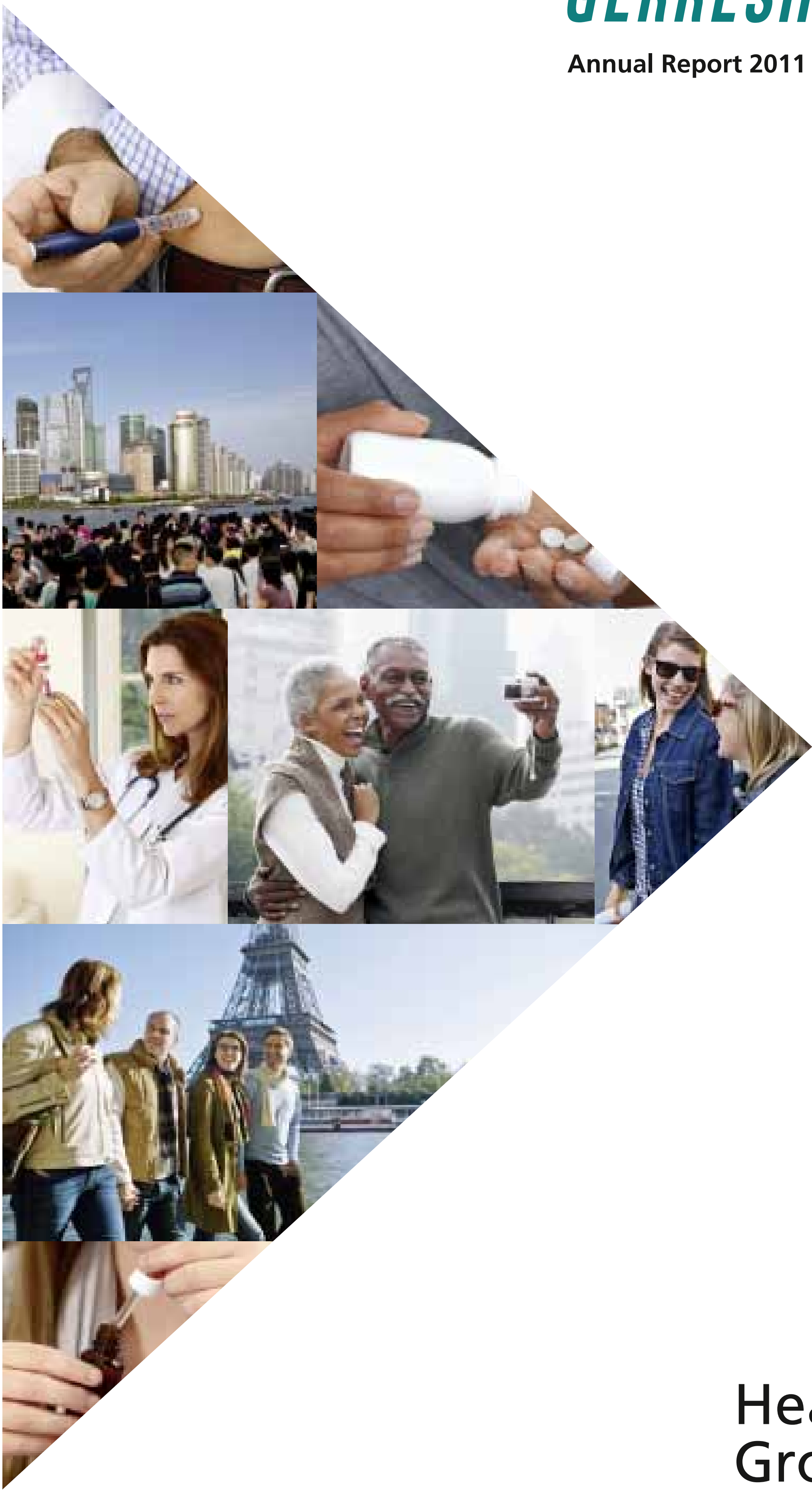
GERRESHEIMER

Annual Report 2011



Healthy Growth

Overview

Gerresheimer is an internationally leading manufacturer of high-quality specialty products made of glass and plastic for the global pharma and healthcare industry. Our wide product spectrum ranges from pharmaceutical vials to complex drug delivery systems, such as syringe systems, insulin pens and inhalers, for safe dosage and application. Together with our partners we develop solutions which set standards and have role-model status throughout their respective business sectors. Smaller shares of the business are attributable to products for the cosmetics industry and niche segments of the food and beverage industry.

In our 45 locations in Europe, North and South America and Asia, we employ more than 10,000 people. Through top-class technologies, convincing innovations and targeted investments, we are systematically expanding our strong market position.

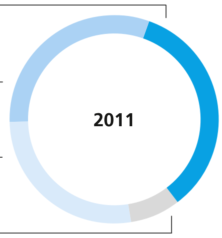
REVENUES BY DIVISION
Consolidated revenues 2011: Approx. EUR 1,095m*

Plastic Systems 34 %
EUR 371m

Moulded Glass 31 %
EUR 343m

Tubular Glass 27 %
EUR 304m

Life Science Research 8 %
EUR 92m



* Segment sales include intra-group revenues.

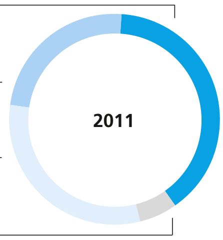
REVENUES BY REGION
Consolidated revenues 2011: Approx. EUR 1,095m

Europe (excl. Germany) 39 %
EUR 430m

Germany 24 %
EUR 256m

Americas 31 %
EUR 343m

Other 6 %
EUR 66m



Healthy Growth

Identifying and initiating trends. Knowledge of the market's direction is an essential ingredient of any successful, forward-looking business strategy. For example, intelligent drug delivery systems are providing patients with greater scope and flexibility in therapy and in their day-to-day lives in the markets of the Western World. We intend to further consolidate our leading market position in North America and Europe. Another key trend in the emerging markets is the growth in demand for primary packaging products mainly for generic drugs. Gerresheimer is keeping a close eye on future developments so that it can derive maximum benefit from growth in the global pharma market. We are already a strong player in the South American and Chinese markets and the expansion of our business operations in the emerging markets is a core element of our business strategy. **Our comprehensive product portfolio, far-sighted innovations and productive plants around the globe all point to one thing: Healthy Growth.**

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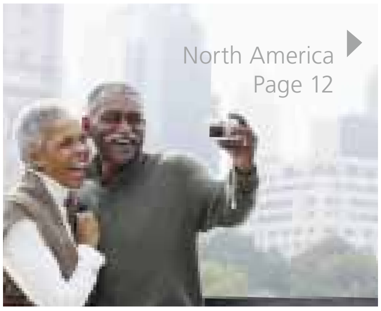


You can find a table of contents for the combined management report and the consolidated financial statements on pages 34 and 78.

Group Key Figures (IFRS)

Financial Year end November 30	2011	2010	Change in %
Results from Operations during the Reporting Period in EUR m			
Revenues	1,094.7	1,024.8	+6.8
Adjusted EBITDA[1]	217.3	204.5	+6.3
in % of revenues	19.9	20.0	–
Adjusted EBITA[2]	136.9	123.5	+10.9
in % of revenues	12.5	12.0	–
Result from operations	109.3	95.0	+15.1
Net income	54.4	46.7	+16.5
Adjusted net income[3]	80.6	65.8	+22.5
Net Assets as of the Reporting Date in EUR m			
Total assets	1,515.1	1,357.8	+11.6
Equity	552.2	529.4	+4.3
Equity ratio in %	36.4	39.0	–
Net working capital	172.5	151.2	+14.1
in % of revenues of the preceding 12 months	15.8	14.8	–
Capital expenditure	86.2	73.2	+17.8
Net financial debt	364.6	311.0	+17.2
Adjusted EBITDA leverage[4]	1.7	1.5	+ 13.3
Financial and Liquidity Position during the Reporting Period in EUR m			
Cash flow from operating activities	129.8	159.8	-18.8
Cash flow from investing activities	-159.0	-69.5	> -100
thereof cash paid for capital expenditure	-86.2	-73.1	-17.9
Free cash flow before financing activities	-29.2	90.3	> -100
Employees			
Employees as of the reporting date (total)	10,212	9,475	+7.8
Stock Data			
Number of shares as of the reporting date in million	31.4	31.4	–
Share price[5] as of the reporting date in EUR	31.17	28.20	+10.5
Market capitalization as of the reporting date in EUR m	978.7	885.5	+10.5
Share price high[5] during the reporting period in EUR	36.62	29.85	–
Share price low[5] during the reporting period in EUR	28.30	22.09	–
Earnings per share in EUR	1.61	1.38	+16.7
Adjusted earnings per share[6] in EUR	2.44	1.95	+25.1
Dividend per share in EUR	0.60[7]	0.50	+20.0

1) Adjusted EBITDA: Earnings before income taxes, financial result, amortization of fair value adjustments, extraordinary depreciation, depreciation and amortization, restructuring expenses and one-off income and expenses.

2) Adjusted EBITA: Earnings before income taxes, financial result, amortization of fair value adjustments, extraordinary depreciation, restructuring expenses and one-off income and expenses.

3) Adjusted net income: Consolidated profit before non-cash amortization of fair value adjustments, special effects from restructuring expenses, extraordinary depreciation, one-off costs connected with the refinancing, the balance of one-off income and expenses (including significant non-cash expenses) and the related tax effects.

4) Adjusted EBITDA leverage: The relation of net financial debt to adjusted EBITDA of the preceding 12 months.

5) In each case Xetra closing price.

6) Adjusted net income after non-controlling interests divided by 31.4m shares.

7) Proposed appropriation of net earnings.

Segment Key Figures

Tubular Glass

The Tubular Glass Division produces high-quality glass tubes in two separate process steps. The tubes are initially produced before being converted in a subsequent step into primary packaging such as ampoules, cartridges, vials or syringe systems.

in EUR m	2011	2010	Change in %
Revenues[8]	304.1	310.4	-2.0
Adjusted EBITDA[1]	62.4	70.3	-11.2
in % of revenues	20.5	22.6	–
Capital expenditure	20.3	18.3	+10.9

Plastic Systems

In its business unit of Medical Plastic Systems, the Plastic Systems Division produces complex customer-specific plastic systems for pharmaceutics, diagnostics and medical technology. In the second business unit of Plastic Packaging, it produces plastic containers, mainly as primary packaging for pharmaceutics and healthcare.

in EUR m	2011	2010	Change in %
Revenues[8]	371.4	307.9	+20.6
Adjusted EBITDA[1]	87.1	74.1	+17.5
in % of revenues	23.4	24.1	–
Capital expenditure	35.7	32.2	+10.9

Moulded Glass

The Moulded Glass Division produces glass primary packaging in a continuous process. The containers are used for pharmaceutics, cosmetic products and specialty beverages and foods.

in EUR m	2011	2010	Change in %
Revenues[8]	342.4	327.3	+4.6
Adjusted EBITDA[1]	76.8	67.9	+13.1
in % of revenues	22.4	20.7	–
Capital expenditure	29.0	19.8	+46.5

Life Science Research

The product spectrum of the Life Science Research Division consists of laboratory glassware for research, development and analytics.

in EUR m	2011	2010	Change in %
Revenues[8]	91.8	95.0	-3.3
Adjusted EBITDA[1]	10.6	11.7	-9.5
in % of revenues	11.5	12.3	–
Capital expenditure	1.0	2.5	-60.0

[8] Revenues by segment include inter-company revenues.

Key Facts Financial Year 2011

Healthy Growth of Revenues and Earnings

- Strong revenue growth
  - Revenues increase by 6.8 %, at constant exchange rates by 7.8 %
  - Strong growth in the pharma business, good revenue development in cosmetics, muted demand for Life Science Research products
- Solid earnings growth
  - Adjusted operating margin (adjusted EBITDA margin) amounts to 19.9 % (prior year: 20.0 %)
  - Net income grows by 16.5 % to EUR 54.4m
  - Earnings per share rise by 16.7 % to EUR 1.61, adjusted earnings per share climb by 25.1 % to EUR 2.44
- Solid net asset position
  - Complete refinancing in the first half of 2011 secures and widens financial headroom
  - Proposed dividend of EUR 0.60 per share (prior year: EUR 0.50)

International Expansion Continues to be the Heart of our Strategy

- Focus on emerging markets: Successful acquisition and integration of Vedat, the Brazilian market-leading producer of pharmaceutical plastic packaging
- Growth in the Business Unit Medical Plastic Systems: Marked expansion of production capacity in Germany and the Czech Republic
- Investment in 4th production line for prefillable glass syringes

Preface by the Management Board

Ladies and Gentlemen,

The financial year 2011 was a good year for us. We are delighted to have achieved all of the business objectives that we announced at the beginning of last year. Revenues at constant exchange rates increased by 7.8 % to around EUR 1,095m. The adjusted EBITDA margin was 19.9 %. Net income after tax increased by 16.5 % to EUR 54.4m and earnings per share rose by 16.7 % over the previous year to EUR 1.61.

Global economic developments in 2011 presented a very different picture. Major issues such as the eurozone debt crisis, political upheavals in many Arab nations and the earthquake in Japan have put a damper on economic development and caused the global economy to lose momentum. Nevertheless, this turbulent environment did not prevent us from taking our Company a decisive step forward. Revenues in the pharma and healthcare sector continued to develop positively. There was growth in demand in western nations for intelligent drug delivery systems which allow patients to safely and reliably self-administer medications. In the emerging markets of South America and Asia, demand has risen for high-quality pharmaceutical primary packaging products, particularly for generics. Our Plastic Systems Division recorded some extraordinarily high growth rates in the last financial year.

The cosmetics market also developed so positively in 2011 that we were able to achieve very good growth in revenues of our high-quality glass cosmetic packaging products. This drove up production capacity utilization in the Moulded Glass Division to a high level. Global demand for laboratory glassware was moderate, leading to the correspondingly moderate development of our smallest division, the Life Science Research Division.

Our operating performance provides us with a strong basis for profitable growth and once again proves the company's reliability and consistency. Our success is attributable to the commitment, competence, untiring efforts and determination to succeed which is driving our 10,000 employees around the world.

In spring 2011, we made the right decision at the right time to commence group refinancing earlier than scheduled. As a result, we now have long-term financial stability and additional scope for further growth. Another important financial consideration is that we generate cash flow surpluses from our operations. These two factors allow us to continue making investments. Our investments in organic growth include the extension of our production facilities in the Plastic Systems Division and the investment into a fourth production line for glass syringes. In 2011, we also continued our successful expansion strategy with the acquisition of the Brazilian company Vedat. We quickly and profitably integrated Vedat in our operating units and are now the leading provider of pharmaceutical plastic packaging products and closures in the fast-growing South American market.

As a result of the positive development of our business in 2011, we propose to pay a dividend of EUR 0.60 per share to our shareholders. This dividend is payable tax-free due to Gerresheimer AG's tax situation.

In 2012, we will be focusing on achieving further profitable growth. We expect the positive development in pharmaceutical primary packaging business, with products such as ampoules and vials, to continue. We will be investing the major part of our approximately EUR 100m investment budget in the extension of our glass and plastics medical device operations. These devices are products which facilitate the safe and reliable self-administration of medications. Precision, convenience and design enhance patient well-being and provide our customers with clear competitive advantages. We are aiming to achieve further growth in this segment so that we can remain on course as a successful partner to the pharma and healthcare industry in 2012. We are looking into options for acquisitions as well in order to supplement our product portfolio and to drive regional expansion to achieve further growth.

By "healthy growth", the topic of this year's annual report, we predominantly mean profitable growth. Yet there's more to it than the profit aspect. The words "healthy growth" also represent our commitment to improving the health and well-being of people around the world through the growth and expansion of our business. This is a very interesting topic that we will be presenting to you in more detail in the following annual report, taking the growth regions of North America, Europe and the emerging markets as examples.

For us, healthy growth means:

- **Investments in organic growth**
- **Extension of our leadership in Europe and North America**
- **Stronger expansion in emerging markets**
- **Continuation of our acquisition strategy**

Our employees' personal commitment, determination and talent have made a key contribution to our success, which is why we would like to say a special thank you to them. We would also like to thank our shareholders, customers and partners for their confidence in us and their support over the last financial year. We appreciate our special relationship with you and look forward to continuing our dialog with you in the year ahead. In 2012, we intend to drive our company's progress and further consolidate our position as leading global partner to the pharma and healthcare industry. This should result in increasing value of our company.

With best regards,

Uwe Röhrhoff   Hans-Jürgen Wiecha   Dr. Max Raster   Andreas Schütte

Hans-Jürgen Wiecha
Chief Financial Officer

Andreas Schütte
Plastic Systems

Uwe Röhrhoff
Chief Executive Officer
Moulded Glass

Dr. Max Raster
Tubular Glass
Life Science Research

Our Strategy enables us to achieve

Healthy Growth

Global market trends assure our success today and in the future.

Emerging market economies are currently experiencing high growth rates. This is reflected in the rapid expansion of their pharma sectors. Greater prosperity leads to increasing demand for healthcare services.

