in the case of either termination for good reason following a CIC or termination without cause, or for two years following termination for any other reason, that each executive will not (i) compete directly or indirectly with the Company or (ii) solicit employees or customers of the Company. The agreements of Messrs. Touya, Tlili and Prieur require that each executive will not compete directly or indirectly with the Company for a period of two years following, and that under this arrangement, each executive will receive monthly payments equal to 50% of his former monthly salary (including paid leave in the case of Mr. Tlili and annual bonus in the case of Mr. Prieur) for a period of two years from the date of termination. Payments would not be made to Messrs. Touya, Tlili and Prieur if they were terminated with cause, generally defined as gross misconduct for Mr. Touya, willful misconduct for Mr. Tlili and in accordance with Swiss law for Mr. Prieur. In the event Messrs. Touya, Tlili or Prieur breaches his noncompete covenant, he will be required to pay to the Company an amount equal to two years' base salary (one year's base salary in the case of Mr. Prieur). The agreements of Messrs. Touya, Tlili and Prieur also include post-termination restrictions on the solicitation of employees and customers of the Company.

## **Pension Related Benefits**

Information concerning pension benefits can be found under the heading "Pension Benefits."

## **Kuhn Retirement**

In connection with his retirement upon the expiration of his employment agreement on December 31, 2024, Mr. Kuhn became entitled to receive his base salary (\$715,364) and benefits, including current health and welfare benefits (consisting of health and term life premiums) (\$19,199) for a period of one year following the normal expiration date of his agreement, which amounts will be paid on a monthly basis. In accordance with the applicable award agreements, Mr. Kuhn's outstanding equity awards will continue to vest in accordance with their original vesting schedules following his retirement (pro-rated for service during the performance period in the case of PRSUs) (\$3,900,404, based on the Closing Price and, in the case of PRSUs, assuming target performance). In addition, in order to facilitate a transition of his Chief Financial Officer responsibilities, the Company and Mr. Kuhn entered into a one-year transition and advisor agreement entitling Mr. Kuhn to a monthly advisory fee of \$10,000 for each month as an advisor.

## CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, Aptar is providing the following disclosure about the relationship of the annual total compensation of our employees to the annual total compensation of Stephan Tanda, our President and CEO. To better understand this disclosure, we think it is important to give context to our operations. As a global organization, approximately 18%, or 2,400 of our employees are located in the United States, while approximately 82% or 11,100 employees are located throughout Europe, Asia and South America. We strive to create a competitive global compensation program in terms of both the position and the geographic location in which the employee is located. As a result, our compensation program varies amongst each local market in order to allow us to provide a competitive compensation package.

### Pay Ratio

For 2024:

- The median of the annual total compensation of all of our employees, other than Mr. Tanda, was \$57,266.
- Mr. Tanda's annual total compensation was \$9,927,457.
- Based on this information, the ratio of the annual total compensation of Mr. Tanda to the median of the annual total compensation of all employees is estimated to be 173 to 1.

Given the significant weight of our executive compensation program towards performance-based elements, we expect that our pay ratio disclosure will fluctuate year-to-year based on the Company's performance against the pre-established performance goals.

### Identification of Median Employee

For purposes of the foregoing CEO pay ratio disclosure, we were required to identify the "median employee" of our worldwide workforce, without regard to their location, compensation arrangements or employment status (full-time versus part-time) and then determine the annual total compensation that "median employee" earned. The applicable SEC rules require us to identify a "median employee" only once every three years, as long as there have been no material changes in our employee population or employee compensation arrangements that we reasonably believe would result in a significant change to our CEO pay ratio disclosure. Because there have been no material changes in our employee population or employee compensation arrangements that we believe would significantly impact the Company's CEO pay ratio disclosure, we are using the same "median employee" for our 2024 CEO Pay Ratio that we used for our 2023 CEO Pay Ratio, although we have updated the calculation of the total compensation earned by that employee for 2024. We determined our "median employee" for purposes of determining our 2024 CEO pay ratio by identifying the employee whose compensation was at the median of the compensation of our employee population (other than our CEO) for 2023.

For the 2023 pay ratio, we used the following methodology:

- (1) We selected December 31, 2023 as the date on which to determine our median employee.
- (2) As of that date, we had approximately 13,800 employees, with approximately 2,600 employees based in the United States and 11,200 employees located outside of the United States. We applied the allowed "de minimis" exception to exclude 617 employees in the following countries: India (371); Russia (91); Thailand (85); Bahrain (62) and Indonesia (8). If we excluded any employees from a country using this de minimis exception, all employees from that country were excluded. After taking into account the de minimis exemption, approximately 2,600 employees in the United States and approximately 10,583 employees located outside of the United States were considered for identifying the median employee.
- (3) For purposes of identifying the median employee from our employee population base, we considered the total cash compensation earned by our employees, as compiled from our payroll records. We selected total cash compensation as it reflects the principal forms of compensation delivered to all of our employees and this information is readily available in each country. In addition, we measured compensation for purposes of determining the median employee using the 12 month period ended

December 31, 2023. Compensation paid in foreign currencies was converted to U.S. dollars using the average exchange rate at December 31, 2023.

- (4) In determining the annual total compensation of the median employee, such employee's compensation was calculated in accordance with Item 402(c)(2)(x) of Regulation S-K, as required pursuant to the SEC executive compensation disclosure rules.

## Pay Versus Performance

Pursuant to Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(v) of Regulation S-K, the Pay Versus Performance Table (set forth below) is required to include "compensation actually paid," as calculated per SEC disclosure rules, to the Company's principal executive officer ("PEO") and the Company's non-PEO NEOs, as noted below. "Compensation actually paid" represents a new required calculation of compensation that differs significantly from the Summary Compensation Table calculation of compensation, the NEO's realized or earned compensation, as well as from the way in which the Management Development and Compensation Committee views annual compensation decisions, as discussed in the Compensation Discussion and Analysis. The amounts in the table below are calculated in accordance with SEC rules and do not represent amounts actually earned or realized by NEOs, including with respect to RSUs and PRSUs which remain subject to forfeiture if the vesting conditions are not satisfied.

Pay Versus Performance									
YEAR(1)	SUMMARY COMPENSATION TABLE TOTAL FOR PEO \$(2)	COMPENSATION ACTUALLY PAID TO PEO \$(3)	AVERAGE SUMMARY COMPENSATION TABLE		VALUE OF INITIAL FIXED \$100 INVESTMENT BASED ON: (5)			NET INCOME (Amount in Thousands \$)	ROIC (7)
			TOTAL FOR NON-PEO NAMED EXECUTIVE OFFICERS \$(2)	AVERAGE COMPENSATION ACTUALLY PAID TO NON- PEO NAMED EXECUTIVE OFFICERS \$(4)	Total Shareholder Return (\$)	Peer Group Total Shareholder Return \$(6)			
2024	\$ 9,927,457	\$ 23,816,563	\$ 2,925,686	\$ 5,487,136	\$ 144.64	\$ 108.24	\$ 374,178	13%	
2023	\$ 8,915,129	\$ 12,925,874	\$ 3,006,584	\$ 3,576,482	\$ 112.48	\$ 108.26	\$ 284,176	11%	
2022	\$ 8,840,507	\$ 6,887,920	\$ 2,820,935	\$ 2,345,420	\$ 98.75	\$ 114.66	\$ 239,555	9%	
2021	\$ 9,379,483	\$ (2,793,029)	\$ 3,225,627	\$ 58,643	\$ 108.44	\$ 154.29	\$ 243,638	10%	
2020	\$ 7,018,822	\$ 13,130,732	\$ 2,647,760	\$ 4,341,981	\$ 119.87	\$ 124.16	\$ 214,090	10%	

- (1) Stephen B. Tanda served as the Company's principal executive officer for the entirety of 2020, 2021, 2022, 2023 and 2024 and the Company's other NEOs for each of 2020, 2021, 2022 and 2023 were: Robert W. Kuhn; Gael Touya; Marc Prieur; and Xiangwei Gong. The Company's other NEOs for 2024 were: Robert W. Kuhn; Gael Touya; Hedi Tlili; and Xiangwei Gong. Because Marc Prieur is included in the 2024 Summary Compensation Table on a voluntary basis, he is excluded in the 2024 average other NEO information provided in this table.
- (2) Amounts reported in this column represent (i) the total compensation reported in the Summary Compensation Table for the applicable year in the case of Mr. Tanda and (ii) the average of the total compensation reported in the Summary Compensation Table for the applicable year for the Company's NEOs reported for the applicable year other than the principal executive officer for such years.