Page 8

North America, particularly the USA, is traditionally one of the world's most important pharma market as a result of the many global pharmaceutical corporations based there and its economic output. Despite undergoing structural changes, this market's potential is still high.

Page 12

Demographic change is also a key trend in Europe. It is causing an increase and a shift in demand for healthcare services. Requirements are also becoming increasingly discerning.

Page 18

Emerging Markets

NEW POTENTIAL.

Greater prosperity in the emerging markets opens up new opportunities.

Markets are dynamic places. Sometimes the pace of change is moderate, at other times it's breathtaking. A number of countries around the globe such as Brazil, Russia, India and China have been rapidly evolving into modern industrial nations for some years now. The economic growth that has occurred in these regions is providing more and more people with access to medical care. At the same time, population figures are rising in many countries. Both developments are demand drivers that offer us excellent revenue growth opportunities. Thanks to our strong local presence in the emerging markets, we are already in a position to take advantage of these opportunities today – and have more to come in the future.

Rapid Growth

As an internationally operating company we are strengthening our presence in growth markets.

Emerging market regions such as South America and Asia are experiencing high growth rates. This is reflected in the pharma market's rapid expansion. Greater prosperity is significantly driving demand for healthcare services.

Development of GDP

in %	2011	2012 e
China	+8.5	+8.4
India	+8.2	+7.4
Brazil	+5.4	+5.0
Russia	+4.1	+3.5
USA	+1.9	+2.1
Europe	+1.1	+1.2

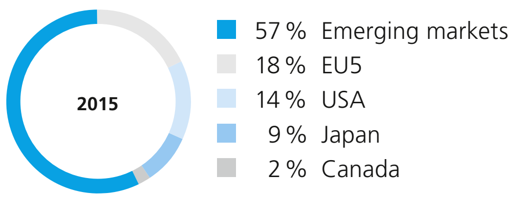
e = expected

The BRIC countries, i.e. the emerging markets of Brazil, Russia, India and China, are all characterized by high growth rates plus record foreign trade figures, investments and increasing employment rates. All these developments are attracting the attention of economic policymakers to the BRIC countries. The future outlook is pretty impressive:

Expenditure on pharmaceutical products in the emerging markets is expected to almost double by 2015. By this time, they will then have a larger market volume than the top eight established industrial nations together (USA, Canada, Japan and the five leading European markets).

A total of three billion people live in the BRIC countries, which is approximately 40 % of the world population. With a greater number of people having access to a healthcare system, the potential number of patients increases and so does the demand for medical services and pharmaceuticals. China has the fastest growing pharmaceutical sector and market. However, there are also major growth forces at work in Brazil and a new economic age has dawned in India. In fact, India has one of the most rapidly expanding economies in the world.

Global pharma market 2015
in standard units



By 2015, more than half of pharmaceuticals will be sold in emerging markets.

Dynamic Development:
Modern healthcare systems and rapid market expansion are developing now in the emerging markets.

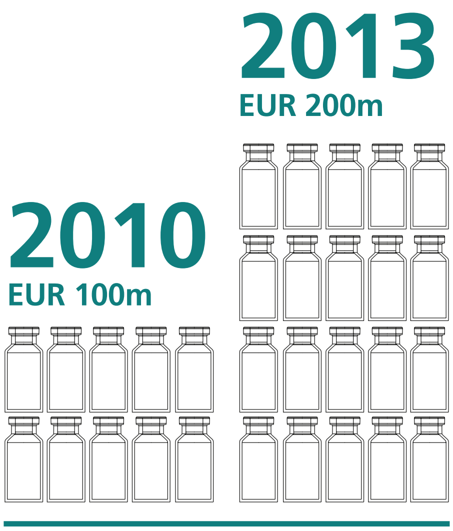
High growth rates:
Expanding our business in emerging markets is a core element of our growth strategy.

Rapid increase of sales: Demand for Pharma & Healthcare will even grow further in the emerging markets.

Healthy Growth

Local presence is the key to success

Our business strategy for the emerging markets is to closely track and profit from growth market trends. We are expecting demand for pharmaceuticals to increase. One area in which expenditure will increase significantly over the next five years is generic drugs. Therefore the focus will be on simple and inexpensive, but high quality primary packaging. As a supplier of high quality, primary packaging products made of glass and plastic, we are present where our customers are. This local presence is absolutely essential if we want to fully exploit the market potential and achieve profitable growth in these markets. We already have a strong position at many places around the globe – from Mumbai and Moscow to Peking and Sao Paolo. Further investments, into organic growth or by means of acquisition of companies, are part of our strategy.



We aim to double our revenues in emerging markets in the next few years.

Emerging Markets

Growing numbers of patients: Gerresheimer is serving the rise in demand for safe primary packaging products for medications in emerging markets.

A far stronger market position in Brazil

Our acquisition of the Brazilian company Vedat has enabled us to strengthen our position in the South American market for plastic primary packaging products. Vedat is the leading manufacturer of plastic closures. In conjunction with our existing plastic packaging production plants, we are now able to operate as a full-service partner to our South American customers. We currently have a total of four plastic packaging production plants in Brazil and Argentina. We have also been operating a medical plastic system plant in the metro area of Sao Paolo since 2010, where we predominantly manufacture components for the insulin pen systems used by diabetics. Close to our customers, we produce exactly the solution which is needed for the safe and precise administration of insulin.

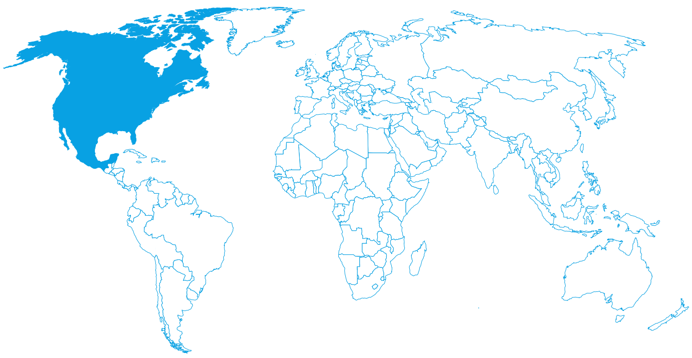
Seven plants in China

In China, the country with the highest population in the world, we have production operations at seven sites. We are present with the manufacturing of glass primary packaging products, medical plastic systems, cosmetics packaging and laboratory glassware.

Targeting the growth market of India

We opened a sales office in Mumbai in autumn 2010 with the objective of driving pharmaceutical primary packaging business in this growth market. In addition to our local sales operations, we have also invested in offering a broader range of local advisory and technical services to customers.

North America



FULL OF LIFE.

People are living for longer but feeling younger. In North America, and elsewhere, the 50+ generation is a key, actively aging target group.

The global healthcare sector will continue to grow in the upcoming years. The USA in particular will remain a highly developed and lucrative market. This is due to a great extent to factors such as developments in medical technology. The increasing median age of the population also makes effective healthcare infrastructures absolutely essential. Besides the overall demographic development, this market is in a process of political change that promises a positive future for all players in the healthcare sector.

Growing Demand

We are consolidating our position in the world's largest pharma market – North America.

The United States is traditionally one of the most important pharma markets in the world as a result of its numerous global pharmaceutical corporations and high economic output. Despite undergoing structural changes, this market's potential is still high.

US population by age group

in %	2010	2020/ 2025
15-64 age group	66.8	63.3
65+ age group	12.9	16.0

Average population age in 2010

China	34.5 years
USA	36.9 years
Canada	39.9 years
Germany	44.3 years

The economic crisis has hit the USA hard over recent years. However, the pace of economic activity has been picking up again since 2010. Economic growth, industrial production and manufacturing capacity utilization are developing positively and gross domestic product increased by 1.8 % in 2011. Contrary to the situation in many European countries, the US population is not shrinking, but is growing due to immigration. Parallel to this development, the number of elderly citizens is rising. This places greater challenges on the healthcare system.

The US healthcare system, anyway, faces some drastic changes. In 2010, after intensive political debates and decision processes, President Barack Obama implemented a reform providing citizens with easier access to healthcare services with the objective of a long term reduction in the number of people without health insurance. The more people are insured, the greater the number of medical services and pharmaceutical products that will be required.

32 million

previously uninsured US citizens are to get access to the health insurance system as a result of the health policy reform.

Long-term Growth Drivers:
Demographic development and the increasing incidence of lifestyle diseases are driving up demand for pharma products.

An attractive market with good prospects: North America is where we can effectively build on our leading position.

Safety, convenience and design: Gerresheimer satisfies the most sophisticated product requirements.

Healthy Growth

Comprehensive portfolio of products for diverse therapeutic applications

Lifestyles in western industrial nations and in the USA are contributing to an increase in certain lifestyle diseases such as obesity and diabetes. The number of asthma sufferers will also continue to rise. The field of oncology and targeted therapies for other serious diseases are gaining in significance, though they are also associated with special challenges. Both medication and diagnostics will play an important role in pre-therapy. For the development of these medical devices, our Business Unit Medical Plastic Systems has competent resources.

In the growth market for anti-diabetes and asthma medications, there is demand for reliable drug dosage concepts that offer high convenience and good design. We have a comprehensive portfolio of drug delivery systems such as syringes, pens and inhalers for this market. At the same time, our innovative primary packaging products in multishell plastic guarantee the safe and reliable storage of expensive, toxic or aggressive medications. We have established a leading position in the US market for pharmaceutical glass packaging products and we also operate in other business sectors here. We especially aim to achieve growth in the plastic packaging sector.

North America

Recognizing market development and tapping full potential: We've already adapted our product portfolio to the changing population structure in the USA.

Market leader in glass packaging products

We are present in the North-American market with our Tubular Glass and Moulded Glass Divisions for many years now with a total of six production plants in the USA and Mexico.

11 plants

we operate in the USA and Mexico – the strongest global presence outside Europe.

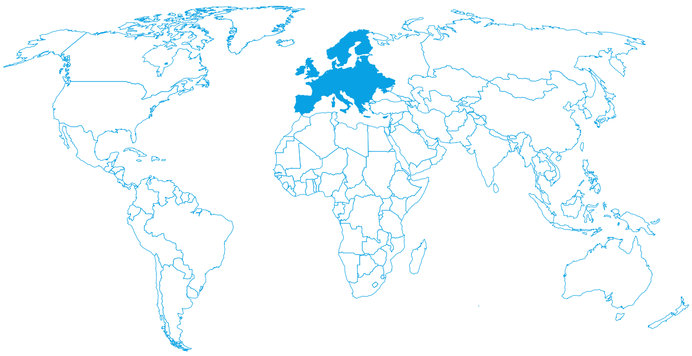
A Technology Center for the US market

We have substantially extended our production portfolio at the Peachtree City plant (near Atlanta/ Georgia) since 2010. Now that additional production facilities and clean room areas have been added, plus a medical plastic system development center, we can handle entire projects, from design development and industrialization to mass production, at one single location.

Strong market position with laboratory glassware

In North America, Gerresheimer also has a joint venture with Thermo Fisher which gives it a strong position in the laboratory glassware market. Together with Thermo Fisher, we have three affiliated production facilities in the USA and one in Mexico, besides further plants in China and Germany, securing our leading position in the North American market.

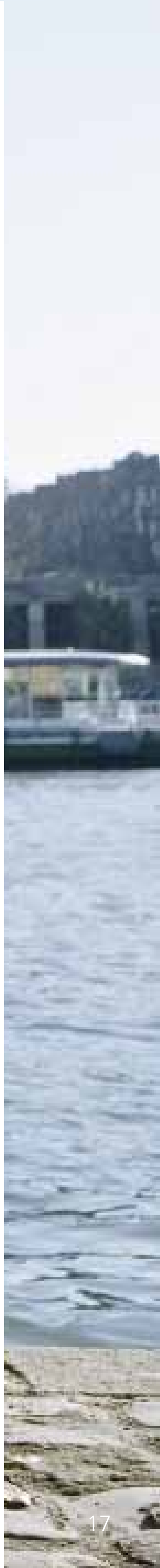
Europe



GREATER FREEDOM.

Chronic diseases are on the increase in Europe, as is the trend of self-medication. The main priority for many people is the desire to handle their own medication and to live their lives with as few restrictions as possible.

Independence despite being ill: Modern pharmaceutical products and processes provide patients with greater flexibility within their therapy. Even people who are not ill are increasingly assuming responsibility for their own health and investing in their personal well-being. This allows us to utilize our entire spectrum of development expertise and target the extension of our already comprehensive product range.



Reliable and Safe Products

We provide for a better quality of life.

Demographic change is also a key trend in Europe. It is altering and increasing the need for healthcare services, which are meanwhile subject to a continuous growth in demand.

Around
60 million
people in Europe suffer from diabetes.

Health costs that the Germans pay out of their own pockets:

2000:
EUR 28 bn

2010:
EUR 77 bn

The European health systems are coming under increasing cost pressure as a result of rising expenditure on healthcare. There are now far more elderly citizens who require nursing and care. Lifestyle diseases such as diabetes and allergies are still increasing in all age groups. Improved diagnostic procedures lead to an early discovery of diseases.

At the same time, there is another trend to be observed: People are paying much more attention to their personal health. Increased life expectancy, excellent medical care and material wealth have triggered a desire in many people to take maintaining their health and well-being into their own hands. Self-determined with a high level of independency. Even healthy people are investing more time, energy and money in their physical and mental health. Therefore, the healthcare market is moving away from simply treating patients and has gained a new and profitable segment geared to products and services that prevent disease or maintain health.

12 %

of people in Europe will be 80 years or older in 2016 compared to only 4 % in 2011.

The desire for Flexibility:
Enjoying life with as few restrictions as possible is now also an option for asthma and diabetes patients thanks to pioneering products.

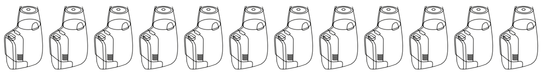
Growing with the trend:
We further invest in the development and production of drug delivery systems.

Healthy Growth

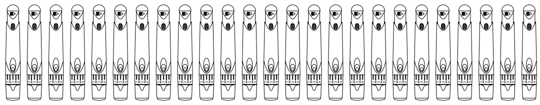
Systems that are simple to use

Some diseases such as asthma or diabetes are becoming increasingly widespread. Thanks to advanced research and development in this area, many asthma and diabetes patients are today able to administer their medications themselves. Obviously they need the right products to do this: High quality products that are easy for them to use. Therefore, we offer a wide range of specialized products. Our portfolio extends from simple packaging units such as glass vials or ampoules to complex drug delivery systems for reliable and precise dosage and delivery. We develop insulin pens for diabetics, inhalers for asthmatics, lancing devices and diagnostic instruments for leading pharma, diagnostic and medical technology enterprises. Throughout the development process, from the initial design sketches through to tool making, automation technology and production to finishing, packaging and just-in-time delivery, we work closely with our customer.

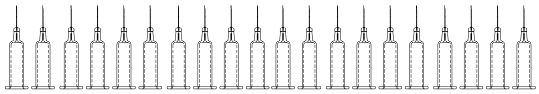
Investments in our plants



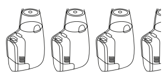
EUR 12m in expanding production operations at the Horsovsky Tyn plant (Czech Republic)



EUR 25m in expanding production operations at the Pfreimd plant (Germany)



EUR 20m in the fourth production line for pre-fillable syringes in Bünde (Germany)



EUR 3.5m in the Technical Competence Centre in Wackersdorf (Germany)

Unrestricted mobility: The range of our product applications is as diverse as the people using them.

Simplicity of use is the key to reliable self-medication.

Expansion of the Horsovsky Tyn and Pfreimd plants

The Horsovsky Tyn plant is one of our most modern production facilities for medical plastic systems and we are continuously expanding it since 2011. After doubling the production, the plant's employee headcount will increase from 375 to 450. Around EUR 12m has been invested in the Horsovsky Tyn plant. We are also stepping up production operations in Pfreimd, where we are investing around EUR 25m and creating 130 new jobs. We are enlarging our Competence Center for pre-fillable syringes in Bünde (Germany) with a fourth production line at an investment of around EUR 20m.

Enhancing our development expertise

To further consolidate our growth in the Medical Plastic Systems segment, we are investing around EUR 3.5 m in the Wackersdorf plant where the Technical Competence Center for medical plastic systems development is located. A total of around 250 highly specialized employees will be working on the development and optimization of our products in collaboration with our customers.

Innovation makes the difference

Providing a comprehensive range of services from market analysis to patent management to meet the needs of our customers in the pharma, diagnostics and medical technology industries and involve them as early as possible in the product development process. Our Medical Plastic Systems innovation team takes diverse factors into account, such as the needs and requirements of users, functional, technical and production-related requirements and, it goes without saying, our desire to create a winning design.

Report of the Supervisory Board

Gerhard Schulze
Chairman of the Supervisory Board

In the financial year 2011 the Supervisory Board has concerned itself intensively with the Company's position and fulfilled all its obligations under the law, the Company's Articles of Association and the Rules for the Supervisory Board. These include consultations on the basis of prompt, regular and comprehensive reports from the Management Board, involvement of the Supervisory Board in decisions of key importance for the Company, and the necessary supervision of management.

The Supervisory Board ensured that it was informed in detail about the Company's business development and financial position, including the risk situation, risk management and compliance. After thorough examination and discussion, the Supervisory Board – in meetings and once by means of written circular proceedings – voted on the reports and resolution proposals of the Management Board to the extent required by the provisions of the law, the Company's Articles of Association and the Rules for the Supervisory Board. In addition, the Chairman of the Supervisory Board was in regular contact with the Management Board and in particular its Chairman. He was informed by the latter regularly and promptly about important developments and impending decisions.

PERSONNEL CHANGES IN THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

In the financial year 2011 the Company's Supervisory Board consisted of Gerhard Schulze as Chairman, Gottlieb Förster as Deputy Chairman and Lydia Armer, Günter Fehn, Olaf Grädler, Dr. Axel Herberg, Reiner Ludwig, Hans Peter Peters, Dr. Gerhard Prante, Harald Sikorski, Theodor Stuth and Udo J. Vetter. There were no changes in the composition of the Supervisory Board during this period.

By a ruling of the Local Court of Duesseldorf on November 28, 2011, Francesco Grioli was appointed as a member of the Supervisory Board with effect from December 1, 2011 for the remaining period of office of Gottlieb Förster, who left the Supervisory Board at midnight on November 30, 2011. By a resolution through the written circular procedure on December 6, 2011 the Supervisory Board elected Francesco Grioli as its Deputy Chairman.

In the financial year 2011, the Company's Management Board consisted of Uwe Röhrhoff as CEO and Dr. Max Raster, Andreas Schütte and Hans-Jürgen Wiecha.

MEETINGS OF THE SUPERVISORY BOARD

In the financial year 2011 the Supervisory Board met four times. The Management Board reported to it regularly on the business position of the Company as a whole.

In the meeting of the Supervisory Board on February 9, 2011, the Annual Financial Statements of Gerresheimer AG, the Consolidated Financial Statements and the Combined Management Report for the financial year 2010, the proposed appropriation of accumulated net earnings and the Report of the Supervisory Board were approved. The Annual Financial Statements were thereby adopted. In this meeting, the Supervisory Board also agreed a new requirement profile for the Company's Supervisory Board with specific objectives for the composition of the Supervisory Board and approved various refinancing measures and the acquisition of the Brazilian company Vedat. In addition, the results of the efficiency audit of the Supervisory Board were discussed.

In its meeting directly after the Annual General Meeting on April 14, 2011, the Supervisory Board dealt with the reappointment of Andreas Schütte as a member of the Management Board, which was effected by a resolution through the written circulation procedure on May 17, 2011.

In the meeting of the Supervisory Board on September 8, 2011, discussion focused mainly on corporate strategy, the annual Compliance Declaration in accordance with section 161 of the German Stock Corporation Act and commissioning of the auditor for the financial year 2011.

The main items dealt with in the Supervisory Board meeting on November 22, 2011 were medium-term planning for the Group, approval of the budget for the financial year 2012 and adjustment of the fixed salaries of Uwe Röhrhoff and Hans-Jürgen Wiecha.

All Supervisory Board members attended all the meetings of the Supervisory Board in the financial year 2011 with the sole exception that Lydia Armer and Günter Fehn were each prevented from attending one meeting.

MEETINGS OF THE COMMITTEES

To ensure efficient performance of its duties the Supervisory Board has set up four committees: The Mediation Committee in accordance with section 27 (3) of the German Codetermination Act, the Presiding Committee, the Audit Committee and the Nomination Committee. These committees prepare subjects for resolutions in the full Supervisory Board and in certain cases also have authority to take decisions autonomously. With the exception of the Nomination Committee, each of the committees consists of two members representing the shareholders and two representing the employees. The Nomination Committee has three members and consists solely of representatives of the shareholders.

The Presiding Committee makes preparations for personnel decisions by the Supervisory Board, particularly the appointment and dismissal of Management Board members and decisions about the remuneration of Management Board members. In the place of the Supervisory Board, the Presiding Committee decides on finalization, amendment and termination of the service contracts of Management Board members except for remuneration questions requiring approval by the full Supervisory Board. The Presiding Committee met on April 14, 2011 and on November 22, 2011 and dealt mainly with the extension of Andreas Schütte's service contract and with the adjustment of the fixed salaries of Uwe Röhrhoff and Hans-Jürgen Wiecha.

The responsibilities of the Audit Committee include in particular preparations for decisions by the Supervisory Board on adoption of the Annual Financial Statements and approval of the Consolidated Financial Statements, as well as discussion of the Quarterly Financial Reports and the Half-Year Financial Report. In addition, the Audit Committee deals with monitoring of the accounting process, the internal control system, the risk management system, the internal audit system and compliance. The Audit Committee had five meetings on February 9, April 6, July 12, September 8 and October 5, 2011. It dealt mainly with the reports on the audit of the Annual Financial Statements and Consolidated Financial Statements for the financial year 2010 as well as the Quarterly Financial Reports and Half-Year Financial Report for 2011. The Audit Committee furthermore dealt with the independence of the auditor, the recommendation to the Annual General Meeting on election of the auditor, placement of the audit commission with the auditor for the financial year 2011 and specification and monitoring of the audit process and key audit areas, including the agreement on the audit fee. In addition, the Audit Committee discussed the effectiveness of the internal audit system and the compliance at Gerresheimer.

The Nomination Committee recommends suitable candidates to the Supervisory Board for its resolution proposals to the Annual General Meeting on Supervisory Board mandates. In the past financial year, the Nomination Committee had two meetings on September 5, 2011 and November 21, 2011. In both meetings, candidate profiles for the election of Supervisory Board members by the Annual General Meeting on April 26, 2012 were discussed. In addition in the meeting on November 21, 2011, candidates were interviewed.

The Mediation Committee had no meetings during the past financial year.

Meetings of the Supervisory Board committees during the financial year 2011 were attended by all the relevant committee members.

CORPORATE GOVERNANCE

The Supervisory Board constantly monitored developments in corporate governance standards. By agreement with the Supervisory Board, the Company's Management Board reports on corporate governance of the Gerresheimer Group in pages 23 to 28 of the Annual Report. The Management Board and Supervisory Board issued a mid-year amendment to the Compliance Declaration in accordance with section 161 of the German Stock Corporation Act on February 9, 2011, and issued an updated annual Compliance Declaration on September 8, 2011. It made both of these permanently available to shareholders on the Company's website.

ANNUAL FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS FOR 2011

The Annual Financial Statements and Consolidated Financial Statements drawn up by the Management Board for the financial year from December 1, 2010 to November 30, 2011 and the Combined Management Report were audited by Deloitte & Touche GmbH Wirtschaftspruefungsgesellschaft, Duesseldorf, and received an unqualified auditor's opinion.

The Annual Financial Statements of Gerresheimer AG, the Consolidated Financial Statements, the Combined Management Report, the proposed appropriation of accumulated net earnings, and the auditor's reports for the financial year 2011 were made available to the Supervisory Board for examination. The Audit Committee discussed and examined the documents in detail in its meeting on February 7, 2012, and tabled resolution recommendations to the Supervisory Board. The Supervisory Board examined the Annual Financial Statements of Gerresheimer AG, the Consolidated Financial Statements, the Combined Management Report, the proposed appropriation of accumulated net earnings, and the auditor's reports on these in its ensuing meeting on February 7, 2012. The auditor attended the meetings of the Audit Committee and the Supervisory Board, reported on the conduct and main findings of the audit and was available to answer questions.

In accordance with the final results of examinations by the Audit Committee and after its own examinations, the Supervisory Board approves the auditor's findings and declares that no objections are to be raised. The Supervisory Board has adopted the Annual Financial Statements and approved the Consolidated Financial Statements. The Management Board's proposed appropriation of accumulated net earnings has been approved by the Supervisory Board.

The Supervisory Board thanks the Management Board and all employees of Gerresheimer AG and its affiliated companies for the contribution which they have made in the financial year 2011 to the successful development of the Gerresheimer Group.

Duesseldorf, February 7, 2012

Gerhard Schulze
Chairman of the Supervisory Board

Corporate Governance Report

Gerresheimer AG identifies with the objectives of the German Corporate Governance Code and the principles of transparent, responsible and value-enhancement-oriented management and control of the Company. The Management Board, the Supervisory Board and all managers and employees of Gerresheimer AG are committed to this aim. Gerresheimer AG largely implements the recommendations and suggestions of the German Corporate Governance Code as last amended on May 26, 2010.

MANAGEMENT BOARD

The Management Board of Gerresheimer AG consists of a minimum of two members. The Supervisory Board decides about the number of members of the Management Board. The Management Board manages the Company autonomously. In this, it is bound by the Company's interests and the objective of achieving increased shareholder value on a sustainable basis.

The Management Board informs the Supervisory Board regularly, promptly and comprehensively about all aspects of relevance for the business, including planning, business development, the risk situation, risk management and compliance. On certain key transactions and measures, approval rights are reserved for the Supervisory Board in the Rules of the Management Board.

The persons making up the Management Board in the financial year 2011 are shown on page 142 of the Annual Report.

SUPERVISORY BOARD

The Supervisory Board of Gerresheimer AG consists of twelve members, half of whom represent the shareholders and half the employees. The shareholder representatives are generally elected by the Annual General Meeting and the employee representatives by the employees. The period of office of the current Supervisory Board members terminates at the end of the Annual General Meeting in 2012.

The Supervisory Board monitors and advises the Management Board in running the business. In the performance of its duties, the Supervisory Board regularly discusses business developments, plans, strategy and its implementation with the Management Board. The Supervisory Board approves the annual budget drawn up by the Management Board and decides on adoption of the Annual Financial Statements and approval of the Consolidated Financial Statements of Gerresheimer AG, taking into particular account the reports of the auditor. The Supervisory Board also decides on the appointment and dismissal of Management Board members and their remuneration. In the event of a tied vote in the Supervisory Board, a new ballot on the same matter is held in which the Chairman has a casting vote if there is still a tie.

The persons making up the Supervisory Board in the financial year 2011 are shown on pages 141–142 of the Annual Report. With effect from December 1, 2011, Francesco Grioli was appointed by the local court of Duesseldorf as member of the Supervisory Board for the remaining period of office of Gottlieb Förster, who resigned from his office at midnight on November 30, 2011. The Supervisory Board elected Francesco Grioli by means of a written circulation procedure dated December 6, 2011 as Deputy Chairman.

The work of the Supervisory Board is supported by committees. According to the Rules of the Supervisory Board, the following committees of the Supervisory Board exist:

The Mediation Committee set up in accordance with section 27 (3) of the German Codetermination Act tables proposals to the Supervisory Board for the appointment of Management Board members if the required majority of two thirds of the votes of Supervisory Board members is not achieved in the first ballot. The members of the Mediation Committee are Gerhard Schulze (Chairman), Günter Fehn, Francesco Grioli (until November 30, 2011: Gottlieb Förster) and Dr. Gerhard Prante.

The responsibilities of the Presiding Committee include decisions on finalization, amendment or termination of service contracts and pension agreements for Management Board members. Furthermore it is responsible for the approval of transactions between the Company and members of the Management Board. The Presiding Committee also takes decisions on approval of contracts with Supervisory Board members in accordance with section 114 of the German Stock Corporation Act and loans to the circle of persons named in sections 89 and 115 of the German Stock Corporation Act. The members of the Presiding Committee are Gerhard Schulze (Chairman), Francesco Grioli (until November 30, 2011: Gottlieb Förster), Reiner Ludwig and Hans Peter Peters.

The responsibilities of the Audit Committee include preparation of the Supervisory Board's decisions on the adoption of the Annual Financial Statements, the approval of the Consolidated Financial Statements and the agreement with the auditor. It takes appropriate measures to establish and monitor the independence of the auditor. It also supports the Supervisory Board in monitoring the management, and in this connection deals in particular with the Company's risk management and compliance. The members of the Audit Committee are Theodor Stuth (Chairman), Francesco Grioli (until November 30, 2011: Gottlieb Förster), Reiner Ludwig and Gerhard Schulze.

The Nomination Committee tables proposals to the Supervisory Board about suitable candidates for its election proposals to the Annual General Meeting about Supervisory Board members. The members of the Nomination Committee are Gerhard Schulze (Chairman), Hans Peter Peters and Udo J. Vetter.

Conflicts of interest must be disclosed by members of the Management Board and Supervisory Board to the Chairman of the Supervisory Board. In the case of material and not just temporary conflicts of interests a Supervisory Board member must give up his office. In its report to the Annual General Meeting, the Supervisory Board provides information about any conflicts of interest which have arisen, and how they have been handled. No conflicts of interest for Management Board or Supervisory Board members arose during the reporting period.

In compliance with item 5.4.1 of the German Corporate Governance Code, the Supervisory Board in its meeting on February 9, 2011 stipulated the following specific objectives with regard to the composition of the Supervisory Board supplementary to the requirements under the law and the German Corporate Governance Code for Supervisory Board members:

Knowledge, skills and professional experience
The Supervisory Board must be composed in such a way that, overall, its members have the necessary knowledge, skills and professional experience to carry out its functions in an orderly manner. Candidates proposed must have the integrity, commitment, independence and personality to perform the duties of a Supervisory Board member in the parent company of an internationally active group and enhance its public reputation.

On the Supervisory Board of Gerresheimer AG, various functional areas of the business shall be represented by the individual members. Each Supervisory Board member should as far as possible have special expertise of relevance to the company's business operations. Supervisory Board candidate proposals should ensure a balanced composition so that the desired areas of expertise are represented on the Supervisory Board as broadly as possible. The aim is that

- at least two representatives of the shareholders have experience in the fields of business management, strategy and human resources;
- at least one representative of the shareholders has business-specific knowledge of the industry; and
- at least one representative of the shareholders has specific industry knowledge on the customer side.

Independence and conflicts of interest
The Supervisory Board should comprise a number of independent members which it judges to be sufficient. A Supervisory Board member is regarded as independent if he has no business or personal connection with the Company or its Management Board which constitutes a conflict of interest. In the judgment of the Supervisory Board, former members of the Company's Management Board are not deemed to be independent for five years after leaving office. The existence of an employment relationship between Supervisory Board members and Gerresheimer AG or a Group company or the existence of pension commitments by one of these companies in favor of Supervisory Board members does not in itself constitute such a conflict of interest. In this connection, the Supervisory Board stipulates the following objectives for its composition:

- Supervisory Board members should not carry out any functions in a controlling body or any advisory functions for material competitors of the Company or a Group company;
- Supervisory Board members should not play any active role with customers or suppliers of the Company or a Group company; and
- at least four out of six representatives of the shareholders on the Supervisory Board should be independent.

Age limit
The period of office of a Supervisory Board member terminates at the end of the first Annual General Meeting after his seventieth birthday. The Supervisory Board supports election proposals even for candidates who pass the age of seventy during the legal election period; in this case, their period of office also terminates at the end of the first Annual General Meeting after their seventieth birthday.

Internationalism
At least one representative of the shareholders should have several years' international experience through business activity or foreign nationality.

Diversity
The objective of the Supervisory Board is to achieve appropriate participation of women. In view of the Company's specific circumstances it considers that participation of two women currently constitutes an appropriate level. In the long term the Supervisory Board considers that three women on the Supervisory Board constitute an appropriate proportion, and will strive to achieve this objective by 2015.

In its current composition, the Supervisory Board already fulfills the above objectives except for diversity. This objective and observance of the other objectives will be taken into account by the Supervisory Board in its proposals to the Annual General Meeting on April 26, 2012 for the new election of Supervisory Board members.

ANNUAL GENERAL MEETING

The Annual General Meeting is the shareholders' controlling body and takes the basic decisions for Gerresheimer AG. These include profit appropriation, discharging of the Management Board and Supervisory Board, election of the shareholder representatives on the Supervisory Board and election of the auditor. In addition, the Annual General Meeting decides on changes to the Articles of Association and key entrepreneurial measures, particularly inter-company agreements and conversions, on the issue of new shares, convertible bonds and warrant-linked bonds, and on the authorization of own share acquisitions.

The shareholders have the opportunity to exercise their voting rights in the Annual General Meeting themselves or to arrange for them to be exercised through an authorized agent of their choice or a voting representative of the Company who is bound by instructions. The Annual General Meeting is chaired by the Chairman of the Supervisory Board.

FINANCIAL ACCOUNTING AND AUDITING

Financial accounting in the Gerresheimer Group is based on the International Financial Reporting Standards (IFRS). The Annual Financial Statements of Gerresheimer AG are drawn up in accordance with the German Commercial Code (Handelsgesetzbuch/HGB).

The auditor is elected by the Annual General Meeting in accordance with the provisions of the law. Deloitte & Touche GmbH Wirtschaftspruefungsgesellschaft, Duesseldorf, was appointed as auditor for the financial year 2011. The Supervisory Board commissions the auditor elected by the Annual General Meeting and determines the main area of the audit program and fee. It ensures that the auditor's work is not impaired by any conflicts of interest.