(3) Amounts reported in this column represent the “compensation actually paid” to Mr. Tanda as the Company’s President and Chief Executive Officer in the indicated fiscal years, based on his total compensation reported in the Summary Compensation Table for the indicated fiscal years and adjusted as shown in the table below:

	PEO				
	2024	2023	2022	2021	2020
Summary Compensation Table - Total Compensation(a)	\$ 9,927,457	\$ 8,915,129	\$ 8,840,507	\$ 9,379,483	\$ 7,018,822
- Change in Accumulated Benefits Under Defined Benefit and Actuarial Pension Plans(b)	\$ (353,814)	\$ (658,184)	\$ —	\$ (234,245)	\$ (763,195)
+ Service Costs Under Defined Benefit and Actuarial Pension Plans(c)	\$ 471,594	\$ 471,884	\$ 498,229	\$ 318,221	\$ 490,964
- Grant Date Fair Value of Stock Awards Granted in Fiscal Year(d)	\$ (7,570,044)	\$ (6,140,940)	\$ (6,836,783)	\$ (6,940,397)	\$ (4,929,903)
+ Fair Value at Fiscal Year-End of Outstanding and Unvested Stock Awards Granted in Fiscal Year(e)	\$ 9,609,600	\$ 8,291,981	\$ 5,964,982	\$ 4,130,528	\$ 9,174,774
+ Change in Fair Value of Outstanding and Unvested Stock Awards Granted in Prior Fiscal Years(f)	\$ 10,371,067	\$ 1,720,550	\$ (431,121)	\$ (9,465,577)	\$ 2,803,254
+ Fair Value at Vesting of Stock Awards Granted in Fiscal Year That Vested During Fiscal Year(g)	\$ —	\$ —	\$ —	\$ —	\$ —
+ Change in Fair Value as of Vesting Date of Stock Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year(h)	\$ 1,360,703	\$ 325,454	\$ (127,513)	\$ 18,958	\$ 175,150
- Fair Value as of Prior Fiscal Year-End of Stock Awards Granted in Prior Fiscal Years That Failed to Meet Applicable Vesting Conditions During Fiscal Year(i)	\$ —	\$ —	\$ (1,020,381)	\$ —	\$ (839,054)
= Compensation Actually Paid	\$ 23,816,563	\$ 12,925,874	\$ 6,887,920	\$ (2,793,029)	\$ 13,130,732

- (a) Represents Total Compensation as reported in the Summary Compensation Table for the indicated fiscal year.
- (b) Represents the aggregate change in the actuarial present value of Mr. Tanda’s accumulated benefit under all defined benefit and actuarial pension plans reported in the Summary Compensation Table for the indicated fiscal year.
- (c) Represents the sum of the actuarial present value of Mr. Tanda’s benefit under all defined benefit and actuarial pension plans attributable to services rendered during the indicated fiscal year, plus the entire cost of benefits granted (or credit for benefits reduced) in a plan amendment (or initiation) during the indicated fiscal year that are attributed by the benefit formula to services rendered in prior fiscal years, in each case, calculated using the same methodology as used in the Company’s financial statements under generally accepted accounting principles.
- (d) Represents the aggregate grant date fair value of the stock awards granted to Mr. Tanda during the indicated fiscal year, calculated using the same methodology as used in the Company’s financial statements under generally accepted accounting principles.
- (e) Represents the aggregate fair value as of the indicated fiscal year-end of Mr. Tanda’s outstanding and unvested stock awards granted during such fiscal year, calculated using the same methodology as used in the Company’s financial statements under generally accepted accounting principles.
- (f) Represents the aggregate change in fair value during the indicated fiscal year of the outstanding and unvested stock awards held by Mr. Tanda as of the last day of the indicated fiscal year, calculated using the same methodology as used in the Company’s financial statements under generally accepted accounting principles and, for awards subject to performance-based vesting conditions, based on the probable outcome of such performance-based vesting conditions as of the last day of the fiscal year.
- (g) Represents the aggregate fair value at vesting of the stock awards that were granted to Mr. Tanda and vested during the indicated fiscal year, calculated using the same methodology as used in the Company’s financial statements under generally accepted accounting principles.
- (h) Represents the aggregate change in fair value, measured from the prior fiscal year-end to the vesting date, of each stock award held by Mr. Tanda that was granted in a prior fiscal year and which vested during the indicated fiscal year, calculated using the same methodology as used in the Company’s financial statements under generally accepted accounting principles.
- (i) Represents the aggregate fair value as of the last day of the prior fiscal year of Mr. Tanda’s stock awards that were granted in a prior fiscal year and which failed to meet the applicable vesting conditions in the indicated fiscal year, calculated using the same methodology as used in the Company’s financial statements under generally accepted accounting principles.

- (4) Amounts reported in this column represent the compensation actually paid to the Company's NEOs other than Mr. Tanda in the indicated fiscal year, based on the average total compensation for such NEOs reported in the Summary Compensation Table for the indicated fiscal year and adjusted as shown in the table below:

	Other NEOs Average(a)				
	2024	2023	2022	2021	2020
Summary Compensation Table - Total Compensation(b)	\$ 2,925,686	\$ 3,006,584	\$ 2,820,935	\$ 3,225,627	\$ 2,647,760
- Change in Accumulated Benefits Under Defined Benefit and Actuarial Pension Plans(b)	\$ (208,173)	\$ (407,087)	\$ (39,628)	\$ (297,582)	\$ (230,259)
+ Service Costs Under Defined Benefit and Actuarial Pension Plans(c)	\$ 155,958	\$ 143,218	\$ 170,457	\$ 140,234	\$ 159,071
- Grant Date Fair Value of Stock Awards Granted in Fiscal Year(d)	\$ (1,412,627)	\$ (1,269,063)	\$ (1,353,686)	\$ (1,572,609)	\$ (1,625,369)
+ Fair Value at Fiscal Year-End of Outstanding and Unvested Stock Awards Granted in Fiscal Year(e)	\$ 1,784,709	\$ 1,706,742	\$ 1,176,872	\$ 957,919	\$ 2,837,130
+ Change in Fair Value of Outstanding and Unvested Stock Awards Granted in Prior Fiscal Years(f)	\$ 1,942,987	\$ 409,023	\$ (149,550)	\$ (2,393,479)	\$ 672,425
+ Fair Value at Vesting of Stock Awards Granted in Fiscal Year That Vested During Fiscal Year(g)	\$ —	\$ —	\$ —	\$ —	\$ —
+ Change in Fair Value as of Vesting Date of Stock Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year(h)	\$ 298,596	\$ 88,797	\$ (54,617)	\$ (1,467)	\$ 27,164
- Fair Value as of Prior Fiscal Year-End of Stock Awards Granted in Prior Fiscal Years That Failed to Meet Applicable Vesting Conditions During Fiscal Year(i)	\$ —	\$ (101,732)	\$ (225,363)	\$ —	\$ (145,941)
= Compensation Actually Paid	\$ 5,487,136	\$ 3,576,482	\$ 2,345,420	\$ 58,643	\$ 4,341,981

- (a) Please see footnote 1 for the NEOs included in the average for each indicated fiscal year.
- (b) Represents the average Total Compensation as reported in the Summary Compensation Table for the reported NEOs in the indicated fiscal year.
- (c) Represents the average aggregate grant date fair value of the stock awards granted to the reported NEOs during the indicated fiscal year, calculated using the same methodology as used in the Company's financial statements under generally accepted accounting principles.
- (d) Represents the average aggregate fair value as of the indicated fiscal year-end of the reported NEOs' outstanding and unvested stock awards granted during such fiscal year, calculated using the same methodology as used in the Company's financial statements under generally accepted accounting principles.
- (e) Represents the average aggregate change in fair value during the indicated fiscal year of the outstanding and unvested stock awards held by the reported NEOs as of the last day of the indicated fiscal year, calculated using the same methodology as used in the Company's financial statements under generally accepted accounting principles and, for awards subject to performance-based vesting conditions, based on the probable outcome of such performance-based vesting conditions as of the last day of the fiscal year.
- (f) Represents the average aggregate fair value at vesting of the stock awards that were granted to the reported NEOs and vested during the indicated fiscal year, calculated using the same methodology as used in the Company's financial statements under generally accepted accounting principles.
- (g) Represents the average aggregate change in fair value, measured from the prior fiscal year-end to the vesting date, of each stock award held by the reported NEOs that was granted in a prior fiscal year and which vested during the indicated fiscal year, calculated using the same methodology as used in the Company's financial statements under generally accepted accounting principles.
- (h) Represents the average aggregate fair value as of the last day of the prior fiscal year of the reported NEOs' stock awards that were granted in a prior fiscal year and which failed to meet the applicable vesting conditions in the indicated fiscal year, calculated using the same methodology as used in the Company's financial statements under generally accepted accounting principles.
- (5) Pursuant to rules of the SEC, the comparison assumes \$100 was invested on December 31, 2019 in our common stock. Historic stock price performance is not necessarily indicative of future stock price performance.
- (6) The TSR Peer Group consists of the following companies that were included in the Company's Share Performance Graph in its Annual Report for 2024 and also disclosed in the Compensation Discussion and Analysis above : Albemarle Corporation; Ashland Global Holdings Inc.; Berry Global Group, Inc.; Catalent, Inc.(included until December 17, 2024, when the company was taken private), CCL Industries Inc.; Enovis Corporation; ICU Medical, Inc.; Ingredion Inc.; International Flavors & Fragrances, Inc.; McCormick & Company, Inc.; Perrigo Company plc; Sealed Air Corporation; Sensient Technologies Corporation; Silgan Holdings, Inc.; Sonoco Products Company;

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Stericycle, Inc.; STERIS plc; Teleflex Inc. and West Pharmaceutical Services, Inc. Hill-Rom Holdings, Inc. was excluded from the TSR calculations starting in 2021 as they were acquired on December 13, 2021.

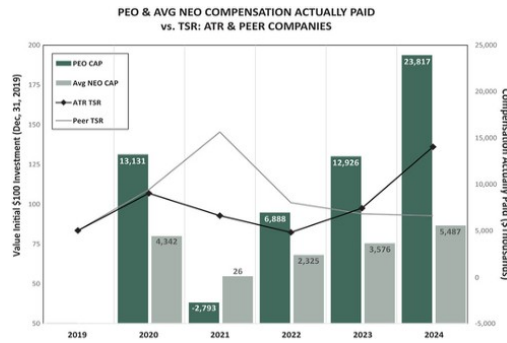
- (7) The Management Development and Compensation Committee determined that ROIC represents the most important financial performance measure to link “compensation actually paid” to our NEOs and Company performance. ROIC is defined as adjusted earnings before interest and taxes at the effective tax rate, divided by average equity plus average debt.