Good corporate governance includes responsible management of risks. For this purpose, Gerresheimer AG has set up systematic risk management procedures which ensure that risks are identified and evaluated at an early stage. This helps to optimize risk positions. The risk management system of Gerresheimer AG is examined by the auditor.

The Company has entered into long-term stock-price-based variable compensation agreements with all of the members of the Management Board and a number of chosen employees. This so-called Phantom Stock Program is described and made public for the Management Board members in a remuneration report as part of the Combined Management Report and, for the other employees, in the Notes to the Consolidated Financial Statements. This Corporate Governance Report explicitly adopts the description in the Combined Management Report and in the Notes to the Consolidated Financial Statements and refers to these in order to avoid unnecessary duplication.

TRANSPARENCY

Gerresheimer AG communicates openly, actively and comprehensively. Shareholders, shareholder associations, analysts and interested members of the public are informed regularly, promptly and on an equal-entitlement basis about the Company's position and key business changes. The Company's website (www.gerresheimer.com) is an important medium for this purpose. The annual and interim reports, press releases, ad hoc and other communications in accordance with the German Securities Trading Act, the financial calendar of events and other relevant information can be found here. In addition, the Company organizes regular analysts' and press conferences and events for investors.

REMUNERATION OF THE SUPERVISORY BOARD

The emoluments of the Supervisory Board are governed by the Articles of Association of Gerresheimer AG.

Each of the members of the Supervisory Board receives fixed annual remuneration of EUR 30,000.00. The Chairman of the Supervisory Board is entitled to double this amount and the Deputy Chairman to one and a half times this amount. With the exception of the committee in accordance with section 27 (3) of the German Codetermination Act, Chairmen of committees receive additional fixed remuneration of EUR 10,000.00 for each chairmanship and each other member of a committee EUR 5,000.00. In addition to their annual remuneration, the members of the Supervisory Board each receive a fee of EUR 1,500.00 for each meeting which they attend of the Supervisory Board and the committees of the Supervisory Board to which they belong, but with a maximum of EUR 1,500.00 per calendar day. Reasonable expenses are reimbursed on submission of documentation.

The members of the Supervisory Board furthermore receive variable remuneration. This amounts to EUR 100.00 per EUR 0.01 of adjusted consolidated net earnings per share of Gerresheimer AG if this value reaches the amount of EUR 0.50. If the adjusted consolidated net earnings per share of Gerresheimer AG exceed the amount of EUR 3.00, the excess amount is not taken into consideration in calculating the variable remuneration. The adjusted consolidated net earnings per share is the consolidated net income reported in the consolidated financial statements before non-cash amortization of fair value adjustments, special effects from restructuring expenses, extraordinary depreciation, the balance of one-off income and expenses (including significant non-cash expenses) and the related tax effects, after minorities, divided by the shares already issued on the balance sheet date. The Chairman of the Supervisory Board receives double the amount of this variable remuneration and the Deputy Chairman one and a half times the amount.

The total emoluments of Supervisory Board members for their activity on the Supervisory Board of Gerresheimer AG in the financial year 2011 amounted to EUR 900,400.00.

The individual emoluments of Supervisory Board members were made up as follows:

Name	Fixed remuneration	Variable remuneration	Attendance fees	Total
Armer	30,000.00	24,400.00	4,500.00	58,900.00
Fehn	30,000.00	24,400.00	4,500.00	58,900.00
Förster	55,000.00	36,600.00	10,500.00	102,100.00
Grädler	30,000.00	24,400.00	6,000.00	60,400.00
Dr. Herberg	30,000.00	24,400.00	6,000.00	60,400.00
Ludwig	40,000.00	24,400.00	10,500.00	74,900.00
Peters	40,000.00	24,400.00	9,000.00	73,400.00
Dr. Prante	30,000.00	24,400.00	6,000.00	60,400.00
Schulze	85,000.00	48,800.00	13,500.00	147,300.00
Sikorski	30,000.00	24,400.00	6,000.00	60,400.00
Stuth	40,000.00	24,400.00	10,500.00	74,900.00
Vetter	35,000.00	24,400.00	9,000.00	68,400.00
	475,000.00	**329,400.00**	**96,000.00**	**900,400.00**

The Supervisory Board Member Lydia Armer receives reasonable remuneration for her membership of the Supervisory Board of Gerresheimer Regensburg GmbH after the end of each financial year. This is set by a resolution of the ordinary Shareholder's Meeting of Gerresheimer Regensburg GmbH. For the financial year 2010, the Shareholder's Meeting set the remuneration at EUR 5,000.00, which was paid out in the financial year 2011.

REMUNERATION OF THE MANAGEMENT BOARD

The total emoluments of the Management Board in the financial year 2011 are described in a remuneration report as part of the Combined Management Report and made public. This Corporate Governance Report explicitly adopts the description in the Combined Management Report and refers to this in order to avoid unnecessary duplication.

COMPLIANCE DECLARATION

The Management Board and Supervisory Board of listed German stock corporations are obliged under section 161 of the German Stock Corporation Act to declare annually whether the recommendations of the "Government Commission on the German Corporate Governance Code" as published by the Federal Ministry of Justice in the official part of the electronic Federal Law Gazette (elektronischer Bundesanzeiger) have been and are being complied with or which recommendations have not been or are not being applied, and the reason therefor.

Most recently on September 8, 2011, the Management Board and Supervisory Board of Gerresheimer AG approved the following Compliance Declaration:

“Declaration of the Management Board and Supervisory Board of Gerresheimer AG on the recommendations of the 'Government Commission on the German Corporate Governance Code' according to section 161 of the German Stock Corporation Act

Since its last Compliance Declaration on February 9, 2011, Gerresheimer AG has complied with the recommendations of the “Government Commission on the German Corporate Governance Code” as amended on May 26, 2010, with the exceptions stated in this declaration.

Gerresheimer AG will in future comply with the recommendations of the "Government Commission on the German Corporate Governance Code" as amended on May 26, 2010 and still applicable, with the following exceptions:

1. Item 4.2.5 of the Code (Individualized reporting of Management Board remuneration)

In accordance with a resolution of the Annual General Meeting on May 14, 2007, the Company does not report Management Board remuneration on an individualized basis.

2. Item 6.6 of the Code (Statement of the shareholdings of members of the Management Board and the Supervisory Board)

Over and above the legal requirements, no statement of the shareholdings or related financial instruments of the members of the Company’s controlling bodies is published in the Corporate Governance Report. The Company believes that compliance with the legal requirements creates sufficient transparency.”

The preceding Compliance Declaration dated September 8, 2011 is also available on the Company’s website under www.gerresheimer.com.

Gerresheimer on the Capital Markets

EVENTFUL YEAR FOR THE EQUITY MARKET

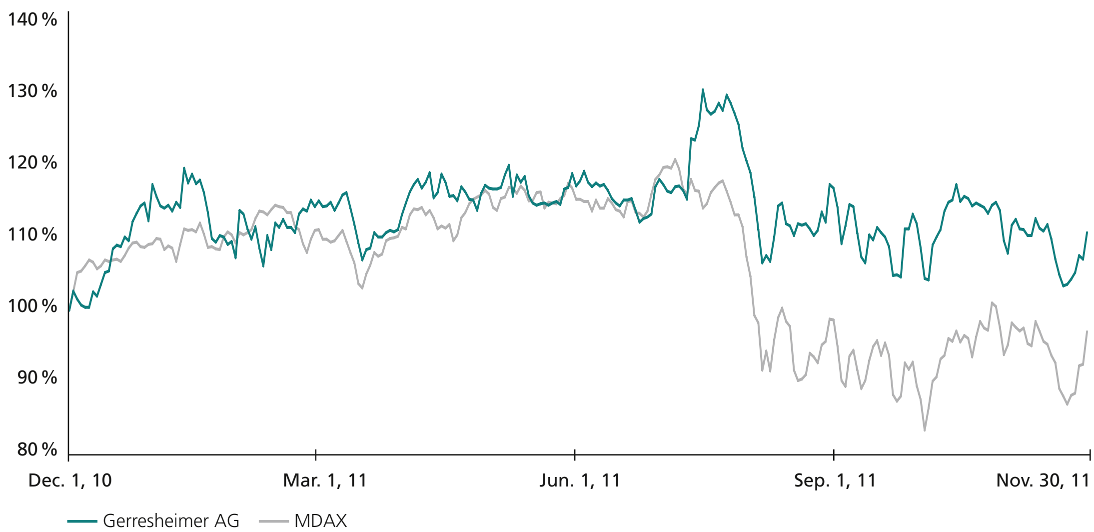
After a good prior year, share prices on the worldwide stock exchanges initially displayed robustness in the financial year 2011. Positive fundamental company data and the globally rising money supply were the main reasons for equity investments in the first half of the year 2011. In the second half-year, the discussion regarding the sovereign debt crises in the United States and most notably in the eurozone came to the fore. At first, the austerity measures that were enacted by governments, in combination with the introduction of the EU rescue plan, were able to calm financial markets. However, starting from the end of July 2011, investors' sense of insecurity gained the upper hand, which caused marked share price declines across the board. In the course of this, the MDAX declined as well towards the end of the financial year on November 30, 2011, and recorded a full-year loss of 2.9 %.

GERRESHEIMER SHARES DISPLAY THEIR STRENGTH

Gerresheimer shares showed strength in the financial year 2011. In the first half of the financial year, the shares temporarily gained almost 20 % in value. Towards mid-July the shares even jumped to a share price high of EUR 36.62, representing an even higher gain of almost 30 %. Following that, the shares displayed an extraordinary degree of stability and managed to defy the negative market trend. They completed the financial year successfully with a share price of EUR 31.17. In sum, Gerresheimer shares gained 10.5 % in value in the course of the past financial year, thereby markedly outperforming their benchmark index MDAX.

The market capitalization of the Company at the end of the financial year on November 30, 2011, amounted to EUR 978.7m. According to the index ranking of the German Stock Exchange, the shares therefore advanced to 28th place in the MDAX ranking (prior year: 31th place). With regard to stock exchange turnover, Gerresheimer shares occupied 47th place at the reporting date, after having reached 45th place at the end of the prior year.

Comparison of Gerresheimer AG Share Price Performance with the MDAX (Rebased)

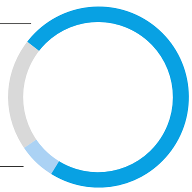


ANALYSTS: GERRESHEIMER SHARE PRICE HAS UPSIDE POTENTIAL

15 bank analysts reported on Gerresheimer shares at the end of the financial year 2011. There continued to be a clear preponderance of positive comments. The average price target was EUR 37.20, which is 19 % above the closing price of the financial year 2011. The following charts give an overview of the banks reporting at the end of the financial year along with their recommendations:

Company Research		
Berenberg Bank	DZ Bank	J.P. Morgan Cazenove
Cheuvreux	equinet Bank	LBBW
Commerzbank	Hauck & Aufhäuser	MainFirst
Credit Suisse	HSBC	Viscardi
Deutsche Bank	Jefferies	WestLB

Most Bank Analysts Recommend to Buy Gerresheimer Shares



HIGH PRESENCE ON THE OCCASION OF THE ANNUAL GENERAL MEETING ALSO IN 2011

At the Annual General Meeting in Duesseldorf on April 14, 2011, 68.3 % of the capital stock was represented. Thus, the participation rate again surpassed the prior year's already high figure of 63 %. The share of capital entitled to vote represented was also markedly above the average of DAX constituents' Annual General Meetings in the year 2011, where 57 % of capital entitled to vote was represented on average. A dividend of EUR 0.50 per share was agreed upon and distributed on April 15, 2011. Moreover, all proposed resolutions were agreed to by a large majority of votes.

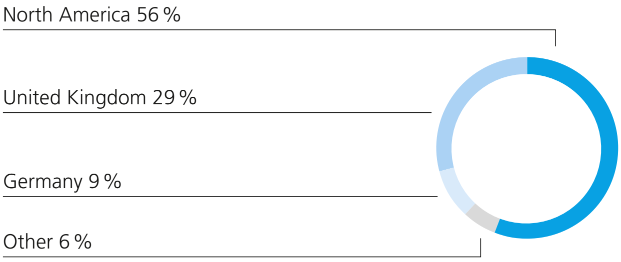
Key Data for the Shares	**2011**	2010
Number of shares as of the reporting date in million	31.4	31.4
Share price[1] as of the reporting date in EUR	31.17	28.20
Market capitalization as of the reporting date in EUR m	978.7	885.5
Share price high[1] during the reporting period in EUR	36.62	29.85
Share price low[1] during the reporting period in EUR	28.30	22.09
Earnings per share in EUR	1.61	1.38
Adjusted earnings per share[2] in EUR	2.44	1.95
Dividend per share in EUR	0.60[3]	0.50

[1] In each case Xetra closing price.
[2] Adjusted net income after non-controlling interests divided by 31.4m shares.
[3] Proposed appropriation of net earnings.

CONTINUED HIGH DEGREE OF INTEREST FROM INTERNATIONAL INVESTORS

The free float still amounted to 100 % at the reporting date. The continued high amount of international interest in the shares was also reflected in the shareholder structure during the past financial year. At the reporting date on November 30, 2011, the predominant part of the shares was attributed to foreign ownership. The largest part, about 56 % of shares, were held by investors from North America, followed by British investors who held a share of 29 %. At the reporting date, about 9 % of shares were held by German investors.

Shareholder Structure by Region



TRANSPARENT SHAREHOLDER STRUCTURE

When specified notification thresholds are reached, shareholders are obliged to inform the Company and the Federal German Institute for Supervision of Financial Services (Bundesanstalt für Finanzdienstleistungsaufsicht – BaFin). According to the notifications received by us up to November 30, 2011, the following persons and institutions held more than 3 % of Gerresheimer shares as at the dates of notification mentioned in the following table. Hence, these investors hold a combined 21.4 % of Gerresheimer AG shares:

Company	Share in %	Date of Notification
BlackRock, Inc.	3.02	November 18, 2011
Threadneedle Asset Management Limited	5.08	May 25, 2011
Gilchrist B. Berg (Water Street Capital, Inc.)	3.10	February 16, 2010
Clifton S. Robbins (Blue Harbour Group, L.P.)	5.02	November 4, 2009
EP Overseas Fund Ltd. & EP Master Fund Ltd. (Eton Park Capital Management, L.L.C.)	5.17	June 10, 2009

Reference Data for the Shares	
ISIN	DE000A0LD6E6
WKN	A0LD6E
Bloomberg reference	GXI
Reuters reference	GXIG.DE
Stock index membership	MDAX, CDAX, HDAX, Prime All Share, Classic All Share, EURO STOXX TMI, Russell Global Small Cap Growth Index and further sector and size indexes
Listings	Berlin, Duesseldorf, Frankfurt (Xetra & floor trade), Hamburg, Hanover, Munich, Stuttgart

MOODY'S AND S&P RAISE THEIR RATINGS FOR GERRESHEIMER

The rating agencies Moody's and Standard & Poor's have increased their ratings for Gerresheimer AG in February 2011. Moody's increased the rating from 'Ba2' to 'Ba1'. Standard & Poor's raised the rating from 'BB+' to an investment grade rating of 'BBB-'. Both rate the outlook as 'stable', and cite as reasons for their upgrades the strength and stability of the business model along with the materially improved financial ratios.

GERRESHEIMER BOND WITH SUCCESSFUL START OF TRADING

In the course of the complete refinancing of the Company's financial liabilities, Gerresheimer AG made an early repayment of the Senior Notes amounting to EUR 126.0m on April 11, 2011. The redemption price was 101.969 % plus accrued interest. Against the backdrop of the improved credit ratings by the rating agencies for the Company, coupled with a favorable market environment, the new Gerresheimer bond was successfully placed in the market on May 19, 2011. The new EUR 300m corporate bond is equipped with an attractive annual coupon of 5 % and had a successful start into trading. In mid-August, amid the discussion regarding the level of indebtedness of the United States and the eurozone member countries, the price of the Gerresheimer bond also showed a temporary decline. But subsequently, the price quickly recovered and at the reporting date on November 30, 2011, the bond's price stood at 99.5 %. This means the effective annual interest rate (yield to maturity) at the reporting date on November 30, 2011, amounted to 5.09 % p.a. The bond can be traded on the Frankfurt Stock Exchange and on the regional exchanges in Germany.

Price Development of the Gerresheimer AG Corporate Bond

Key Data for the Bond	
ISIN	XS0626028566
WKN	A1H3VP
Issuer	Gerresheimer AG
Volume	EUR 300m
Coupon/Date of payment	5.00 % p.a./May 19
Term to maturity	7 years
Due date	May 19, 2018
Bond price [1] as of the reporting date	99.50 %
Effective annual interest rate (yield to maturity)[2] as of the reporting date	5.09 % p.a.
Bond rating as of the reporting date	Standard & Poor's: BBB-, stable outlook / Moody's: Ba1, stable outlook
Corporate rating as of the reporting date	Standard & Poor's: BBB-, stable outlook / Moody's: Ba1, stable outlook
Denomination	EUR 1,000.00 par value
Listings	Berlin, Duesseldorf, Frankfurt (floor trade), Hamburg, Hanover, Munich, Stuttgart

[1] Closing price on the Stuttgart Stock Exchange.
[2] Based on the closing price on the Stuttgart Stock Exchange.