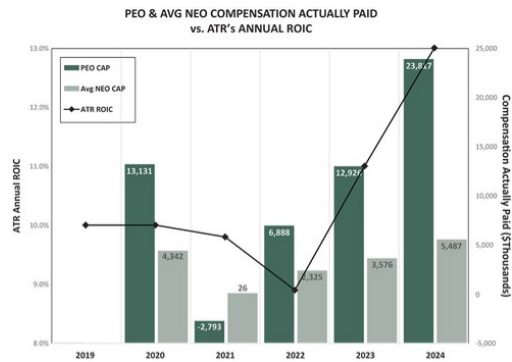
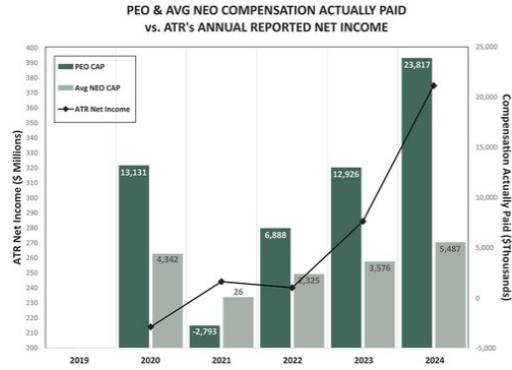
*Relationship Between Pay and Performance*

We believe the “compensation actually paid” in each of the years reported above and over the five-year cumulative period are reflective of the Management Development and Compensation Committee’s emphasis on “pay-for-performance” as the “compensation actually paid” fluctuated year-over-year, primarily due to the result of our stock performance and our varying levels of achievement against pre-established performance goals under our 2024 STI and 2024 LTI awards. Because of our significant emphasis on equity awards, which represented 70% and 50% of the 2024 target pay of our CEO and the other NEOs (on average), respectively, our “compensation actually paid” is most directly impacted by our stock price performance.

The following is a list of financial performance measures, which in the Company’s assessment represent the most important financial performance measures used by the Company to link “compensation actually paid” to the NEOs for 2024. Please see the Compensation Discussion & Analysis for further information regarding these measures and how they were used in the 2024 executive compensation program.

- STI Adjusted EBITDA Growth, measured on a Corporate basis for each of the NEOs as well as a segment basis for Messrs. Touya and Prieur and Ms. Gong
- Core Sales Growth, measured on a Corporate basis for each of the NEOs as well as a segment basis for Messrs. Touya and Prieur and Ms. Gong
- Corporate Optimization Initiative
- Adjusted Return on Invested Capital
- Relative Total Shareholder Return





## Policies and Practices Regarding Long-Term Incentive Awards

It is the Management Development and Compensation Committee's practice to generally approve ordinary course annual equity grants at the same time each year on March 15th (or the first business day following March 15th, if such day falls on a weekend), and the proximity of any awards to other significant corporate events is coincidental. The Company may also make grants of LTI awards during other times of the year as it deems appropriate. The Company does not schedule its equity grants in anticipation of the release of material non-public information ("MNPI") nor does the Company time the release of MNPI based on equity grant dates. In 2024, the Company did not grant any stock options to our NEOs during any period beginning four business days before the filing or furnishing of a periodic report or current report disclosing MNPI and ending one business day after the filing or furnishing of such report with the SEC.

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## Equity Compensation Plan Information

The following table provides information, as of December 31, 2024, relating to Aptar's equity compensation plans pursuant to which grants of options, restricted stock units or other rights to acquire shares may be granted from time to time. Aptar does not have any equity compensation plans that were not approved by stockholders.

<b>Plan Category</b>	<b>Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)</b>	<b>Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b)</b>	<b>Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding Securities reflected in Column (a)) (c)</b>
Equity compensation plans approved by stockholders(1)	2,472,778 (2)	\$ 93.38 (3)	1,031,056

(1) Plans approved by stockholders include director and employee equity award plans.

(2) Includes 277,245 RSUs and 513,226 PRSUs (assuming target level of performance).

(3) RSUs and PRSUs are excluded when determining the weighted average exercise price of outstanding options.

## Security Ownership of Certain Beneficial Owners, Directors and Management

The following table contains information with respect to the beneficial ownership of common stock, as of March 14, 2025 (unless otherwise indicated in the footnotes) by (a) the persons known by Aptar to be the beneficial owners of more than 5% of the outstanding shares of common stock, (b) each director or director nominee of Aptar, (c) each of the executive officers of Aptar named in the Summary Compensation Table above, and (d) all directors and executive officers of Aptar as a group.

### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Name	Shares Owned		Options Exercisable or RSUs Vesting Within 60 Days of March 14, 2025
	Number of Shares(1)	Percentage(2)	
<b>The Vanguard Group (3)</b> 100 Vanguard Blvd, Malvern, PA 19355	7,155,036	10.8	—
<b>BlackRock, Inc. (4)</b> 55 East 52nd Street, New York, NY 10055	6,072,686	9.2	—
<b>State Farm Mutual Automobile Insurance Company (5)</b> One State Farm Plaza, Bloomington, IL 61710	5,258,561	8.0	—
<b>Morgan Stanley (6)</b> 1585 Broadway New York, NY 10036	4,798,477	7.3	—
<b>George L. Fotiades</b>	3,900	*	1,113
<b>Sarah Glickman</b>	2,007	*	1,113
<b>Xiangwei Gong</b>	18,321	*	9,906
<b>Giovanna Kampouri Monnas</b>	7,582	*	1,113
<b>Robert W. Kuhn</b>	210,947	*	139,625
<b>Isabel Marey-Semper</b>	7,275	*	1,113
<b>Candace Matthews</b>	5,070	*	1,304
<b>B. Craig Owens</b>	8,688	*	1,113
<b>Marc Prieur</b>	26,792	*	16,843
<b>Stephan B. Tanda</b>	248,393	*	101,909
<b>Hedi Tlili</b>	15,118	*	10,986
<b>Gael Touya</b>	38,442	*	11,413
<b>Matt Trerotola</b>	6,761	*	1,113
<b>Ralf K. Wunderlich</b>	16,144	*	1,113
<b>Julie Xing</b>	2,696	*	1,113
<b>All Directors and Current Executive Officers as a Group (17 persons)</b>	448,404	*	180,484

\* Less than one percent.

- (1) Except as otherwise indicated below, beneficial ownership means the sole power to vote and dispose of shares. Number of shares includes options exercisable and RSUs vesting within 60 days of March 14, 2025.
- (2) Based on 65,966,138 shares of common stock outstanding as of March 14, 2025 plus, with respect to any person, stock options and RSUs held by any such person that are exercisable or vest within 60 days of that date.
- (3) The information as to The Vanguard Group and related entities ("Vanguard") is derived from a statement on Schedule 13G with respect to the common stock as of December 29, 2023, filed with the SEC

pursuant to Section 13(d) of the Exchange Act. Such statement discloses that Vanguard has the sole power to dispose of 7,062,513 shares, the shared power to vote 23,030 shares and the shared power to dispose of 92,523 shares.

- (4) The information as to BlackRock, Inc. and related entities ("BlackRock") is derived from a statement on Schedule 13G with respect to the common stock as of December 31, 2023, filed with the SEC pursuant to Section 13(d) of the Exchange Act. Such statement discloses that BlackRock has the sole power to vote 5,880,049 shares and the sole power to dispose of 6,072,686 shares.
- (5) The information as to State Farm Mutual Automobile Insurance Company and related entities ("State Farm") is derived from a statement on Schedule 13G with respect to the common stock as of December 31, 2023, filed with the SEC pursuant to Section 13(d) of the Exchange Act. Such statement discloses that State Farm has the sole power to vote 4,744,564 shares, the sole power to dispose of 4,744,564 shares, the shared power to vote 513,997 shares and the shared power to dispose of 513,997 shares.
- (6) The information as to Morgan Stanley and related entities ("Morgan Stanley") is derived from a statement on Schedule 13G with respect to the common stock as of December 31, 2023, filed with the SEC pursuant to Section 13(d) of the Exchange Act. Such statement discloses that Morgan Stanley has the shared power to vote 4,692,291 shares and the shared power to dispose of 4,783,953 shares.

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## Transactions with Related Persons

Aptar or one of our subsidiaries may occasionally enter into transactions with certain “related persons.” Related persons include our executive officers, directors, nominees for directors, a beneficial owner of more than 5% of our common stock and immediate family members of these persons. We refer to transactions involving amounts in excess of \$120,000 and in which the related person has a direct or indirect material interest as “related person transactions.” Each related person transaction must be approved in accordance with Aptar’s written Related Person Transactions Policy by the Audit Committee of the Board of Directors. Each member of the Audit Committee is considered a “disinterested” director and therefore are approving related person transactions from this perspective.

The Audit Committee considers all relevant factors when determining whether to approve a related person transaction including, without limitation, the following:

- the size of the transaction and the amount payable to a related person;
- the nature of the interest of the related person in the transaction;
- whether the transaction may involve a conflict of interest; and
- whether the transaction is on terms that would be available in comparable transactions with unaffiliated third parties.

The following are not considered related person transactions:

- executive officer or director compensation which has been approved by the Management Development and Compensation Committee of the Board of Directors;
- indebtedness incurred with a beneficial owner of more than 5% of any class of voting securities of the Company;
- indebtedness incurred for the purchase of goods or services subject to usual trade terms, for ordinary business travel and expense payments, and for other transactions in the ordinary course of business; and
- any transaction in which a person is deemed a Related Person solely on the basis of such person’s equity ownership and all holders of that class of equity receive the same benefit on a pro rata basis.

Pursuant to this policy, the Audit Committee approves all related person transactions, including those involving NEOs and directors. Since January 1, 2024, there have been no related person transactions for which disclosure is required under SEC rules.

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## Delinquent Section 16(a) Reports

Based solely upon a review of filings with the SEC and written representations furnished to it, Aptar believes that during 2024 all filings with the SEC by its executive officers and directors and beneficial owners of more than 10% of its common stock complied with requirements for reporting ownership and changes in ownership of Aptar's common stock pursuant to Section 16(a) of the Exchange Act, except for one Form 4 disclosing an equity award grant to Hedi Tlili, which was filed late due to an administrative oversight.

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## Audit Committee Report

Management is responsible for Aptar's internal controls and the financial reporting process. The independent registered public accounting firm is responsible for performing an independent audit of Aptar's consolidated financial statements in accordance with generally accepted auditing standards, including the effectiveness of internal controls, and issuing a report thereon. The Audit Committee's responsibility is to assist the Board in fulfilling its responsibility for overseeing the quality and integrity of the accounting, auditing and financial reporting practices of Aptar.