CAPITAL MARKET COMMUNICATION: INTENSIVE DIALOG WITH INVESTORS AND ANALYSTS CONTINUED

Over the past financial year, we continued the intensive dialog with analysts and investors in the course of numerous road shows, conferences and telephone conferences, as well as a multitude of one-to-one conversations. Alongside the dialog with equity investors and analysts, we also further deepened our dialog with investors and analysts on the bond side.

As in the previous years, the Management Board and the Investor Relations & Creditor Relations Team visited key financial centers in Europe and America. These included for example Frankfurt, Munich, Hamburg, London, Paris, Vienna, Zurich, Milan, Copenhagen, Stockholm, New York, Boston and San Francisco. Sustained, open and prompt communication with all interested parties will continue to be our claim. You will find an up-to-date financial calendar with the upcoming events on which we will present the Company on our website at www.gerresheimer.com/investor-relations.

Financial Calendar	
February 8, 2012	Annual Report 2011
April 12, 2012	Interim Report 1st Quarter 2012
April 26, 2012	Annual General Meeting in Duesseldorf
July 11, 2012	Interim Report 2nd Quarter 2012
October 4, 2012	Interim Report 3rd Quarter 2012

HIGH PRIORITY OF INVESTOR COMMUNICATION

Continuous dialog with investors and analysts is an important part of our corporate philosophy. The Chief Executive Officer, Uwe Röhrhoff, and the Chief Financial Officer, Hans-Jürgen Wiecha, are personally committed to this.

In addition, the Investor Relations & Creditor Relations Team is available to answer your questions and listen to your suggestions regarding any aspect related to the Gerresheimer shares, the Gerresheimer bond or the Company. You can contact us as follows:

Gerresheimer AG
Investor Relations & Creditor Relations
Benrather Strasse 18-20
40213 Duesseldorf
Germany
Phone +49 211 6181-257
Fax +49 211 6181-121
E-mail gerresheimer.ir@gerresheimer.com
www.gerresheimer.com/investor-relations

Combined Management Report of the Gerresheimer Group and the Gerresheimer AG

BUSINESS DEVELOPMENT OF THE FINANCIAL YEAR 2011

In the financial year 2011 the Gerresheimer Group again generated significant revenue growth and an increase in result. Besides organic growth, the acquisition of a Brazilian company in March also contributed to the increase in revenues of 6.8 % to EUR 1,094.7m. At constant exchange rates, revenues increased by 7.8 % compared to the prior year.

Adjusted EBITDA increased by EUR 12.8m from EUR 204.5m in the financial year 2010 to EUR 217.3m in the financial year 2011. The Adjusted EBITDA margin of 19.9 % in the financial year 2011 was on prior year level. The result from operations (EBIT) increased from EUR 95.0m in 2010 to EUR 109.3m in the comparative period 2011. The EBIT margin therefore increased from 9.3 % to 10.0 %. Net income after income taxes also increased from EUR 46.7m in the prior year to EUR 54.4m in the financial year 2011. Besides the increased result from operations, lower amortization on fair value adjustments resulting from acquisitions contributed to this development.

Unchanged to prior periods, the financial status is very solid. Considering the outflow of funds in connection with the acquisition of the Brazilian plastic packaging company Vedat Tampas Hermeticas Ltda. (Vedat), the payment of a dividend and the one-off payments in connection with the refinancing, the adjusted EBITDA leverage of 1.7 calculated as the ratio between the net financial debt in relation to adjusted EBITDA was only marginally above the prior year value of 1.5. Non-current assets were to 114 % covered by equity and non-current debt (prior year: 103 %). The equity ratio decreased from 39.0 % to 36.4 % from one balance sheet date to the next due to the increase in the balance sheet total.

With the acquisition of a Brazilian company in March 2011, we strengthened our pharma business in the emerging countries. The company Vedat is very well positioned in the area of pharmaceutical plastic packaging. Vedat is a manufacturer of plastic closures, PET bottles and other plastic containers mainly for the South American market. The acquisition is an outstanding addition to our three existing production facilities in South America. As a result of the integration of Vedat, we can now act as a full range supplier for pharmaceutical plastic packaging in South America.

As in prior years, external factors such as exchange rate fluctuations or the development of energy and commodity prices had little influence on the operating result of the Gerresheimer Group in the reporting period. With a new financial structure concluded in the first half of 2011, secured interest rates and liquidity reserves our Company is well positioned in the long term. Fluctuations in the US dollar/euro exchange rate do not have a material effect on the development of the Group's result and essentially only led to translation effects due to our production sites in the US with mainly North American pharma customers and financial debt in US dollars. Price fluctuations for raw materials and energy are substantially equalized by contractually agreed price escalation clauses, hedging transactions, productivity and price increases.

THE GERRESHEIMER GROUP

BUSINESS ACTIVITIES

The Gerresheimer Group is an internationally leading supplier of high-quality glass and plastic packaging and system solutions. Its most important market is the global pharma and healthcare industry. Based on own developments and state-of-the-art production technologies, Gerresheimer offers primary pharmaceutical packaging and drug delivery systems as well as diagnostic systems and a full range of glass products for the Life Science Research Division.

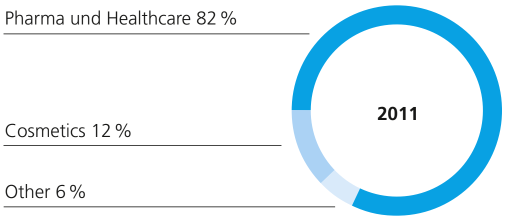
The Gerresheimer Group is based in Duesseldorf (Germany) and comprises Gerresheimer AG as well as its direct and indirect subsidiaries and associates. At the end of the financial year 2011, the Group had 45 sites in Europe, North- and South America and Asia with 10,212 employees worldwide.

Gerresheimer AG is the parent company of the Gerresheimer Group and as a holding company manages its direct and indirect subsidiaries

MARKETS

The company is focused on the pharma and healthcare markets, which are served by all of the Group's four divisions with an extensive range of products and services. Around 82 % of total revenue is generated in this business area. Smaller shares of the revenues relate to cosmetics as well as to niche segments of the food and beverage industry, largely in Europe. These market segments are served by the Moulded Glass Division.

REVENUES BY MARKET SEGMENT
Consolidated revenues: Approx. EUR 1,095m



DIVISIONS

Gerresheimer operates in the divisions "Tubular Glass", "Plastic Systems", "Moulded Glass" and "Life Science Research".

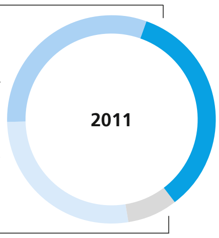
REVENUES BY DIVISION
Consolidated revenues 2011: Approx. EUR 1,095m*

Plastic Systems 34 %
EUR 371m

Moulded Glass 31 %
EUR 343m

Tubular Glass 27 %
EUR 304m

Life Science Research 8 %
EUR 92m



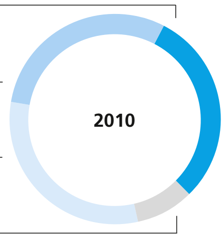
REVENUES BY DIVISION
Consolidated revenues 2010: Approx. EUR 1,025m*

Plastic Systems 30 %
EUR 308m

Moulded Glass 31 %
EUR 327m

Tubular Glass 30 %
EUR 310m

Life Science Research 9 %
EUR 95m



* Segment sales include intra-group revenues.

Tubular Glass

As a vertically integrated provider, Gerresheimer produces type I borosilicate glass tubing of the highest hydrolytic resistance. This tubing is the basic material for a large number of high-quality specialized products for the pharma and healthcare industry. In this division we sell about 38 % of the production to external processors as half finished goods. We use the remaining production output for internal processing.

In the processing plants, we reprocess the glass tubing from own production into a wide range of high-quality primary packaging for the pharmaceutical industry. Besides ampoules, vials and cartridges, these especially include prefillable disposable syringe systems. Special surface treatment procedures and innovative closure systems complement this program.

With its highly specialized expertise and pharma-compliant technologies, we are in a position to offer our customers an unusually wide range of products. We generate the majority of our revenue from syringe systems under our leading syringe trademark RTF® (Ready to Fill). We supply these syringes to the pharma industry in a wide range of finishes, siliconized, pre-assembled, sterilized and as such completely ready to fill.

Plastic Systems

The Plastic Systems Division comprises the business units Medical Plastic Systems (MPS) and Plastic Packaging. Besides standard system packaging for drugs from Gerresheimer's business unit Plastic Packaging, this highly innovative division also offers complex systems and system components through MPS. We develop and produce these systems and components within the scope of individual project business, primarily for our customers of the pharma industry, diagnostics and medical technology.

MPS offers individual service to our customers at all stages of the value chain. The medical plastic systems range from all kinds of inhalers for treating respiratory diseases, lancet magazines and insulin pen systems for diabetics through to the most varied disposable products for laboratory and molecular diagnostics.

Plastic Packaging provides a wide range of high-quality primary packaging for liquid and solid medications. This includes, for example, application and dosage systems, such as eye-droppers and miniature nasal spray vials, as well as special containers for tablets and powders. This range is complemented by key design features, including multifunction closure systems with tamper-evident, child-resistant closures, and integrated desiccants, as are included under the Duma® trademark.

Moulded Glass

The Moulded Glass Division supplies the pharma and cosmetics industries, as well as producers of food and beverages.

In our Moulded Glass Division, we produce all kinds of glass containers suitable for pharmaceuticals including borosilicate glass containers of the highest hydrolytic resistance. On this basis, we effectively offer a complete range of pharmaceutical packaging in flint and amber glass. This includes, for example, a wide variety of injection bottles, dropper bottles, and syrup bottles to meet the manifold requirements of the market.

We also cover all the relevant needs of the cosmetics industry for high-quality glass packaging. The program includes flacons and jars for perfumes, deodorants, skincare, wellness, and other products. For special segments of the food and beverage industry, we produce mainly marketing-oriented low-volume containers. This includes also individual miniature bottles for spirits.

In addition to clear and colored glass, the Moulded Glass Division also produces opal glass. We have access to all the relevant shaping and coloring processes, printing and exclusive finishing techniques.

Life Science Research

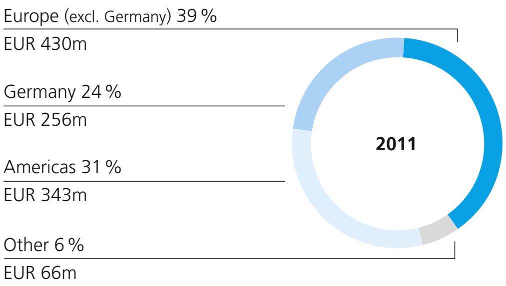
In the Life Science Research Division, we focus on specific glass containers and systems in particular for research and development and analytics. This Division also covers general laboratory ware.

The products are fabricated with tubular glass as well as on the basis of the Paste mould technology. The extensive product portfolio ranges from standard items for wet chemistry, such as volumetric flasks, beakers, conical flasks and vials for laboratory analytics, to more complex products such as distillation and filtration systems, as well as components for precision lasers. In addition, we provide numerous options which allow products to be precisely modified for a specific purpose.

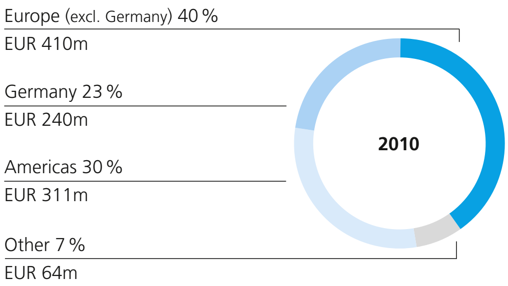
REGIONS

Europe and the Americas continue to be the most important geographical sales regions for Gerresheimer. Revenue with the so-called emerging markets is becoming increasingly important and in the financial year 2011 accounted for 13 % of group revenue. Overall the percentage of revenue generated in the individual regions remained on the prior year level.

REVENUES BY REGION
Consolidated revenues 2011: Approx. EUR 1,095m



REVENUES BY REGION
Consolidated revenues 2010: Approx. EUR 1,025m



The percentage of revenue generated in Europe of 63 % is on the prior year level. Germany contributed a share of revenue of 24 %.

With a share of now 31 % (prior year: 30 %), the Americas remain an important submarket for the Gerresheimer Group. Due to the presence of the globally operating pharmaceutical companies, and due to the demographic potential, the Americas are and will continue to be one of the key regions of our economic activity.

Revenue in the other regions contributed 6 % to the group's total revenue in 2011. About half of this relates to revenue in China, where we have seven production sites.

OVERALL ASSESSMENT OF THE ECONOMIC DEVELOPMENT AND FORECAST ATTAINMENT IN THE FINANCIAL YEAR

The financial year 2011 was very positive for the Gerresheimer Group. Order income and revenue demonstrated a clear upward trend. The cost-cutting measures that were implemented in prior years in response to the worldwide economic and financial crisis meant a good starting position. This has allowed us to achieve outstanding results. Revenue increased by 6.8 % to EUR 1,094.7m, net income after income taxes improved from EUR 46.7m in the prior year to EUR 54.4m.

In the financial year 2011, our revenue from the pharmaceutical industry has once again proven to be stable and largely independent of economic trends. The more cyclical area cosmetics also recorded noticeable increases in sales and results again as a result of the economic recovery.

Business with the pharmaceutical industry, however, continues to be the decisive factor for the Group, where 74 % of our total revenue was generated in the financial year 2011. Characterized by a number of factors such as demographic trends and improved medical care in the emerging markets, the pharma market stands out for being an industry insensitive to crises with sustainable growth. We are very well positioned due to our regional expansion and product diversification.

We publish our expectations for the financial year at the time we present the prior year financial results. Our forecasts for the financial year include statements regarding the development of revenue, the adjusted EBITDA margin and capital expenditure in the financial year to come. Our forecast of the revenue growth for the financial year 2011 published on February 10, 2011 stated growth of 3 % to 4 % (on a like-for-like exchange rate basis). Our expectation with regard to the adjusted EBITDA margin was at around 20 %, and capital expenditure of about EUR 80m was expected.

In connection with the publication of our report for the first quarter 2011 on April 7, 2011, we increased our forecast for revenue growth to 6 % to 7 %. The increase of three percentage points (on a like-for-like exchange rate basis) reflects the revenue contribution of the acquired Brazilian company in March 2011. As a result of the good business development, especially in the segment plastic systems, we further increased our forecast on revenue growth by one percentage point leading to expected cumulated revenue growth of 7 % to 8 % (on a like-for-like exchange rate basis) with the publication of our report for the third quarter on October 6, 2011. While we kept the forecast for the adjusted EBITDA margin constant, we increased our forecast for capital expenditure by EUR 5m to a total of around EUR 85m. The decisive factor for this decision was the outstanding level of incoming orders in the Plastic Systems business.

The revenue generated in the financial year 2011, the EBITDA margin as well as the capital expenditure are within the expectations stated by us. Increased revenue of 7.8 % (on a like-for-like exchange rate basis) is at the top end of the revenue forecasted (7 % to 8 %). The adjusted EBITDA margin of 19.9 % also reached the aspired corridor of around 20 %.

Capital expenditure of EUR 86.2m also reached the estimated value of around EUR 85m.

The operating business development of Gerresheimer AG as an individual company was also positive. In the individual financial statements prepared in accordance with German accounting regulations (HGB), both the result for the financial year and equity declined, as a result of the first-time adoption of the German Accounting Law Modernization Act (BilMoG). Especially the adjustment of the pension provision to the new accounting regulations resulted in a one-off expense. Details can be taken from the chapter Financial Statements of Gerresheimer AG.

BUSINESS ENVIRONMENT

Overall economic conditions

In the course of the year 2011, the world economy considerably lost its drive. The escalation of the debt crisis in the eurozone, the strong increase in the oil price in connection with the political upheaval in the Arab countries as well as the earthquake in Japan, resulted in considerable uncertainties arising, which curbed the economic development. While the importance attached to the latterly mentioned factors decreased during the year, the increasing acuteness of the debt crisis affected the entire year 2011. Moreover, missing impulses resulting from ever more economic stimulus plans expiring, a very lax monetary policy as well as fiscal policy focusing on a reduction on the need for new borrowing slowed down the economic expansion further. As a result, the world economy will only show growth of 3.8 % after a rate of growth in gross domestic product of 5.1 % in the prior year. Looking at the regional developments, the main forces of the world economic development in 2011 were again the emerging countries. Meanwhile, the so-called BRIC countries, Brazil, Russia, India and China, significantly contribute to the global domestic product. According to the International Monetary Fund, their share of the global domestic product in 2011 should be at around 26 % and for the first time exceed the share contributed by the USA of around 19 %.

In the USA, the economy slowed down noticeably in 2011. In spring it seemed the economy would come to a complete standstill. Towards the year end, however, it increased again. Private consumption increased again, employment levels increased and corporate investments rose. Financial analysts estimate that despite these factors, the US economy will record a mere 1.8 % increase in real domestic product in 2011, after growth of 3.0 % recorded in 2010. Thereby, the development would only be half as vigorous as in the prior year.

In the eurozone, the economic development was more restrained. The cumulated gross domestic product should increase only by around 1.6 %, after almost 2.0 % in the prior year. In the individual EU member states, the economic developments differed considerably. While countries such as Greece, Italy, Portugal and, to a somewhat lesser extent, Spain showed the tendency of a recession, the economy in other countries, for example Germany, was relatively robust.

As a result of the strong economic upswing in the years 2010 and 2011, the economic performance in Germany reached the level it had prior to the financial crisis in 2008. Since the middle of the year 2011 however, the European debt crisis has also curbed the economy in Germany. Gross domestic product which grew by 3.7 % in 2010 should, according to forecasts, therefore only increase by 3.0 % in 2011.

The importance of the emerging countries on the world economy remained undisputed in 2011. Especially Brazil, Russia, India and China have an important impact on the world economy just based on their size. According to estimates of the council of economic experts with regard to their appraisal on the economic development as a whole, the economic development of the emerging countries seems to be much less dependent on the economic development of the industrialized countries than in the past. The reason for this is the increasing economic interdependence of the emerging countries. China and India showed the highest growth rates within the Asian economies with 9.2 % and 8.5 % respectively. Thereby China did not quite achieve the double-digit growth rates it did in former times. However, it continued to profit from strong domestic demand as well as from high capital expenditure in connection with expanding infrastructure measures. India's economic development continued to benefit from the demographic development, which is seen as the driving force for domestic demand. In Brazil, the economic development slowed down as a result of the high valuation of the Real. An increase in the gross domestic product of 3 % is expected for 2011. In Russia, high inflation is impacting private consumption while political uncertainties in the run up to the presidency election are curbing investments. According to estimates, Russia will therefore record an increase in gross domestic product of around 4 %, unchanged to the prior year.

The worldwide pharma market proved to be robust in 2011. While industrialized countries showed rather moderate growth rates, the development in the emerging countries was considerably more dynamic. Here, the pharma sector profited from increased public spending on medical care as well as from increased private spending for prevention and health. Governments' efforts on trying to curb health care costs have so far not had a lasting impact on the pharmaceutical industry. In future, producers of generic drugs will therefore become increasingly important. Generally speaking, the pharmaceutical industry is considered to be insensitive to crises, and one that profits from sustainable growth drivers. These include the demographic change accompanied by the increased medical care required by older people, the medical-technical advancement and the increasing number of medicine with patent free active agents and medicine produced on the basis of biotechnology. Even two years after the crisis in 2009, the in part considerably reduced stock levels for pharmaceutical primary packaging were again not increased, mainly in view of the prevailing cost reducing discipline. It is therefore to be assumed that the stock levels in the pharma industry will remain considerably below the high stock levels which until a few years ago were customary.

The market for high quality cosmetic glass packaging recorded a good year. A recognizable trend towards very elaborate and thereby superior designed packaging as well as the good demand for cosmetic products provided for an extremely positive development.

The market for Life Science Research products showed only little drive. After a hesitant start, the market development was robust until mid year and diminished slightly towards the end of the year as a result of the general economic development.

Consolidated Financial Statements of Gerresheimer AG

REVENUE DEVELOPMENT

The Gerresheimer Group revenue increased by 6.8 % or by EUR 69.9m to EUR 1,094.7m in the financial year 2011 compared to the financial year 2010. On a like-for-like exchange rate basis, revenue increased by 7.8 %.

in EUR m	**2011**	2010	Change in %
Revenues			
Tubular Glass	304.1	310.4	-2.0
Plastic Systems	371.4	307.9	20.6
Moulded Glass	342.4	327.3	4.6
Life Science Research	91.8	95.0	-3.3
Sub-total	**1,109.7**	**1,040.6**	**6.6**
Intragroup revenues	-15.0	-15.8	5.1
Total Revenues	**1,094.7**	**1,024.8**	**6.8**

After a decrease in revenues in the RTF®-syringe business due to capacity constraints in the first half of 2011, the revenue development in the Tubular Glass Division has been considerably more positive since the third quarter 2011. Due to increased capacity utilization, revenue of EUR 304.1m could be generated in the financial year 2011 compared to EUR 310.4m in the prior year. On a like-for-like exchange rate basis, cumulated revenue of the financial year was on prior year level.

The Plastic Systems Division increased its revenue by 20.6 % in 2011 compared to the prior year from EUR 307.9m to EUR 371.4 m. Adjusted for exchange rate effects, revenue growth of 20.3 % was achieved. Revenue growth during the entire financial year 2011 was especially achieved with insulin pen systems, inhalers and diagnostics. Plastic packaging as well as the area of engineering and tools also showed considerable growth rates. Vedat, consolidated since March 2011, also contributed to this very positive development.

With revenue of EUR 342.4m in the financial year 2011, the Moulded Glass Division achieved revenue growth of 4.6 % compared to the prior year. On a like-for-like exchange rate basis, revenue increased by 5.5 % in the financial year 2011, equally generated by sales in the pharma and cosmetic business.

Revenue generated by the Life Science Research Division amounted to EUR 91.8m in the financial year. On a like-for-like exchange rate basis, this corresponds to revenue on prior year level.

RESULT FROM OPERATIONS

The result from operations continued to improve in the financial year 2011 compared to the prior year. In the financial year 2011, the Gerresheimer Group generated an adjusted EBITDA (earnings before income taxes, financial result, amortization of fair value adjustments, extraordinary depreciation, depreciation and amortization, restructuring expenses and one-off income and expenses) of EUR 217.3m and was thereby 6.3 % above the prior year value. The adjusted EBITDA margin came to 19.9 % and thereby on prior year level.

in EUR m	**2011**	2010	Change in %
Adjusted EBITDA			
Tubular Glass	62.4	70.3	-11.2
Plastic Systems	87.1	74.1	17.5
Moulded Glass	76.8	67.9	13.1
Life Science Research	10.6	11.7	-9.5
Sub-total	**236.9**	**224.0**	**5.8**
Head office/Consolidation	-19.6	-19.5	-0.5
Total adjusted EBITDA	**217.3**	**204.5**	**6.3**

Adjusted EBITDA of the Tubular Glass Division of EUR 62.4m in the financial year 2011 was below the prior year value of EUR 70.3 m. The adjusted EBITDA margin of 20.5 % was also below the prior year level of 22.6 %. Capacity restrictions in connection with the production of the RTF®-syringes in the first half of the financial year with downstream productivity problems at a time of increasing capacity levels of the machinery were the main reasons for this development.

The adjusted EBITDA of the Plastic Systems Division increased considerably in the financial year 2011 by 17.5 % to EUR 87.1m compared to the prior year. The adjusted EBITDA margin came to 23.4 % after 24.1 % in the prior year. The primary reason for the marginally lower margin in the financial year was a higher proportion of revenue generated with the engineering and tools business, which generally generate lower margins. The proportion of revenue generated with the engineering and tools business is dependent on the progress of individual projects and is therefore typically subject to fluctuations. High revenue in these areas is considered as positive within the industry as they are an indication of new business in the future.

In the financial year 2011, the Moulded Glass Division exceeded the adjusted EBITDA generated in the prior year by 13.1 % and thereby increased to EUR 76.8 m. The good capacity utilization in the production facilities as well as high productivity led to additional contribution margins. The adjusted EBITDA margin increased from 20.7 % in the prior year to an excellent 22.4 % in the reporting period.

Adjusted EBITDA of the Life Science Research Division amounted to EUR 10.6m in the financial year 2011. The adjusted EBITDA margin came to 11.5 % in the financial year 2011 after 12.3 % in the financial year 2010. Due to a decline in demand in the fourth quarter, the aspired margin level could not be reached.

The costs of central functions / consolidation of EUR 19.6m have remained on prior year level.

The following table shows the reconciliation of adjusted EBITDA to the consolidated result for the period.

in EUR m	2011	2010	Change
Adjusted EBITDA	**217.3**	**204.5**	**12.8**
Restructuring expenses	0.1	3.7	-3.6
One-off income/expense [1]	6.9	0.0	6.9
EBITDA	**210.3**	**200.8**	**9.5**
Amortization of fair value adjustments [2]	20.6	24.8	-4.2
Depreciation and amortization	80.4	81.0	-0.6
Result from operations	**109.3**	**95.0**	**14.3**
Financial result [3]	-36.8	-34.3	-2.5
Income taxes	-18.1	-14.0	-4.1
Net income	**54.4**	**46.7**	**7.7**
Attributable to non-controlling interests	3.9	3.5	0.4
Attributable to equity holders of the parent	**50.5**	**43.2**	**7.3**

[1] The item comprises one-off items which cannot be taken as an indicator of ongoing business operations. These include, for example, various expenses for reorganization and structure changes which are not reportable as “restructuring expenses” according to IFRS.

[2] Amortization of fair value adjustments relates to the assets identified at fair value in connection with the acquisitions of Gerresheimer Vaerloese in December 2005, Gerresheimer Regensburg in January 2007, the pharma glass business of Comar Inc. in March 2007, USA, the new formation of the Kimble Chase joint venture in July 2007 as well as the acquisitions of Gerresheimer Zaragozza and Gerresheimer Sao Paulo in January 2008 and the acquisition of Vedat in March 2011.

[3] The financial result comprises interest income and expenses in relation to the net financial debt of the Gerresheimer Group. In addition, interest expenses for pension provisions less expected income from fund assets and currency effects from financing activities as well as valuation effects from related derivative financial instruments are included.

Starting from adjusted EBITDA, the restructuring expenses and one-off income/expenses reconcile to EBITDA. The balance of one-off income and expense in the financial year 2011 primarily includes balances in connection with the acquisition of Vedat as well as expenses incurred in connection with previous acquisitions. The amortization of fair value adjustments of EUR 20.6m are below the prior year level of EUR 24.8m despite the inclusion of the fair value amortization in connection with the purchase price allocation of Vedat because less amortization on the capitalized customer base is necessary as a result of the underlying useful lives. Depreciation and amortization is on prior year level. All in all, the result from operations of EUR 109.3m is thus considerably above the prior year value of EUR 95.0m.

The financial result (expense) has increased compared to the prior year due to one-off expenses of EUR 7.9m resulting from the refinancing. Income taxes amounted to EUR 18.1m after EUR 14.0m in the prior year. Compared to the prior year, the Gerresheimer Group recorded an increase in net income of EUR 7.7m to EUR 54.4m despite the special effects outlined (prior year: EUR 46.7m).

Adjusted Net Income (defined as consolidated profit including non-controlling interests, before non-cash amortization of fair value adjustments, special effects from restructuring expenses and the balance of one-off income and expense as well as the related tax effect) amounted to EUR 80.6m in the financial year 2011 after EUR 65.8m in the prior year. The adjusted earnings per share stood at EUR 2.44 after EUR 1.95 in the prior year (after non-controlling interests respectively).

DIVIDEND PROPOSAL TO THE ANNUAL GENERAL MEETING

At the Annual General Meeting on April 26, 2012, the Management Board and Supervisory Board of Gerresheimer AG will propose that a dividend of EUR 0.60 per share be paid for the financial year 2011. Last year the dividend was EUR 0.50 per share. Therefore, the Gerresheimer shareholders benefit from the success of the Gerresheimer Group.

This represents a total dividend distribution of EUR 18.8m. Furthermore, a proposal will be made to carry forward the Company's remaining retained earnings of EUR 16.0m to new account.

NET ASSETS

The Gerresheimer Group's net assets developed as follows in the financial year 2011:

	Nov. 30, 2011		Nov. 30, 2010	
Assets	**in EUR m**	**in %**	in EUR m	in %
Non-current assets	1,036.6	68.4	993.3	73.2
Current assets	478.5	31.6	364.5	26.8
Total assets	**1,515.1**	**100.0**	**1,357.8**	**100.0**
Equity and Liabilities				
Equity and non-controlling interests	552.2	36.4	529.4	39.0
Non-current liabilities	629.8	41.6	491.7	36.2
Current liabilities	333.1	22.0	336.7	24.8
Total equity and liabilities	**1,515.1**	**100.0**	**1,357.8**	**100.0**

Compared to the prior year, the balance sheet total of the Gerresheimer Group has increased by EUR 157.3m to EUR 1,515.1m. This increase is primarily attributable to the acquisition of Vedat and to an increase in cash.

Non-current assets have increased by EUR 43.3m to EUR 1,036.6m, which is primarily attributable to the capitalized goodwill and the recognition of intangible assets in connection with the initial consolidation of Vedat. At November 30, 2011, non-current assets are therefore 68.4 % of the balance sheet total. Non-current assets are at 114 % covered by equity and non-current liabilities.

The increase in current assets from EUR 364.5m to EUR 478.5m especially reflects the increase in inventory and trade receivables as a result of the acquisition of Vedat and the expansion of business activities. In addition, cash has also increased considerably as a result of the refinancing.

Consolidated equity of the Gerresheimer Group including the non-controlling interests of EUR 552.2m is EUR 22.8m higher than in the prior year. The equity ratio declined from 39.0 % in the prior year to 36.4 % in the financial year as a result of the increase in the balance sheet total.

Non-current liabilities of EUR 629.8m at the end of November 2011 have considerably increased compared to EUR 491.7m at the end of November 2010. With the new bond and the new credit facilities resulting from the refinancing, debt is available to the Gerresheimer Group with longer terms to maturity than as at November 2010. Non-current liabilities are now 41.6 % of the balance sheet total (prior year: 36.2 %).

Net financial debt developed as follows:

in EUR m	**Nov. 30, 2011**	Nov. 30, 2010
Financial debt		
Senior facilities		
Term Loan[1]	154.7	0.0
Revolving Credit Facility[1]	0.0	0.0
Term Loan[1] – former credit agreement	0.0	183.9
Revolving Credit Facility[1] – former credit agreement	0.0	10.0
Total senior facilities	**154.7**	**193.9**
Senior Notes – former High Yield Bond	0.0	126.0
Senior Notes – Euro Bond	300.0	0.0
Local borrowings[1]	31.7	39.2
Finance lease liabilities	9.6	12.4
Total financial debt	**496.0**	**371.5**
Cash and cash equivalents	131.4	60.5
Net financial debt	**364.6**	**311.0**
Adjusted EBITDA	**217.3**	**204.5**
Adjusted EBITDA leverage	**1.7**	**1.5**

[1] For the translation of US dollar loans to EUR, the following exchange rates were used: As at November 30, 2010: EUR 1.00/USD 1.2998; as at November 30, 2011: EUR 1.00/USD 1.3418.

Net financial debt has increased to EUR 364.6m as at November 30, 2011. This is primarily attributable to the already described acquisition of Vedat, the dividend payment to our shareholders as well as the one-off payments in connection with the refinancing.

The adjusted EBITDA leverage calculated as the ratio between the interest bearing financial net debt in relation to adjusted EBITDA came to 1.7 as at the balance sheet date compared to 1.5 in the prior year.

The senior facilities reported in 2010 comprised a redeemable loan of originally EUR 275.0m as well as a revolving loan of EUR 175.0m. These senior facilities have been repaid in the meantime in the context of the refinancing.

The management board of Gerresheimer AG decided to commence the refinancing of the syndicated loan and the high-yield bond ahead of schedule as a result of the positive market environment and the rating agencies' improved appraisal on Gerresheimer's credit ranking. On March 9, 2011, a new senior facility agreement with a five-year maturity was signed. It comprises a term loan of originally EUR 150m (fully drawn in USD) and a revolving credit facility of EUR 250m. The credit facilities of EUR 450m in place up to this point in time, which largely matured in 2013 were thereby repaid prior to maturity on March 14, 2011.

In addition, on March 9, 2011, a new senior facility agreement of EUR 200m with one-year maturity plus six months extension option was signed. In April 2011, this served primarily for the repayment of the high-yield bond of EUR 126m due to mature in 2015. On May 19, 2011, a new bond of EUR 300m with an issue price of 99.40 %, an interest rate of 5.00 % and a term to maturity in 2018 was issued. The liquidity generated by this bond was used for the repayment of the EUR 200m senior facility agreement as well as for the repayment of other financial liabilities.

CASH FLOW STATEMENT

in EUR m	**2011**	2010
Cash flow from operating activities	129.8	159.8
Cash flow from investing activities	-159.0	-69.5
Cash flow from financing activities	101.5	-90.5
Changes in cash and cash equivalents	72.3	-0.2
Effect of exchange rate changes on cash and cash equivalents	-1.4	4.6
Cash and cash equivalents at the beginning of the period	60.5	56.1
Cash and cash equivalents at the end of the period	131.4	60.5

The cash flow from operating activities in the financial year amounted to EUR 129.8m and was thus EUR 30.0m below the prior year value of EUR 159.8m. The cash flow from operating activities includes one-off payments of EUR 4.2m in connection with the refinancing. Furthermore, higher trade receivables and increased inventory levels were recorded.