During the course of the fiscal year ended December 31, 2024, management completed the documentation, testing and evaluation of the Company's system of internal control over financial reporting in response to the requirements set forth in Section 404 of the Sarbanes-Oxley Act of 2002 and related regulations. Management and the independent registered public accounting firm kept the Audit Committee apprised of the progress of the documentation, testing and evaluation through periodic updates, and the Audit Committee provided advice to management during this process.

The Audit Committee has reviewed and discussed the audited consolidated financial statements with management and the independent registered public accounting firm. Management has represented to the Audit Committee that the audited consolidated financial statements were prepared in accordance with generally accepted accounting principles. Also, the Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the SEC.

In addition, the Audit Committee has received the written disclosures and letter from the independent registered public accounting firm as required by the PCAOB regarding the independent registered public accounting firm's communication with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm its independence from Aptar and Aptar's management. In considering the independence of Aptar's independent registered public accounting firm, the Audit Committee took into consideration the amount and nature of the fees paid to this firm for non-audit services as described under "Proposal 4—Ratification of the Appointment of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm for 2025".

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board has approved, that the audited consolidated financial statements be included in Aptar's Annual Report on Form 10-K for the year ended December 31, 2024, for filing with the SEC.

**Audit Committee**  
B. Craig Owens (Chair)  
George L. Fotiades  
Sarah Glickman

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## Other Matters

### Proxy Solicitation

Aptar will pay the cost of soliciting proxies for the annual meeting. Aptar reimburses banks, brokerage firms and other institutions, nominees, custodians and fiduciaries for their reasonable expenses for sending proxy materials to beneficial owners and obtaining their voting instructions. Certain directors, officers and employees of Aptar and its subsidiaries may solicit proxies personally or by telephone, facsimile or electronic means without additional compensation.

### Annual Report/Form 10-K

Aptar's Annual Report/Form 10-K for the year ended December 31, 2024 is available on the Internet (including on the Investor Relations page of the Aptar website located at [investors.aptar.com](http://investors.aptar.com)) along with this proxy statement. Stockholders can refer to the report for financial and other information about Aptar, but such report is not incorporated in this proxy statement and is not deemed a part of the proxy soliciting material. If you received a Notice by mail and would like to receive a printed copy of our proxy materials (including the Annual Report/Form 10-K), you should follow the instructions for requesting such materials included in the Notice.

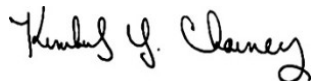
### Stockholder Proposals and Nominations

The 2026 annual meeting of stockholders is expected to be held on May 6, 2026. In order to be considered for inclusion in Aptar's proxy materials for the 2026 annual meeting of stockholders pursuant to Rule 14a-8 under the Exchange Act, stockholder proposals must be received by our Secretary at Aptar's principal executive offices at 265 Exchange Drive, Suite 301, Crystal Lake, Illinois 60014 by November 28, 2025.

Stockholders who intend to present a proposal or nominate a director at our 2026 annual meeting of stockholders without seeking to include a proposal in our proxy statement must deliver notice of the proposal or nomination to our Secretary at Aptar's principal executive offices on or after January 7, 2026 and on or prior to February 6, 2026. A stockholder proposal or nomination must include the information requirements set forth in Aptar's amended and restated by-laws ("By-Laws"). Any stockholder who seeks to recommend a director for consideration by the Corporate Governance Committee for the 2026 annual meeting of stockholders must send such recommendation to the Secretary at the address set forth above no later than November 28, 2025 and include with such recommendation any information that would be required by Aptar's By-Laws if the stockholder were making the nomination directly.

In addition to the requirements set forth above and in Aptar's By-Laws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than Aptar's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than March 9, 2026.

By Order of the Board of Directors,



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**Kimberly Y. Chainey**  
Executive Vice President, Chief Legal Officer and Secretary

Crystal Lake, Illinois  
March 28, 2025

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## Frequently Asked Questions

This proxy statement contains information related to the business to be conducted at the virtual annual meeting of stockholders of Aptar to be held on May 7, 2025, beginning at 9:00 a.m. CDT, online at [www.virtualshareholdermeeting.com/ATR2025](http://www.virtualshareholdermeeting.com/ATR2025). This proxy statement was prepared under the direction of Aptar's Board of Directors to solicit your proxy for use at the annual meeting. In accordance with rules and regulations adopted by the SEC, instead of mailing a printed copy of our proxy materials to each stockholder of record or beneficial owner, we are furnishing proxy materials, which include this proxy statement, the notice of meeting and our Annual Report/Form 10-K, to our stockholders over the Internet. If you received a Notice of Internet Availability of Proxy Materials ("Notice") by mail, you will not receive a printed copy of the proxy materials. Instead, the Notice instructs you as to how you may access and review all of the important information contained in the proxy materials. The Notice also instructs you as to how you may submit your proxy over the Internet. If you received a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice. The Notice was mailed to stockholders on or about March 28, 2025.

### How do I attend?

Stockholders of record at the close of business on March 14, 2025 and the general public may attend the virtual annual meeting at [www.virtualshareholdermeeting.com/ATR2025](http://www.virtualshareholdermeeting.com/ATR2025). The meeting will only be conducted virtually via webcast; there will be no physical meeting location. Hosting the annual meeting in virtual-only format provides easy access for stockholders and facilitates participation without the need to travel, since stockholders can participate from any location around the world. To participate in the annual meeting, stockholders will need the 16-digit control number that appears on your Notice, proxy card or the instructions that accompanied the proxy materials. In the event that you do not have a control number, please contact your broker, bank, or other nominee as soon as possible and no later than April 17, 2025, so that you can be provided with a control number and participate in the meeting.

The annual meeting will begin promptly at 9:00 a.m. CDT. Online check-in will begin 15 minutes prior to the start of the meeting, and you should allow ample time for the online check-in procedures. We encourage our stockholders to access the virtual meeting prior to the start time.

### Who is entitled to vote?

Stockholders owning our common stock at the close of business on March 14, 2025 are entitled to vote at the annual meeting, or any postponement or adjournment of the meeting. Each stockholder has one vote per share on all matters to be voted on at the meeting. At the close of business on March 14, 2025, there were 65,966,138 shares of common stock outstanding.

### May stockholders ask questions at the virtual annual meeting?

Yes. Stockholders will have the ability to submit questions during the annual meeting via the annual meeting website at [www.virtualshareholdermeeting.com/ATR2025](http://www.virtualshareholdermeeting.com/ATR2025). As part of the annual meeting, we will hold a live question and answer session, during which we intend to answer all questions submitted during the meeting which are pertinent to Aptar and the meeting matters, as time permits. Detailed guidelines for submitting questions during the meeting will be available at [www.virtualshareholdermeeting.com/ATR2025](http://www.virtualshareholdermeeting.com/ATR2025).

### What if I have technical difficulties or trouble accessing the virtual annual meeting?

If you encounter any difficulties accessing the virtual meeting or during the meeting time, please call the phone number posted on the date of the meeting at [www.virtualshareholdermeeting.com/ATR2025](http://www.virtualshareholdermeeting.com/ATR2025) for general technical questions.

## What am I voting on and how does the Board of Directors recommend I vote on the proposals?

Proposal	Board recommendation	For more information
1. To elect the three director nominees named in this proxy statement to terms of office expiring at the annual meeting in 2028	<b>FOR</b> all of the nominees named in this proxy statement for election to the Board of Directors	Page 12
2. To approve, on an advisory basis, Aptar's executive compensation	<b>FOR</b> the resolution to approve executive compensation	Page 30
3. To approve an amendment to the 2018 Equity Incentive Plan	<b>FOR</b> The approval of an amendment to the 2018 Equity Incentive Plan	Page 31
4. To ratify the appointment of the independent registered public accounting firm for 2025	<b>FOR</b> the ratification of the appointment of the independent registered public accounting firm for 2025	Page 38

The Board of Directors knows of no other business that will be presented at the annual meeting. If other matters properly come before the meeting, the persons named as proxies will vote on them in accordance with their best judgment. Unless you give other instructions when voting your proxy, the persons named as proxies will vote in accordance with the recommendation of the Board.

## How do I vote?

If you are a record holder, you can vote your proxy in any of the following ways:

<b>4 Ways to Vote</b>	<b>By Internet:</b> Aptar encourages stockholders to vote by Internet because it is the least costly method of tabulating votes. You can vote by Internet by following the instructions on the proxy card or the Notice.	<b>By Telephone:</b> You can vote by telephone by following the instructions on the proxy card.	<b>By Mail:</b> If you received proxy materials by mail or if you request a paper proxy card, you may elect to vote by mail. To do so, you should sign, date and complete the proxy card you receive and return it in the envelope which accompanied that proxy card.	<b>During the Meeting:</b> If you attend the virtual annual meeting using your 16-digit control number, you may vote during the annual meeting. Even if you plan to attend the virtual annual meeting, we encourage you to vote in advance by one of the methods specified to the left.
<b>Voting Options*</b>	Vote <b>FOR</b> a given nominee or proposal	Vote <b>AGAINST</b> a given nominee or proposal	<b>ABSTAIN</b> from voting on a given nominee or proposal	
<b>4 Ways to Revoke your Vote</b>	Entering a new vote by Internet or telephone	Submitting another signed proxy card with a later date	Writing to Aptar's Corporate Secretary	Voting during the virtual annual meeting using your 16-digit control number

\* If you return your proxy with no voting instructions marked on a nominee or proposal, your shares will be voted in the manner recommended by the Board on such nominee or proposal as presented in this proxy statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the annual meeting.

## What is a quorum?

A "quorum" is the presence at the meeting, virtually via webcast or represented by proxy, of the holders of a majority of the outstanding shares of Aptar's common stock at the close of business on March 14, 2025. There must be a quorum for the meeting to be held.