The net cash outflow from investing activities of EUR 159.0m was much higher than the prior year value of EUR 69.5m. Apart from investments in tangible and intangible assets, the investments of the financial year 2011 particularly include the acquisition of Vedat in March 2011. Further information on the investments made in the financial year 2011 can be taken from the chapter on investments.

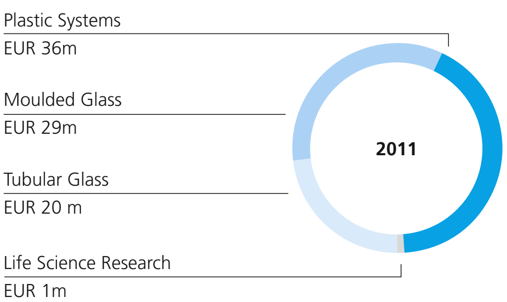
The net cash inflow from financing activities amounted to EUR 101.5m (prior year: cash outflow EUR 90.5m) and particularly reflects the refinancing. One-off payments in connection with the refinancing of EUR 9.6m are included in the cash flow from financing activities.

As at November 30, 2011, the Gerresheimer Group had cash and cash equivalents of EUR 131.4m (prior year: EUR 60.5 m). In addition, a revolving credit facility of EUR 250m was available to Gerresheimer which had not been drawn at November 30, 2011 and is available to finance investments, acquisitions and for other operating purposes.

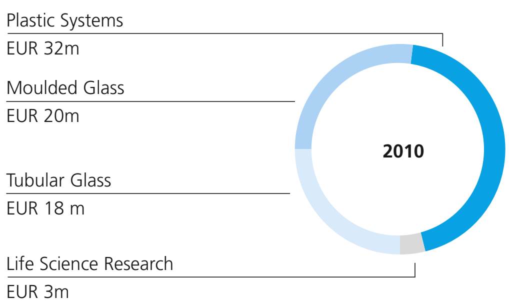
CAPITAL EXPENDITURE

In the financial year 2011, the Gerresheimer Group invested EUR 86.2m (prior year: EUR 73.2m) in tangible and intangible assets. As in prior years, the main focus of these investments was on growth projects and capacity increases, especially in the Plastic Systems Division. Investments for quality assurance and quality improvements were also made as planned. The reinvestment ratio (capital expenditure in relation to ordinary depreciation) was at around 107 %.

CAPITAL EXPENDITURE BY SEGMENT
Capital expenditure (incl. Intangible assets) in the current financial year for the Group: 2011 EUR 86.2m.



CAPITAL EXPENDITURE BY SEGMENT
Capital expenditure (incl. Intangible assets) in the current financial year for the Group: 2010 EUR 73.2m.



Overall, the Tubular Glass Division invested EUR 20.3m in the financial year 2011 (prior year: EUR 18.3m). Included herein are the funds invested in connection with a routine general furnace overhaul in the financial year 2011.

The Plastic Systems Division invested EUR 35.7m (prior year: EUR 32.2m). Increasing production capacities in the Czech Republic was the main focus in the financial year 2011.

The Moulded Glass Division accounted for EUR 29.0m (prior year: EUR 19.8m). Included herein in the financial year 2011 are the investments for the routine general furnace overhaul and expenditure in connection with molds, tools and modernization.

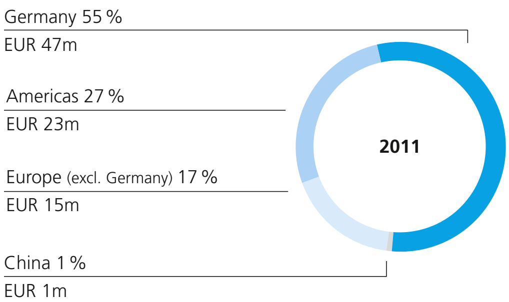
Investments made by the Life Science Research Division amounted to EUR 1.0m (prior year: EUR 2.5m).

Investments made by the head office amounted to EUR 0.2m (prior year: EUR 0.4m).

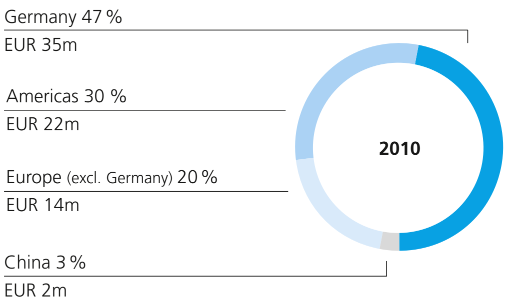
In addition, Gerresheimer purchased the Brazilian Company Vedat in March 2011 at an acquisition cost of EUR 78.2m plus cash of EUR 3.3m which remained in the company. Vedat operates in the field of pharmaceutical plastic packaging and is therefore an outstanding addition to the portfolio existing within Gerresheimer. Together with Vedat, Gerresheimer is becoming a full range supplier of pharmaceutical plastic packaging in South America.

The Americas accounted for 27 % or EUR 23.0m of capital expenditure on tangible assets (prior year: 30 %), China for 1 % or EUR 0.6m (prior year: 3 %) and other European countries for 17 % or EUR 15.1m (prior year: 20 %). The majority of capital expenditure was made in Germany, where 55 % or EUR 47.5m was invested (prior year: 47 %).

CAPITAL EXPENDITURE
Capital expenditure (incl. Intangible assets) 2011
for the Group: EUR 86.2m



CAPITAL EXPENDITURE
Capital expenditure (incl. Intangible assets) 2010
for the Group: EUR 73.2m



Financial Statements of Gerresheimer AG

In addition to the report on the Gerresheimer Group, the development of Gerresheimer AG will be commented. The financial statements of Gerresheimer AG have been prepared in compliance with the HGB ("Handelsgesetzbuch": German Commercial Code) and AktG ("Aktiengesetz": German Stock Corporation Act). Due to the application of BilMoG ("Bilanzrechtsmodernisierungsgesetz": German Accounting Law Modernization Act) for the first time, individual positions in the income statement and balance sheet are no longer comparable with the prior year.

DEVELOPMENT OF GERRESHEIMER AG'S RESULTS OF OPERATIONS

in EUR m	**Dec. 1, 2010 – Nov. 30, 2011**	Dec. 1, 2009 – Nov. 30, 2010
Other operating income	10.9	10.6
Personnel expenses	-12.6	-12.9
Amortization and depreciation on intangible assets and property, plant and equipment	-0.3	-0.3
Other operating expenses	-16.8	-15.5
Result from investments	-11.3	16.9
Financial result	34.3	34.2
Result from ordinary operations	**4.2**	**33.0**
Income tax	0.5	-10.2
Net income	**4.7**	**22.8**

The result from ordinary activities came to EUR 4.2m in the financial year 2011 after EUR 33.0m in the prior year. This is primarily attributable to the adjustments made in connection with the accounting and valuation requirements of BilMoG, which impacted the result from investments negatively by EUR 24.0m. Especially the one-off effect on the result arising from the change in the valuation of the pension provisions according to BilMoG should be mentioned, which is fully included in the financial year 2011. In addition, one-off effects in connection with the refinancing of around EUR 0.8m are included in the result from ordinary operations.

Other operating income of EUR 10.9m is on prior year level of EUR 10.6m. It largely comprises income arising from the passing on of costs to subsidiaries in connection with contracted services.

Personnel expenses decreased slightly by EUR 0.3m to EUR 12.6m compared to the prior year.

Other operating expenses have increased by EUR 1.3m to EUR 16.8m and primarily include recurring expenses in connection with the day-to-day operating activities of Gerresheimer AG, such as costs for IT systems, insurances, rents and leases or for the organization of trade fairs. The expenses are passed on within the Group, insofar as these are commercially caused by the subsidiaries.

The financial result of EUR 34.3m is on prior year level. Due to the change in financing structure however, the composition of the balance is only in part comparable to the prior year. Interest expense has increased by EUR 10.6m compared to the prior year mainly due to the issue of the bond. Due to the transfer of the funds generated to subsidiaries, interest income has increased to the same degree.

Income taxes include a deferred tax income of EUR 8.4m resulting from the first time application of BilMoG, which arose mainly from the change in the valuation of the pension obligation according to BilMoG.

DEVELOPMENT OF THE NET ASSETS AND FINANCIAL SITUATION OF GERRESHEIMER AG

	Nov. 30, 2011	Nov. 30, 2010
Assets	**in EUR m**	in EUR m
Non-current assets		
Intangible assets	0.8	0.9
Property, plant and equipment	0.2	0.3
Financial assets	809.5	513.4
	810.5	**514.6**
Current assets		
Trade receivables and other assets	121.3	149.3
Cash and cash equivalents	0.0	0.0
	121.3	**149.3**
Prepaid expenses	**2.5**	**0.8**
Total assets	**934.3**	**664.7**
Equity and Liabilities		
Equity		
Subscribed capital	31.4	31.4
Capital reserve	525.7	525.7
Retained earnings	34.8	60.7
	591.9	**617.8**
Provisions		
Tax provisions	7.8	6.8
Other provisions	7.0	5.7
	14.8	**12.5**
Liabilities	**321.0**	**34.4**
Deferred tax liabilities	**6.6**	**0.0**
Total liabilities	**934.3**	**664.7**

Non-current assets primarily include shares in affiliated companies of EUR 117.1m as well as loans to affiliated companies of EUR 692.4m. The increase in loans to affiliated companies of EUR 296.1m compared to last year, is a result of the refinancing of the Gerresheimer Group. In connection hereto, Gerresheimer AG issued a bond with a nominal value of EUR 300m and passed on the funds generated to Gerresheimer Glas GmbH by way of a long-term interest-bearing loan.

Current assets primarily include trade receivables due from affiliated companies of EUR 120.3m as well as interest-bearing short-term loans (prior year: EUR 147.9m). The decrease of EUR 28.0m compared to last year is primarily attributable to the repayment of a loan by Gerresheimer Glas GmbH that had become due.

Equity has decreased from EUR 617.8m to EUR 591.9m. This decrease is also mainly attributable to applying the accounting and valuation principles of BilMoG. As a result, EUR 14.9m deferred tax liabilities were directly recorded against equity, thus not affecting the income statement. Furthermore, a dividend of EUR 15.7m was paid from retained earnings in the financial year 2011. Taking the net result of EUR 4.7m into consideration, equity amounts to EUR 591.9m. The equity ratio decreased from 92.9 % at November 30, 2010 to 63.3 % at November 30, 2011 as a result of the change in the accounting principles to BilMoG as well as from issuing the bond.

In the financial year, the liabilities increased by EUR 34.4m to EUR 321.0m. Besides liabilities to affiliated companies, they primarily comprise the bond issued in connection with the refinancing including accrued interest of EUR 308.0m.

Due to the change to BilMoG in the financial year, a deferred tax liability of EUR 6.6m, which primarily results from the differing valuation of intangible assets by the subsidiaries, was recorded for the first time.

Gerresheimer AG is included in a cash pool with other German subsidiaries, which is operated by Gerresheimer Glas GmbH. Gerresheimer AG itself has no cash balances.

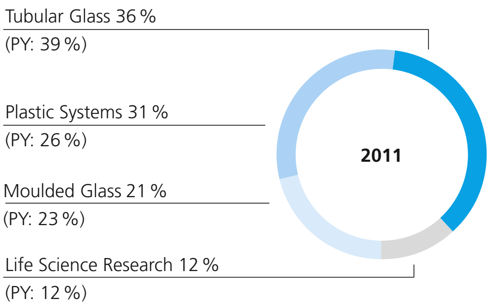
For the financial year just passed, the Management Board and Supervisory Board have agreed to propose a dividend of EUR 0.60 per share at the Annual General Meeting.

Non-Financial Success Factors of the Gerresheimer Group and Gerresheimer AG

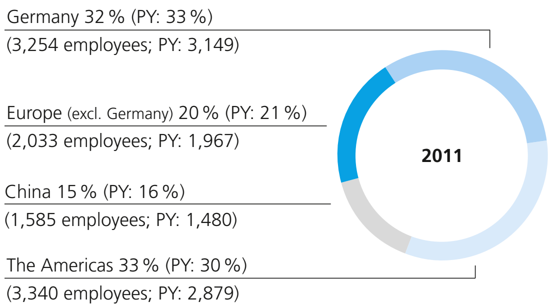
EMPLOYEES

Gerresheimer is currently on a sustainable course for growth. This is also reflected in the number of our employees, which has meanwhile increased to 10,212 worldwide. Compared to last year, this means an increase of 737 employees. In view of this, a considerable focus of our personnel work is to offer existing and newly employed employees targeted development and to retain them in the long term so that conditions are established for the further development of our company.

EMPLOYEES BY DIVISION



EMPLOYEES BY REGION



At the end of the reporting period 3,682 people were employed in the Tubular Glass Division. At the end of the prior year reporting period the number of employees was 3,634.

In the Plastic Systems Division, the number of employees increased from 2,440 last year to 3,083 at the end of the reporting period. This is primarily attributable to the acquisition of the Brazilian producer of pharmaceutical plastic packaging Vedat.

The Moulded Glass Division employed 2,136 people at the financial year end compared to 2,180 employees at the end of the prior financial year.

In the Life Science Research Division, the number of employees increased from 1,132 last year to 1,215 employees at November 30, 2011.

At November 30, 2011, the head office had 96 employees (prior year: 89 employees).

Compared to the prior year, the regional employment structure has hardly changed. The proportion of the employees at the production sites in the USA, Mexico, Brazil and Argentina increased from 30 % in the prior year to 33 % at the end of the reporting period. The proportion of employees in Germany on the other hand dropped marginally from 33 % in the prior year to 32 % in the reporting period. In the remaining European area (Belgium, Czech Republic, Denmark, France, Italy, Poland, Spain and Switzerland) the proportion of employees decreased slightly from 21 % to 20 %. The proportion of employees in China of 15 % remained on the prior year level of 16 %.

Our success is not only based on our business model, but lies first and foremost in the hands of our employees, who identify themselves with the Company and show a high level of motivation and a high degree of independence. They shape our culture and thereby contribute to our success in the long term. This is also defined in our Company vision with the following sentence: "Our success is driven by the passion of our people".

The Company would like to express its thanks to all its employees who have shown dedication, tireless effort and total commitment to the continuing development of both the products and processes of the group.

To continue on course for success, it is therefore of great importance, to retain and to strengthen our culture and values within the entire group which is getting larger. All employees, not only management, thereby have an important role. In 2011, we started to define our Company vision, the mission statement and our values within the organization. During a number of various events, all employees worldwide worked together to find out, how we can integrate the Company values into our day-to-day work and how we must behave in accordance with our mission, so that in the end we can achieve our vision – our great company goal. It was extremely important to us to involve all management levels and employees within production, sales and administrative areas with this initiative and to find out about moods and opinions and to take these seriously.

Internationality, openness and diversity shape the company culture of Gerresheimer. Diversity is thereby not only an enrichment to the company culture, but also a clear success factor within international competition. We encourage different thinking and acting. We accept differing local cultures in our decentralized organization. We put great effort into developing a respectful and appreciative working environment.

We put great value on the training of our employees including our junior staff and prospective managers; be it in connection with the traditional vocational training, dual university degrees or our personnel development programs over all divisions. This is the only way to advance our employees in the long term, to make our values and culture accessible to our employees and to prepare them for future duties and responsibilities within the Gerresheimer Group. These platforms also offer a good opportunity to think outside of one's own division, to develop mutual understanding, to identify synergies and at the same time to critically question one's own actions. We are therefore well positioned for the challenges and prospects awaiting us in the future. Throughout all hierarchy levels the goal of continuous learning is embedded in our fundamental principles.

The Company's own apprenticeship program has been operating successfully in Germany for quite a period of time now with an apprenticeship rate of 5.3 %. In the financial year, 171 people had been trained at the balance sheet date. Typical apprenticeships were thereby process mechanics, industrial mechanics, mechatronical engineers, industrial managers and toolmakers. Generally, dual training and cooperation with universities was expanded. Consequently, dual degree programs were offered in Pfreimd, Lohr, Tettau and Essen. The program was expanded by offering a new subject on plastic technology.

Gerresheimer has worldwide uniform principles with regard to safety and health at the workplace. At every location, employees and teams specialized on safety work together to develop and implement measures that maintain and promote the health of our employees. In 2011 manifold undertakings have contributed to the promotion of our employees' health and safety. For example, a number of initiatives within production including health days, were started. Over all our production sites, our accident rate is below the average for the industry. We are aware that we need to stay abreast of the demographic changes within society and we are prepared to achieve this through targeted investments in our health and safety at the workplace.