## How are shares in a 401(k) plan voted?

If you hold shares of Aptar through your 401(k) plan, you will be instructing the trustee how to vote your shares by voting by Internet or by telephone, or by completing and returning the proxy card. If you do not vote by Internet or telephone or if you do not return the proxy card, or if you return it with unclear voting instructions, the trustee will not vote the shares in your 401(k) plan.

## How are shares held in a broker account voted?

If you own shares through a broker, you should be contacted by your broker regarding a proxy card and whether telephone or Internet voting options are available. If you do not instruct your broker on how to vote your shares, your broker, as the registered holder of your shares, may represent your shares at the annual meeting for purposes of determining a quorum. Even without instructions, your broker may exercise discretion in voting for the ratification of the appointment of the independent registered public accounting firm. Brokers have authority to vote in their discretion on "routine" matters if they do not receive voting instructions from the beneficial owner of the shares.

Other than the proposal regarding the ratification of the independent registered public accounting firm, all other proposals are not considered "routine" matters and, as a result, brokers may not vote on behalf of their clients if no voting instructions have been furnished. Broker non-votes are counted as shares present in determining whether the quorum requirement is satisfied but do not affect the outcome of Proposals 1, 2 and 3. Because Proposal 4 is a routine matter, we do not expect any broker non-votes for this proposal.

## How many votes are required to approve each proposal?

In order to be elected, a director nominee must receive the affirmative vote of a majority of the votes cast present virtually via webcast or represented by proxy at the meeting and entitled to vote on the election of directors. Stockholders do not have a right to cumulate their votes for the election of directors. Abstaining will not affect the outcome of director elections.

The approval of each of the other proposals requires the affirmative vote of a majority of the shares present virtually via webcast or represented by proxy at the meeting and entitled to vote on these proposals. Abstaining is the legal equivalent of voting against these proposals.

## Who will count the votes?

Our agent, Broadridge Financial Solutions, Inc., will count the votes cast by proxy or virtually via webcast during the annual meeting.

## How can I help reduce the environmental impact of the annual meeting?

We encourage you to choose electronic (e-mail) delivery of future annual meeting materials by contacting your broker or emailing us at [investorrelations@aptar.com](mailto:investorrelations@aptar.com). You may also visit [www.proxyvote.com](http://www.proxyvote.com) and follow the Vote By Internet instructions on the proxy card or the Notice to be provided with the opportunity to choose electronic delivery for future meeting materials.

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## Appendix A – 2018 Equity Incentive Plan

### APTARGROUP, INC. 2018 EQUITY INCENTIVE PLAN

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1. **Purpose.** The purpose of the AptarGroup, Inc. 2018 Equity Incentive Plan (the “Plan”) is to promote the long-term financial interests of the Company and its Affiliates by (a) attracting and retaining employees, non-employee directors, consultants, independent contractors and agents, (b) motivating award recipients by means of growth-related incentives, (c) providing incentive compensation opportunities that are competitive with those of other major corporations and (d) furthering the identity of interests of award recipients with those of the stockholders of the Company.

2. **Definitions** The following definitions are applicable to the Plan:

- 
- (a) “**Affiliate**” means (a) any subsidiary and (b) any other entity in which the Company has a direct or indirect equity interest which is designated an “Affiliate” by the Committee.
  - (b) “**Board of Directors**” means the Board of Directors of the Company.
  - (c) “**Change in Control**” has the meaning specified in Appendix A to the Plan.
  - (d) “**Code**” means the Internal Revenue Code of 1986, as amended.
  - (e) “**Committee**” means the Compensation Committee or other committee of the Board of Directors which, pursuant to *Section 3*, has authority to administer the Plan.
  - (f) “**Common Stock**” means Common Stock, par value \$.01 per share, of the Company.
  - (g) “**Company**” means AptarGroup, Inc., a Delaware corporation, and its successors.
  - (h) “**Exchange Act**” means the Securities Exchange Act of 1934, as amended.
  - (i) “**Market Value**” on any date means the closing price of Common Stock on the New York Stock Exchange on that date (or, if such date is not a trading date, on the next preceding date which was a trading date).
  - (j) “**participant**” means any non-employee director of the Board, employee, consultant, independent contractor or agent of the Company or an Affiliate who has been granted an Award pursuant to the Plan.
  - (k) “**performance goals**” means the objectives established by the Committee which shall be satisfied or met during the applicable performance period as a condition to a participant’s receipt of all or a part of a performance-based Award under the Plan.

Performance goals may include, but are not limited to, the following corporate-wide or Affiliate, business segment, division, operating unit or individual measures:

- 
- (i) Profitability Measures: (1) earnings per share; (2) earnings before interest and taxes (“**EBIT**”); (3) earnings before interest, taxes, depreciation and amortization (“**EBITDA**”); (4) business segment income; (5) net income; (6) operating income; (7) revenues; (8) profit margin; (9) cash flow(s) and (10) expense reduction;

- (ii) Capital Return Measures: (1) return on equity; (2) return on assets or net assets; (3) return on capital or invested capital; (4) EBIT to capital ratio; (5) EBITDA to capital ratio; (6) business segment income to business segment capital ratio; (7) working capital ratios; (8) total shareholder return; (9) increase in stockholder value; (10) attainment by a share of Common Stock of a specified Market Value for a specified period of time and (11) price-to-earnings growth; and
- (iii) Other Performance Measures: (1) successful implementation of strategic initiatives relating to cost reduction, revenue production and/or productivity improvement; (2) successful integration of acquisitions; (3) market share; (4) economic value created; (5) market penetration; (6) customer acquisition; (7) business expansion; (8) customer satisfaction; (9) reductions in errors and omissions; (10) reductions in lost business; (11) management of employment practices and employee benefits; (12) supervision of litigation; (13) supervision of information technology; and (14) quality and quality audit scores.

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Each such goal may be measured (A) on an absolute or relative basis; (B) on a pre-tax or post-tax basis or (C) comparatively with current internal targets, the past performance of the Company (including the performance of one or more Affiliates, business segments, divisions, or operating units) or the past or current performance of other companies (or a combination of such past and current performance). In the case of earnings-based measures, in addition to the ratios specifically enumerated above, performance goals may include comparisons relating to capital (including, but not limited to, the cost of capital), shareholders' equity, shares outstanding, assets or net assets, or any combination thereof. At the Committee's discretion, the Committee may establish any other objective or subjective corporate-wide or Affiliate, division, operating unit or individual measures as performance goals, whether or not listed herein.

- (l) "performance period" means the time period during which the performance goals applicable to a performance-based Award must be satisfied or met.
- (m) "Prior Plan" shall mean the AptarGroup, Inc. 2016 Equity Incentive Plan and each other plan previously maintained by the Company under which equity awards remain outstanding as of the effective date of this Plan.
- (n) "Rule 16b-3" means such rule adopted under the Securities Exchange Act of 1934, as amended, or any successor rule.
- (o) "subsidiary." means any corporation fifty percent or more of the voting stock of which is owned, directly or indirectly, by the Company.
- (p) "Substitute Award" shall mean an Award (as defined in Section 6) granted under this Plan upon the assumption of, or in substitution for, outstanding equity awards previously granted by a company or other entity in connection with a corporate transaction, including a merger, combination, consolidation or acquisition of property or stock; provided, however, that in no event shall the term "Substitute Award" be construed to refer to an award made in connection with the cancellation and repricing of an option or SAR (as defined in Section 6).

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3. **Administration** The Plan shall be administered by the Committee. A majority of the Committee shall constitute a quorum and the acts of a majority of the members present at any meeting at which a quorum is present, or actions approved in writing by all members of the Committee, shall constitute the acts of the Committee.

Subject to the limitations of the Plan, the Committee shall have full authority and discretion: (1) to select participants; (2) to make Awards in such forms and amounts as it shall determine; (3) to impose such limitations, restrictions and conditions upon such Awards as it shall deem appropriate; (4) to approve the forms to carry out the purposes and provisions of the Plan; (5) to interpret the Plan and to adopt, amend and rescind administrative guidelines and other rules and regulations relating to the Plan; (6) to correct any defect or omission or to reconcile any inconsistency in the Plan or in any Award granted hereunder and (7) to make all other determinations and to take all other actions necessary or advisable for the implementation and administration of the Plan. The Committee may, in its sole discretion and for any reason at any time, take action such that (i) any or all outstanding options and SARs shall become exercisable in part or in full, (ii) all or a portion of the restriction period applicable to any outstanding Awards shall lapse, (iii) all or a portion of the performance period applicable to any outstanding Awards shall lapse and (iv) the performance goals (if any) applicable to any outstanding Awards shall be deemed to be satisfied at the target, maximum or any other interim level. Notwithstanding the foregoing, except for any adjustment pursuant to [Section 7\(b\)](#) or in connection with a Change in Control, neither the Board of Directors nor the Committee shall without the approval of stockholders (i) amend the terms of outstanding Awards to reduce the exercise price of outstanding stock options or SARs, (ii) cancel outstanding stock options or SARs in exchange for cash, other Awards or stock options or SARs with an exercise price that is less than the exercise price of the original stock options or SARs, or (iii) take any other action with respect to a stock option or SAR that would be treated as a repricing under the rules and regulations of the New York Stock Exchange.

The Committee's determinations on matters within its authority shall be final, binding and conclusive. The Committee may delegate some or all of its power and authority hereunder to the Board of Directors (or any members thereof) or, subject to applicable law, to a subcommittee of the Board of Directors, a member of the Board of Directors, the Chief Executive Officer or other executive officer of the Company as the Committee deems appropriate; provided, however, that the Committee may not delegate its power and authority to a member of the Board of Directors, the Chief Executive Officer or other executive officer of the Company with regard to the selection for participation in this Plan of an officer, director or other person subject to Section 16 of the Exchange Act or decisions concerning the timing, pricing or amount of an Award to such an officer, director or other person.

No member of the Board of Directors or Committee, and neither the Chief Executive Officer nor any other executive officer to whom the Committee delegates any of its power and authority hereunder, shall be liable for any act, omission, interpretation, construction or determination made in connection with this Plan in good faith, and the members of the Board of Directors and the Committee and the Chief Executive Officer or other executive officer shall be entitled to indemnification and reimbursement by the Company in respect of any claim, loss, damage or expense (including attorneys' fees) arising therefrom to the full extent permitted by law (except as otherwise may be provided in the Company's Certificate of Incorporation and/or By-laws) and under any directors' and officers' liability insurance that may be in effect from time to time.

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- 4. Shares Subject to Plan** Subject to adjustment as provided in [Section 7\(b\)](#) and to all other limits set forth in this Plan, the number of shares of Common Stock that shall initially be available for all Awards under this Plan shall be 4,150,000 (reduced by the number of shares of Common Stock subject to awards granted under the Prior Plan on or after March 31, 2018), all of which may be issued under the Plan in connection with ISOs (as defined in [Section 6\(a\)](#)). The number of shares of Common Stock that remain available for future grants under the Plan shall be reduced by the sum of the aggregate number of shares of Common Stock which become subject to Awards. To the extent that shares of Common Stock subject to an outstanding award granted under either this Plan or a Prior Plan are not issued or delivered by reason of (i) the expiration, termination, cancellation or forfeiture of such award (except in the case of an option to the extent shares of Common Stock are issued or delivered by the Company in connection with the exercise of a tandem SAR) or (ii) the cash settlement of such award, then such shares of Common Stock shall again be available under this Plan. Shares of Common Stock shall not again be available under the Plan (i) if tendered to satisfy all or a portion of tax withholding obligations relating to such Award, (ii) if such shares were subject to an option or stock-settled SAR and were not issued or delivered upon the net settlement or net exercise of such option of SARs (iii) if withheld to

pay the exercise price of stock options or SARs awarded hereunder or (iv) if repurchased by the Company on the open market with the proceeds of an option exercise. The number of shares that again become available pursuant to this paragraph shall be equal to one share for each share subject to an Award described herein; provided, however, any shares from a Prior Plan that become available under this Plan pursuant to this paragraph shall be added to this Plan based on the share deduction ratio set forth in such Prior Plan. At the time this Plan becomes effective, none of the shares of Common Stock available for future grant under any Prior Plan shall be available for grant under such Prior Plan.

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The number of shares of Common Stock available for Awards under this Plan shall not be reduced by (i) the number of shares of Common Stock subject to Substitute Awards or (ii) available shares under a stockholder approved plan of a company or other entity which was a party to a corporate transaction with the Company (as appropriately adjusted to reflect such corporate transaction) which become subject to Awards granted under this Plan (subject to applicable stock exchange requirements).

The aggregate value of cash compensation and the grant date fair value of shares of Common Stock that may be awarded or granted during any fiscal year of the Company to any non-employee director shall not exceed \$500,000; provided, however, that the limit set forth in this sentence shall be multiplied by two in the year in which a non-employee director commences service on the Board of Directors. Shares of Common Stock available under the Plan may be treasury shares reacquired by the Company or authorized and unissued shares, or a combination of both.

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5. **Eligibility** Participants in this Plan shall consist of such employees, non-employee directors, consultants, independent contractors and agents and persons expected to become employees, non-employee directors, consultants, independent contractors and agents of the Company and its Affiliates as the Committee in its sole discretion may select from time to time. The Committee's selection of a person to participate in this Plan at any time shall not require the Committee to select such person to participate in this Plan at any other time. Except as provided otherwise in an Award agreement, for purposes of this Plan, references to employment by the Company shall also mean employment by an Affiliate, and references to employment shall include service as a non-employee director, consultant, independent contractor or agent. The Committee shall determine, in its sole discretion, the extent to which a participant shall be considered employed during any periods during which such participant is on a leave of absence.
6. **Awards** The Committee may grant to eligible employees, non-employee directors, consultants, independent contractors and agents, in accordance with this Section 6 and the other provisions of the Plan, stock options, stock appreciation rights ("SARs"), restricted stock and restricted stock units (each, an "Award" and, collectively, the "Awards").

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(a) Options.

- a. Options granted under the Plan may be incentive stock options ("ISOs") within the meaning of Section 422 of the Code or any successor provision, or nonqualified stock options, as the Committee may determine; except that, so long as so provided in such Section 422, no ISO may be granted under the Plan to any employee of an Affiliate which is not a subsidiary corporation (as such term is used in subsection (b) of Section 422 of the Code) of the Company or any non-employee director, consultant, independent contractor or agent. To the extent that the aggregate Market Value (determined as of the date of grant) of shares of Common Stock with respect to which options designated as ISOs are exercisable for the first time by a participant during any calendar year (under this Plan or any other plan of the Company, or any parent or subsidiary) exceeds the amount (currently \$100,000) established by the Code, such options shall constitute nonqualified stock options.

- b. The option price per share of Common Stock shall be fixed by the Committee at not less than 100% of Market Value on the date of the grant; provided that if an ISO is granted to any person who, at the time such option is granted, owns capital stock possessing more than 10 percent of the total combined voting power of all classes of capital stock of the Company (or of any parent or subsidiary) (a "Ten Percent Holder"), the purchase price per share of Common Stock shall not be less than the price (currently 110% of Market Value) required by the Code in order to constitute an ISO. Notwithstanding the foregoing, in the case of an option that is a Substitute Award, the purchase price per share of the shares subject to such option may be less than 100% of the Market Value per share on the date of grant, provided, that the excess of: (a) the aggregate Market Value (as of the date such Substitute Award is granted) of the shares subject to the Substitute Award, over (b) the aggregate purchase price thereof does not exceed the excess of: (x) the aggregate market value (as of the time immediately preceding the transaction giving rise to the Substitute Award, such market value to be determined by the Committee) of the shares of the predecessor company or other entity that were subject to the grant assumed or substituted for by the Company, over (y) the aggregate purchase price of such shares.
- c. Subject to the minimum vesting requirements of Section 6(e), each option shall be exercisable at such time or times as the Committee shall determine at grant, provided that no option shall be exercised later than 10 years after its date of grant; provided that if an ISO shall be granted to a Ten Percent Holder, such option shall not be exercised later than five years after its date of grant.
- d. An option may be exercised (i) by giving written notice to the Company specifying the number of whole shares of Common Stock to be purchased and accompanied by payment therefor in full (or arrangement made for such payment to the Company's satisfaction) either (A) in cash, (B) in cash delivered by a broker-dealer acceptable to the Company to whom the optionee has submitted an irrevocable notice of exercise, (C) by delivery of previously owned whole shares of Common Stock (for which the optionee has good title, free and clear of all liens and encumbrances) having a Market Value, determined as of the date of exercise, equal to the aggregate purchase price payable by reason of such exercise, (D) authorizing the Company to withhold whole shares of Common Stock which would otherwise be delivered upon exercise of the option having an aggregate Market Value, determined as of the date of exercise, equal to the aggregate purchase price payable by reason of such exercise, or (E) a combination of (A), (C) and (D), in each case to the extent set forth in the agreement relating to the option, (ii) by executing such documents as the Company may reasonably request and (iii) if applicable, by surrendering to the Company any tandem SARs which are cancelled by reason of the exercise of the option. The Committee shall have sole discretion to disapprove of an election pursuant to clauses (B), (C), (D) or (E), except that the Committee may not disapprove of an election made by a participant subject to Section 16 of the Exchange Act. No shares of Common Stock shall be issued or delivered until the full purchase price therefore and any withholding taxes have been paid (or arrangement made for such payment to the Company's satisfaction). No dividends, or dividend equivalents, shall be paid on any options.
- e. Except as otherwise provided by the Committee at the time of grant or otherwise, upon a termination of employment for any reason during the vesting period the portion of the option still subject to vesting provisions shall be forfeited by the participant.

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(b) SARs.

- a. An SAR shall entitle its holder to receive from the Company, at the time of exercise or settlement of such right, an amount equal to the excess of Market Value (at the date of exercise) over a base price fixed by the Committee multiplied by the number of SARs which the holder is exercising or which are being settled. SARs may be tandem with any previously or contemporaneously granted option or independent of any option. The base price of a tandem SAR shall be the option price of the related option. The base price of an independent SAR shall be fixed by the Committee at not less than 100% of the Market Value of a share of Common Stock on the date of grant of the SAR. The amount payable may be paid by the Company in Common Stock (valued at its Market Value on the date of exercise) or, to the extent provided in the Award agreement, cash or a combination thereof. No dividends, or dividend equivalents, shall be paid on any SAR. Notwithstanding the foregoing, in the case of an SAR that is a Substitute Award, the base price per share of the shares subject to such SAR may be less than 100% of the Market Value per share on the date of grant, *provided*, that the excess of: (a) the aggregate Market Value (as of the date such Substitute Award is granted) of the shares subject to the Substitute Award, over (b) the aggregate base price thereof does not exceed the excess of: (x) the aggregate market value (as of the time immediately preceding the transaction giving rise to the Substitute Award, such market value to be determined by the Committee) of the shares of the predecessor company or other entity that were subject to the grant assumed or substituted for by the Company, over (y) the aggregate base price of such shares.
- b. Subject to the minimum vesting requirements of [Section 6\(e\)](#), each SAR shall be exercisable at such time or times as the Committee shall determine at grant, provided that no SAR shall be exercised later than 10 years after its date of grant.
- c. An SAR may be exercised (i) by giving written notice to the Company specifying the number of whole SARs then being exercised and (ii) by executing such documents as the Company may reasonably request. To the extent a tandem SAR is exercised or settled, the related option will be cancelled and to the extent the related option is exercised, the tandem SAR will be cancelled.
- d. Except as otherwise provided by the Committee at the time of grant or otherwise, upon a termination of employment for any reason during the vesting period the portion of the SAR still subject to vesting provisions shall be forfeited by the participant.

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(c) Restricted Stock.

- a. The Committee may award to any participant shares of Common Stock, subject to this [Section 6\(c\)](#) and such other terms and conditions as the Committee may prescribe (such shares being called "restricted stock"). During the restriction period, the shares of restricted stock shall be held by a custodian in book entry form with restrictions on such shares duly noted or, alternatively, a certificate or certificates for restricted stock shall be registered in the name of the participant or a nominee of the Company and deposited, together with a stock power endorsed in blank if requested by the Company, with the Company.

- b. Subject to the minimum vesting requirements of [Section 6\(e\)](#), there shall be established for each restricted stock Award a restriction period (the "[restriction period](#)") of such length as shall be determined by the Committee. A restricted stock Award may be subject to such other conditions to vesting, including performance goals, as the Committee shall establish. Shares of restricted stock may not be sold, assigned, transferred, pledged or otherwise encumbered, except as hereinafter provided, during the restriction period. Except for such restrictions on transfer and such other restrictions as the Committee may impose, the participant shall have all the rights of a holder of Common Stock as to such restricted stock; provided, however, that any distributions, including regular cash dividends, payable on the Common Stock during the restriction period or the performance period, as the case may be, shall be subject to the same restrictions as the shares of restricted stock with respect to which such distribution was made. Upon the lapse of all restrictions on a restricted stock Award, the Company shall remove the restrictions on any shares held in book entry form pursuant to [Section 6\(c\)a](#) or deliver to the participant (or the participant's legal representative or designated beneficiary) the certificates deposited pursuant to [Section 6\(c\)a](#).
- c. Except as otherwise provided by the Committee at the time of grant or otherwise, upon a termination of employment for any reason during the restriction period all shares still subject to restriction shall be forfeited by the participant.

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(d) [Restricted Stock Units](#).

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- a. The Committee may award to any participant restricted stock units ("[restricted stock units](#)"), subject to this [Section 6\(d\)](#) and such other terms and conditions as the Committee may prescribe. Upon termination of the restrictions related thereto, each restricted stock unit shall be converted into one share of Common Stock or, in lieu thereof and to the extent provided in the applicable Award agreement, the Market Value of such share of Common Stock in cash.
- b. Subject to the minimum vesting requirements of [Section 6\(e\)](#), there shall be established for each restricted stock unit Award a restriction period (the "[restricted stock unit restriction period](#)") of such length as shall be determined by the Committee. A restricted stock unit Award may be subject to such other conditions to vesting, including performance goals, as the Committee shall establish. Restricted stock units may not be sold, assigned, transferred, pledged or otherwise encumbered, except as hereinafter provided, during the restricted stock unit restriction period. Upon the lapse of all restrictions on a restricted stock unit Award, each restricted stock unit shall be settled by delivery of one share of Common Stock (or, to the extent provided for in the applicable Award agreement, cash) and, if applicable, the Company shall deliver to the participant (or the participant's legal representative or designated beneficiary) the certificates representing the number of shares of Common Stock.
- c. Prior to the settlement of a restricted stock unit Award in shares of Common Stock, the holder of such Award shall have no rights as a stockholder of the Company with respect to the shares of Common Stock subject to such Award. Holders of restricted stock units shall be entitled to dividend equivalents, if determined by the Committee; provided, however, any dividend equivalents shall be subject to the same vesting conditions applicable to the underlying restricted stock unit Award.
- d. Except as otherwise provided by the Committee at the time of grant or otherwise, upon a termination of employment for any reason during the restricted stock unit restriction period all restricted stock units still subject to restrictions shall be forfeited by the participant.

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- (e) Minimum Vesting and Performance Period Requirements. The Committee shall determine the vesting schedule and performance period, if applicable, for each Award; provided that no Award shall become exercisable or vested prior to the one-year anniversary of the date of grant and no performance period shall be less than one (1) year; provided, however, that, such restrictions shall not apply to Awards granted under this Plan with respect to the number of shares of Common Stock which, in the aggregate, does not exceed five percent (5%) of the total number of shares available for Awards under this Plan. Notwithstanding the foregoing, the Board of Directors or Committee may provide that all or a portion of the shares subject to such Award shall vest immediately upon a Change in Control or may provide in any agreement relating to an Award that upon termination without cause, constructive discharge or termination due to death, disability, retirement or otherwise, an Award shall vest immediately or, alternatively, continue to vest in accordance with the vesting schedule but without regard to the requirement for continued employment or service only.
- (f) Deferral of Awards. To the extent permitted by Section 409A of the Code, the Committee may determine that the delivery of shares of Common Stock or the payment of cash, or a combination thereof, upon the exercise or settlement of all or a portion of any Award (other than Awards of ISOs, stock options and SARs) made hereunder shall be deferred, or the Committee may, in its sole discretion, approve deferral elections made by holders of Awards. Deferrals shall be for such periods and upon such terms as the Committee may determine in its sole discretion, subject to the requirements of Section 409A of the Code. Payment of deferred amounts may be in cash, Common Stock or a combination thereof, as the Committee may determine. Deferred amounts shall be considered an Award under the Plan. The Committee may establish a trust or trusts to hold deferred amounts or any portion thereof for the benefit of participants.
- (g) Surrender. If so provided by the Committee at the time of grant, an Award may be surrendered to the Company on such terms and conditions, and for such consideration, as the Committee shall determine.
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## **7. Miscellaneous Provisions**

- (a) Nontransferability. No Award under the Plan shall be transferable other than (i) by will or the laws of descent and distribution or pursuant to beneficiary designation procedures approved by the Company or (ii) a transfer of stock options without value to a "family member" (as defined in Form S-8) if approved by the Committee. Except to the extent permitted by the foregoing sentence, each Award may be exercised or received during the participant's lifetime only by the participant or the participant's legal representative or similar person. Except as permitted by the second preceding sentence, no Award shall be sold, transferred, assigned, pledged, hypothecated, encumbered or otherwise disposed of (whether by operation of law or otherwise) or be subject to execution, attachment or similar process. Upon any attempt to so sell, transfer, assign, pledge, hypothecate, encumber or otherwise dispose of any Award, such Award and all rights thereunder shall immediately become null and void. For the sake of clarity, no Award may be transferred by a participant for value or consideration.

- (b) **Adjustments.** In the event of any equity restructuring (within the meaning of Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation—Stock Compensation) that causes the per share value of shares of Common Stock to change, such as a share dividend, stock split, spinoff, rights offering or recapitalization through an extraordinary cash dividend, the number and class of securities available under this Plan, the terms of each outstanding stock option and SAR (including the number and class of securities subject to each outstanding stock option or SAR and the purchase price or base price per share) and the terms of each outstanding restricted stock Award and restricted stock unit Award (including the number and class of securities subject thereto) shall be appropriately adjusted by the Committee, such adjustments to be made in the case of outstanding stock options and SARs without an increase in the aggregate purchase price or base price and in accordance with Section 409A of the Code. In the event of any other change in corporate capitalization, including a merger, consolidation, reorganization, or partial or complete liquidation of the Company, such equitable adjustments described in the foregoing sentence may be made as determined to be appropriate and equitable by the Committee to prevent dilution or enlargement of rights of participants. In either case, the decision of the Committee regarding any such adjustment shall be final, binding and conclusive.
- (c) **Tax Withholding.** The Company shall have the right to require, prior to the issuance or delivery of any shares of Common Stock or the payment of any cash pursuant to an Award, payment by the holder of such Award of any Federal, state, local or other taxes which may be required to be withheld or paid in connection with such Award. An agreement relating to an Award may provide that (1) the Company shall withhold cash or whole shares of Common Stock which would otherwise be delivered upon exercise or settlement of the Award having, in the case of Common Stock, an aggregate Market Value determined as of the date the obligation to withhold or pay taxes arises in connection with the Award (the "Tax Date") in the amount necessary to satisfy any such obligation or (2) the holder of the Award may satisfy any such obligation by any of the following means: (i) a cash payment to the Company; (ii) in the case of an option, a cash payment by a broker-dealer acceptable to the Company to whom the optionee has submitted an irrevocable notice of exercise; (iii) delivery to the Company of previously owned whole shares of Common Stock (for which the holder has good title, free and clear of all liens and encumbrances) having an aggregate Market Value determined as of the Tax Date, equal to the amount necessary to satisfy any such obligation; (iv) authorizing the Company to withhold whole shares of Common Stock which would otherwise be delivered upon exercise or settlement of the Award having an aggregate Market Value determined as of the Tax Date, equal to the amount necessary to satisfy any such obligation; or (v) any combination of (i), (iii) and (iv), in each case to the extent set forth in the agreement relating to the Award; provided, however, that the Committee shall have sole discretion to disapprove of an election pursuant to clauses (ii) through (v), except that the Committee may not disapprove of an election made by a participant subject to Section 16 of the Exchange Act. Shares of Common Stock to be delivered or withheld may not have an aggregate Market Value in excess of the amount determined by applying the minimum statutory withholding rate (or, if permitted by the Company, such other rate as will not cause adverse accounting consequences under the accounting rules then in effect, and is permitted under applicable Internal Revenue Service withholding rules). Any fraction of a share of Common Stock which would be required to satisfy such an obligation shall be disregarded and the remaining amount due shall be paid in cash by the holder.
- (d) **Listing and Legal Compliance.** The Committee may suspend the exercise or payment of any Award if it determines that securities exchange listing or registration or qualification under any securities laws is required in connection therewith and has not been completed on terms acceptable to the Committee.

- (e) **Beneficiary Designation.** To the extent permitted by the Company, participants may name, from time to time, beneficiaries (who may be named contingently or successively) to whom benefits under the Plan are to be paid in the event of their death before they receive any or all of such benefits. Each designation will revoke all prior designations by the same participant, shall be in a form prescribed by the Company, and will be effective only when filed by the participant in writing with the Company during the participant's lifetime. In the absence of any such designation, benefits remaining unpaid at a participant's death shall be paid to the participant's estate.
  - (f) **Rights of Participants.** Nothing in the Plan shall interfere with or limit in any way the right of the Company or any Affiliate to terminate any participant's employment or service at any time, nor confer upon any participant any right to continue in the employ or service of the Company or any Affiliate for any period of time or to continue his or her present or any other rate of compensation. No individual shall have a right to be selected as a participant, or, having been so selected, to be selected again as a participant.
  - (g) **Foreign Employees.** Without amending this Plan, the Committee may grant Awards to eligible persons who are foreign nationals and/or reside outside the U.S. on such terms and conditions different from those specified in this Plan as may in the judgment of the Committee be necessary or desirable to foster and promote achievement of the purposes of this Plan and, in furtherance of such purposes the Committee may make such modifications, amendments, procedures, subplans and the like as may be necessary or advisable to comply with provisions of laws in other countries or jurisdictions in which the Company or its Affiliates operates or has employees.
  - (h) **Amendment.** The Committee may amend the Plan as it shall deem advisable, subject to any requirement of stockholder approval required by applicable law, rule or regulation. No amendment may materially impair the rights of a holder of an outstanding Award without the consent of such holder.
  - (i) **Governing Law.** This Plan, each Award hereunder and the related Award agreement, and all determinations made and actions taken pursuant thereto, to the extent not otherwise governed by the Code or the laws of the United States, shall be governed by the laws of the State of Delaware and construed in accordance therewith without giving effect to principles of conflicts of laws.
  - (j) **Awards Subject to Clawback.** The Awards granted under this Plan and any cash payment or shares of Common Stock delivered pursuant to an Award shall be subject to forfeiture, recovery by the Company or other action pursuant to the applicable Award agreement or any clawback or recoupment policy which the Company may adopt from time to time, including without limitation any such policy which the Company may be required to adopt under the Dodd-Frank Wall Street Reform and Consumer Protection Act and implementing rules and regulations thereunder, or as otherwise required by applicable law.
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- 8. Effective Date and Term of Plan** The Plan shall be submitted to the stockholders of the Company for approval and, if approved by the affirmative vote of a majority of the shares of Common Stock present in person or represented by proxy at a meeting of stockholders, shall become effective on the date of such approval. In the event that the Plan is not approved by the stockholders of the Company, the Plan and any outstanding Awards shall be null and void. The Plan shall terminate ten years after its effective date, unless terminated earlier by the Board or Committee; provided, however, that no ISOs shall be granted after the tenth anniversary of the date on which the Plan was approved by the Board of Directors. Termination of the Plan shall not affect the terms or conditions of any Award granted prior to termination.

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As adopted by the Board of Directors on January 23, 2025

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**Appendix A to the Plan**

“Change in Control” shall mean:

1. the acquisition by any individual, entity or group (a “Person”), including any “person” within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act, of beneficial ownership within the meaning of Rule 13d-3 promulgated under the Exchange Act, of more than 50% of either (i) the then outstanding shares of common stock of the Company (the “Outstanding Company Common Stock”) or (ii) the combined voting power of the then outstanding securities of the Company entitled to vote generally in the election of directors (the “Outstanding Company Voting Securities”); provided, however, that the following acquisitions shall not constitute a Change in Control: (A) any acquisition directly from the Company (excluding any acquisition resulting from the exercise of a conversion or exchange privilege in respect of outstanding convertible or exchangeable securities unless such outstanding convertible or exchangeable securities were acquired directly from the Company), (B) any acquisition by the Company, (C) any acquisition by an employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company or (D) any acquisition by any corporation pursuant to a reorganization, merger or consolidation involving the Company, if, immediately after such reorganization, merger or consolidation, each of the conditions described in clauses (i), (ii) and (iii) of subsection (3) of this Appendix A shall be satisfied; and provided, further that, for purposes of clause (B), if any Person (other than the Company or any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company) shall become the beneficial owner of more than 50% of the Outstanding Company Common Stock or more than 50% of the Outstanding Company Voting Securities by reason of an acquisition by the Company and such Person shall, after such acquisition by the Company, become the beneficial owner of any additional shares of the Outstanding Company Common Stock or any additional Outstanding Company Voting Securities and such beneficial ownership is publicly announced, such additional beneficial ownership shall constitute a Change in Control;

2. individuals who, as of the date hereof, constitute the Board (the “Incumbent Board”) cease for any reason to constitute at least a majority of such Board; provided, however, that any individual who becomes a director of the Company subsequent to the date hereof whose election, or nomination for election by the Company’s stockholders, was approved by the vote of at least a majority of the directors then comprising the Incumbent Board shall be deemed to have been a member of the Incumbent Board; and provided, further, that no individual who was initially elected as a director of the Company as a result of an actual or threatened solicitation by a Person other than the Board for the purpose of opposing a solicitation by any other Person with respect to the election or removal of directors or any other actual or threatened solicitation of proxies or consents by or on behalf of any Person other than the Board shall be deemed to have been a member of the Incumbent Board;

3. consummation of a reorganization, merger or consolidation unless, in any such case, immediately after such reorganization, merger or consolidation, (i) 50% or more of the then outstanding shares of common stock of the corporation resulting from such reorganization, merger or consolidation and 50% or more of the combined voting power of the then outstanding securities of such corporation entitled to vote generally in the election of directors is then beneficially owned, directly or indirectly, by all or substantially all of the individuals or entities who were the beneficial owners, respectively, of the Outstanding Company Common Stock and the Outstanding Company Voting Securities immediately prior to such reorganization, merger or consolidation and in substantially the same proportions relative to each other as their ownership, immediately prior to such reorganization, merger or consolidation, of the Outstanding Company Common Stock and the Outstanding Company Voting Securities, as the case may be, (ii) no Person (other than the Company, any employee benefit plan (or related trust) sponsored or maintained by the Company or the corporation resulting from such reorganization, merger or consolidation (or any corporation controlled by the Company) and any Person which beneficially owned, immediately prior to such reorganization, merger or consolidation, directly or indirectly, more than 50% of the Outstanding Company Common Stock or the Outstanding Company Voting Securities, as the case may be) beneficially owns, directly or indirectly, more than 50% of the then outstanding shares of common stock of such corporation or more than 50% of the combined voting power of the then outstanding securities of such corporation entitled to vote generally in the election of directors and (iii) at least a majority of the members of the board of directors of the corporation resulting from such reorganization, merger or consolidation were members of the Incumbent Board at the time of the execution of the initial agreement or action of the Board providing for such reorganization, merger or consolidation; or

4. consummation of (i) a plan of complete liquidation or dissolution of the Company or (ii) the sale or other disposition of all or substantially all of the assets of the Company other than to a corporation with respect to which, immediately after such sale or other disposition, (A) 50% or more of the then outstanding shares of common stock thereof and 50% or more of the combined voting power of the then outstanding securities thereof entitled to vote generally in the election of directors is then beneficially owned, directly or indirectly, by all or substantially all of the individuals and entities who were the beneficial owners, respectively, of the Outstanding Company Common Stock and the Outstanding Company Voting Securities immediately prior to such sale or other disposition and in substantially the same proportions relative to each other as their ownership, immediately prior to such sale or other disposition, of the Outstanding Company Common Stock and the Outstanding Company Voting Securities, as the case may be, (B) no Person (other than the Company, any employee benefit plan (or related trust) sponsored or maintained by the Company or such corporation (or any corporation controlled by the Company) and any Person which beneficially owned, immediately prior to such sale or other disposition, directly or indirectly, more than 50% of the Outstanding Company Common Stock or the Outstanding Company Voting Securities, as the case may be) beneficially owns, directly or indirectly, more than 50% of the then outstanding shares of common stock thereof or more than 50% of the combined voting power of the then outstanding securities thereof entitled to vote generally in the election of directors and (C) at least a majority of the members of the board of directors thereof were members of the Incumbent Board at the time of the execution of the initial agreement or action of the Board providing for such sale or other disposition.



**VOTE BY INTERNET**  
*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above  
 \*\*\* AptarGroup encourages you to vote by Internet in order to reduce costs. \*\*\*  
 Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on May 6, 2025 for shares held directly and by 11:59 p.m. Eastern Time on May 4, 2025 for shares held in a Plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.  
*During The Meeting* - Go to [www.virtualshareholdermeeting.com/ATR2025](http://www.virtualshareholdermeeting.com/ATR2025)  
 You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.  
**VOTE BY PHONE - 1-800-690-6903**  
 Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on May 6, 2025 for shares held directly and by 11:59 p.m. Eastern Time on May 4, 2025 for shares held in a Plan. Have your proxy card in hand when you call and then follow the instructions.  
**VOTE BY MAIL**  
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V66810-P26352-Z89408

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

**APTARGROUP, INC.**

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees	For	Against	Abstain
1a. Giovanna Kampouri Monnas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Isabel Marey-Semper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Stephan B. Tanda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends you vote FOR the following proposals:

	For	Against	Abstain
2. Advisory vote to approve executive compensation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of an amendment to the 2018 Equity Incentive Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of the appointment of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm for 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**NOTE:** THE PROXIES ARE AUTHORIZED TO VOTE IN THEIR DISCRETION UPON SUCH OTHER BUSINESS AS MAY PROPERLY BE BROUGHT BEFORE THIS MEETING.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]      Date

Signature (Joint Owners)      Date

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice & Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

V66811-P26352-Z89408

**APTARGROUP, INC.**  
**Annual Meeting of Stockholders**  
**May 7, 2025 9:00 AM CDT**  
**This proxy is solicited by the Board of Directors**

Vanessa Kanu, Kimberly Y. Chainey and Mary Skafidas, or any of them (each with full power of substitution), are hereby authorized to vote all shares of Common Stock which the undersigned would be entitled to vote if present at the Annual Meeting of Stockholders of AptarGroup, Inc., to be held on May 7, 2025, and at any adjournment or postponement thereof.

**The shares represented by this proxy will be voted as herein directed, but if no direction is given, the shares will be voted FOR all Director Nominees, and FOR proposals 2, 3 and 4.** This proxy revokes any proxy previously given.

Continued and to be signed on reverse side