RESEARCH & DEVELOPMENT

We want to become the leading global partner for enabling solutions that enable health and well-being. That is our corporate vision statement. We therefore demand from ourselves, to continually improve our products and production processes. Innovations, research and development thereby play an important role. We work very closely with our customers, but also with partners from science and other institutions. Naturally, the development of pharmaceutical primary packaging and devices for delivering medication places high qualitative requirements. Joint developments with customers in the field of drug delivery systems are an important area of focus here. One of our key objectives is to increase the efficacy of the medications through targeted and complete delivery as far as possible. Convenience and application security in the practical application play an important role. In close, project-oriented collaboration with our customers, we not only develop customer-specific systems, but also the production facilities and machines required for their production. Equal importance is attached here to the design details for each system and to the careful matching of the primary materials used in production to the pharmaceutical substances used in each case. In parallel, production technologies and processes are of key importance. The manufacture and quality of products which come into direct contact with medicines in particular are furthermore subject to very strict requirements by the national and international registration authorities and are of particular relevance for the pharma industry. Through our modern technology and our high level of innovative resourcefulness, we have established a top-ranking position, which we intend to hold and to strengthen. Our close collaboration with the pharma industry, with science and with other partners, thereby constitutes the foundation of our innovations, which guarantee our success.

Quality improvement

The development of new products and solutions is only one facet of our efforts for continuous improvement. The continuous improvement of quality is likewise of high importance. It is our declared objective to continue further our high quality standards. In 2011, the quality initiative was started to bring about even higher quality standards in all production facilities worldwide. The team has developed and implemented demanding and mandatory quality rules, which apply for all business areas at all locations. Because for us it is clear: With regard to the application of medicine to the human body and therefore the health of all of us, the demand on quality cannot be great enough. Further important developments with regard to our quality improvements is the increased usage of clean room technology in a number of production facilities, so that a great part, if not the entire production, is carried out under monitored conditions. In addition, the continuous and complete quality control of our products is of utmost importance. For this purpose, we constantly enhance the inspection systems with which the products are checked and are only released for shipment if they fulfill all quality requirements. Modern, high-resolution camera systems are used for this purpose. Furthermore, elaborate cleaning processes such as washing and sterilizing are carried out for some product groups.

Technology center for syringe systems

The development and production center in the field of drug delivery systems for injection material is situated in our production facility in Buende (Germany). The key focus here is on sterile all-glass syringe systems under our RTF® trademark, which we supply to the pharma industry sterilized and completely "ready to fill". The continuous development of the quality of these ready-to-fill syringes is an on-going task. Our product development also covers practice-oriented accessories, which above all serve the purpose of increased application safety for injections. In addition, together with a partner we make ready to fill plastic syringes available for certain applications.

Technical Competence Center for plastic products

In the Plastic Systems Division, we operate two Technical Competence Centers (TCC) in Wackersdorf (Germany) and Peachtree City (USA) especially for plastic products. Highly qualified employees work here in the area of development and design. With regard to our product development in the TCC, we concentrate on the practical use of systems and components intended for pharmaceutical and diagnostic purposes and the field of medical technology, from the very start. Currently, the TCC in Wackersdorf is being expanded by a center for engineering and sales center, to improve the one source provision of the customer specific development of new products, production processes and industrialization.

Medical Innovation Group

In the financial year, a specialist team called "Medical Innovation Group" was founded in our Plastic Systems Division. The intention is to widen our range of solution and development competence. The team covers all services for the professional implementation of product ideas: From market analysis and analysis of user needs, product design and development to patent management. We thereby respond to our customers' specific requirements to cooperate with external partners from an early stage of their product development projects. The close collaboration with the Technical Competence Center in Wackersdorf and Peachtree City is an important success factor for this.

MultiShell vials

An example of our innovative strength is the MultiShell vial developed by us. This new product series was developed by our plastic specialists, whereby our glass specialists contributed their extensive knowledge on injection vials traditionally made of glass. The new vials, which are currently being tested by pharmacists, were specifically designed for sensitive parental drug formulations. The new plastic vials consist of a unique multishell structure with a significantly improved gas barrier in combination with a high break resistance and superior transparency.

Improvement of glass quality

Glass has ever since been the preferred packaging material for parenterals, that is for medication which is given by way of a syringe or by way of infusion. Glass is particularly inert and non-porous, possesses a high thermal and chemical stability. Under rare circumstances, certain medication and formulas can be reactive with the glass surface, which is then prone to surface degradation. Especially large protein molecules in low concentration can react in a highly sensitive manner with the basic material used. This chemical process is called delamination. We are therefore carrying out a comprehensive study together with the Alfred University (USA) and other partners with the aim of defining the influencing factors of glass delamination more accurately. We thereby want to further improve our production processes, to ensure the highest glass quality for the packaging of parenterals.

Investment in research and development

We continuously work at the optimization of our product portfolio and our production processes. Costs incurred in connection hereto are largely included in cost of sales. Research and development activities are closely aligned to the needs of our customers and are therefore often carried out in close collaboration with them. In some cases, employees of pharmaceutical companies work in our Competence Centers. The costs relating to customer specific research and development are borne by our customers. In addition, EUR 3.9m (prior year: EUR 3.5m) research and development costs were incurred in the financial year. Further EUR 1.5m development costs were capitalized in 2011.

BUSINESS EXCELLENCE

Gerresheimer is a worldwide leading partner for providing solutions that improve health and well-being. To meet our customers' requirements with regard to the highest quality for our products and services, we started consolidating existing initiatives of continuous improvement in 2004 and introduced the Gerresheimer Management System (GMS). The aim of this initiative is to continuously improve the performance for our customers with regard to quality, service and costs, to improve the efficiency of our operational structures and processes and to enable continuous improvement of all business areas in terms of lean management and kaizen.

To achieve these aims, GMS has determined Group-wide standards and defined methods and tools, in order to implement continuing process improvement sustainably in all elements of the value chain. The GMS enables a transfer of knowledge within the entire Gerresheimer Group, by exchanging best practice methods and an overall collaboration between employees, departments and plants. The application of the methods and tools made available by GMS is effected by our employees, who learn how to apply the principles of GMS by way of systematic trainings. This way they can ensure a group wide uniform high quality of our products, efficiency gains as well as a timely and complete service delivery to our customers.

Compliance of the standards as defined by the GMS is regularly measured by so-called Operational Excellence (OPEX) key performance indicators and is regularly checked and evaluated in all plants by way of a standardized evaluation system. For this purpose 78 employees have already been trained as auditors, who have contributed to the implementation of this system. As a result of the audits, recommendations and action plans specific to each location are developed to ensure goal-oriented and continuous improvement.

The annual international GMS conference, where experts of the entire Gerresheimer Group meet and exchange information and knowledge, is a further important element to continually promote improvements and to make our employees' ideas and successes visible. With the goal to promote excellent projects and innovations in the area of Business Excellence, GMS awards were introduced for the first time in 2011. The following categories were set up: Employee systems, quality systems, material systems, methods and tools as well as an award for the plant with the most sustainable and outstanding GMS improvement. Trainings, expert platforms, best practice portals, a guideline on the successful implementation of GMS and regular newsletters complement and complete the system.

In order for us to achieve continuous improvement in all areas of our Company in future, the GMS underwent a complete review and revision in the financial year 2011 to account for the newest developments in the area of Business Excellence and to incorporate these in improved methods and tools.

SUSTAINABILITY AND CORPORATE RESPONSIBILITY

For us, sustainability and corporate responsibility are two inseparable, fundamental principles, according to which we work and operate at all of our 45 locations worldwide. Both principles are firmly incorporated in the guideline of our actions. Especially our corporate vision, with which we describe our picture of our company in the future, and our mission statement, where we have outlined the means of us getting there, are part of this guideline. Far more important, however, is the fact that we have firmly incorporated these principles of corporate responsibility and sustainability in our corporate culture. We have agreed to adhere to these principles on a Group level, so that they accompany us in our daily actions.

The meaning of taking responsibility for a flawless product becomes apparent when looking at our products made of glass and plastic for the packaging and delivery of medication. Starting with a carefully planned purchasing concept as well as an efficient production process with careful use of resources, our employees ensure a high quality product that fulfills all the user's requirements with regard to safety, dosage and easy application. We therefore make a meaningful and important contribution to health and well being. Our corporate responsibility, however, extends beyond the range of products. In an age of increasing global interdependence and networking as well as increasing social and ecological challenges, we are aware of our corporate responsibility and our obligation to operate sustainably. We want to take on a pro-active approach, to meet these challenges comprehensively and sustainably and want to be measured against our principles. With regard to our corporate actions we feel responsible towards society, our employees, investors, customers and suppliers as well as the environment.

For us corporate responsibility and sustainable management encompass ecological as well as social and economic aspects. Adhering to legal rules and regulations is naturally a matter of course. In addition, we set standards and continually improve ourselves. An example of how we perceive our corporate responsibility is our engagement in the Carbon Disclosure Project as well as our numerous projects in connection with environmentally-friendly production processes and responsible handling of resources (also see the chapter Environment). We thereby involve our suppliers and partners. Since January 2010, our Group-wide uniform principles on corporate responsibility as agreed to by the Management Board are effective and are published on the internet (www.gerresheimer.com/company/corporate-responsibility). The same also applies with regard to our principles on responsible supply chain management. Both are an integral part of the Gerresheimer Management System.

ENVIRONMENT

Using natural resources responsibly, protecting the environment and avoiding waste are core elements of our corporate responsibility. Our focus on sustainable management includes economic and social as well as ecological aspects.

Our measures to protect the environment often extend considerably beyond the individual countries' legal requirements. Environmentally-friendly production methods, the reduction of waste and emissions as well as dealing sustainably with natural resources is subject of our GMS which is implemented worldwide and can also be found in our principles of corporate responsibility as well as in the guideline for responsible supply chain management. The centerpiece of GMS is learning from one another. Outstanding examples are used as benchmark and as an orientation, for example for sustainable and environmentally friendly production. This way, there are new initiatives every year, with which we can continually improve our actions with regard to protecting the environment and resources. Not only ecological improvements result from these initiatives but also economic advantages.

Besides the internal standardization GMS, external certification of standards common to the industry or required by our customers are important factors in all our production sites, in order to document the high quality of our processes and products. Ten plants from different Divisions have already been certified in accordance with ISO 14001, a certification of modern environmental management. For the first time, in 2011 one plant was certified in accordance with ISO 16001 and thereby proves the implementation of a modern energy management system. Further plants will follow.

In our seven moulded glass plants worldwide, glass is melted and in a continuous process small containers for the pharmaceutical and cosmetic industry are molded. Naturally, a high amount of energy is necessary for this process as well as large amounts of raw materials such as sand, sodium and calcium carbonate. In order to reduce the amount of energy needed and to reduce emissions, the most modern technology is installed at the time of every furnace overhaul. Therefore, in connection with the large furnace rebuilds in the American Millville in 2010 and the German Tettau in 2011, a particular focus was on protecting resources and reducing emissions. As a result, significant reductions in the emission of CO_2 and nitrogen oxide were achieved and less energy is needed for the glass melting. In addition, a further reduction in nitrogen oxides could be achieved by using a different raw materials mix.

A further measure to reduce energy in connection with the glass melting is to use classified broken glass instead of raw materials. In 2011, we created a new glass category for cosmetic glass where by up to 40 % of cullet is used, which meets the high optical quality requirements of the cosmetic industry. A new standard in the industry was thus set. Several cosmetic customers use this glass with a high proportion of recycled material for cream pots and cosmetic bottles.

A further approach is to use industrial waste heat. In the Moulded Glass plant in Essen, electricity is generated by way of industrialized waste heat. In plants of the Plastic Systems Division in the Czech Horsovsky Tyn and the German Pfreimd as well as in several Moulded Glass plants, heat recovery units are used. In connection with the building of new clean rooms in production buildings in the two plants Horsovsky Tyn and Pfreimd, new compact ventilation systems with the so-called fan-filter-unit technology are being installed for the first time instead of the old, large ventilation systems with inflexible ventilation channels and high energy consumption. In combination with heat recovery units on the compressed air generators and highly efficient cooling for the process water by way of passive cooling, a completely new energy concept with a model function is being created in these production buildings.

An improvement project at our location in Pfreimd resulted in a further contribution to reducing energy, whereby electric voltage is reduced, which leads to a reduction in energy used and the emission of heat being minimized and the useful life of the equipment being extended.

When producing plastic parts with the so-called injection molding technique, energy is also saved in our plants due to the fact that hydraulic machines are replaced by electric ones and new, more efficient cooling processes are used.

Besides optimizing the deployment of raw materials in production, logistics and packaging of our products and supply parts play an important role. With regard to pharmaceutical plastic containers, large volumes have to be transported. For this reason, in a number of plants a new system of reusable transport packaging is being applied successfully together with customers and suppliers, where the packaging is returned to the sender once the product or supply part has been delivered.

We regularly publish the goals, strategies and successes of our initiatives and measures to protect the environment also in connection with our participation in the Carbon Disclosure Project (CDP). This is the largest worldwide initiative to reduce CO_2 emissions. The Carbon Disclosure Project was initiated by investors and aims to firmly incorporate a strong environmental awareness in all companies, regardless of the industry or sector. The call to measure factors impacting the environment, such as CO_2 emissions, and to manage these, is currently met by around 3,000 companies in 60 countries. The initiative is upheld by around 550 institutional investors, who use their engagement and influence to set an economic incentive to reduce emissions. If a company takes part in the project and reduces its emissions, it becomes more attractive to the investor. Practiced environmental awareness therefore influences the flow of funds worldwide. The CDP is a smart and successful method of making a contribution to protecting resources worldwide. We have participated for the third time in a row. We measure, analyze and manage all CO_2 emissions in all plants and report on the composition and development once a year and report in detail on the various measures undertaken to reduce these. The aim of our environmental strategy with regard to the CDP is to reduce the ratio of emissions in relation to revenues to a level below the basis year 2008. This means that in future our revenues must grow faster than the output of emissions which are unavoidable in generating revenue. For this purpose, our employees provide an important contribution with lots of small and large initiatives. Further information can be found on the internet under www.cdproject.net.

Principles on corporate responsibility and the guideline for responsible supply chain management are published on the internet under www.gerresheimer.com/company/corporate-responsibility.

REMUNERATION REPORT

REMUNERATION OF THE MANAGEMENT BOARD

The total emoluments of the Management Board consist of a number of elements. These comprise a fixed salary, a success-dependent bonus, a component with a long term incentive effect, stock appreciation rights, customary benefits and pension commitments.

The non-success dependent elements comprise a fixed sum plus benefits in kind (mainly insurance premiums and company car use). The total costs for this amounted to EUR 2.1m in the past financial year. For members of the Management Board, a Directors & Officers liability insurance (D&O insurance) exists, which provides for a deductible in accordance with sec. 93 (2) sentence 3 AktG.

The success-dependent bonus is linked to the degree of achievement of key figures defined in the employment contract, the values of which are derived from the budget. These relate to the key figures adjusted EBITDA, sales, net working capital and total investments. The cost for the success-dependent bonus totaled EUR 1.0m in the past financial year.

The component with a long-term incentive effect consists of a rolling bonus system which is linked to the achievement of specific targets over the period of three years. The relevant key figures for target achievement are organic sales growth and overall capital profitability (ROCE). The target achievement is computed on the basis of the arithmetic average of the individual values for the three years. Pay-outs – with reference to the base year – are made after three years. No payment was made in the financial year 2011.

In addition, the Company has entered into long-term stock-price-based variable compensation agreements with all members of the Management Board. These agreements provide that the members of the Management Board receive a certain number of stock appreciation rights (so-called "phantom stocks") for each year they are on the Management Board depending on the development of the share price. Each stock appreciation right entitles the Management Board member to receive a payment relating to the change in the stock price provided that, at the time the right is exercised, the price of the Company's stock exceeds the initial price of the respective tranche by at least 12 % (performance hurdle) or a higher percentage value appreciation than the MDAX over the maturity period. For stock appreciation rights issued in 2011, the issue price of EUR 32.48 constitutes the initial price. The performance hurdle is relevant with respect only to payment entitlement and not to the calculation of the amount of the payment. After a waiting period of four years, the Management Board member is entitled to demand payment within an ensuing period of approximately sixteen months (exercise period) amounting to the appreciation in the value of Gerresheimer stock between the issue date and the exercise date (maturity date) assessed on the basis of the stock-exchange price. The entitlement in each case is equal to the absolute amount by which the stock price rose during the period between the issue of the respective stock appreciation rights and their exercise. The amount of the entitlement for each tranche is, however, limited to 25 % of the initial price of all stock appreciation rights of that tranche. All unexercised stock appreciation rights expire when the respective Management Board member leaves the Company, unless such departure is the result of death or permanent occupational disability or the membership of the Management Board exists for at least one full year during the maturity period. All entitlements to future stock appreciation rights are also forfeited on departure from the Company. The Company has reserved the right to settle any awards under these stock appreciation rights with shares, however, payment is expected in cash. As a further element of remuneration in the financial year 2011, one member of the Management Board was granted a total of 260,000 new stock appreciation rights in connection with the extension of his contract (tranche 6 to 10), which relate to a period until 2016 and were not cash effective in the financial year 2011. Their fair value on the grant date was EUR 0.8m.

The pension commitments made to Management Board members are processed through a pension fund to the extent that vested benefits were earned up to May 1, 2007. They were financed by a payment made in the financial year 2007. No further current amounts need therefore be paid in this regard. Vested benefits arising since May 1, 2007 are processed through a provident fund. During the reporting period, one additional member of the Management Board received a pension commitment that should also be processed through a provident fund. Additions to the support fund totaled EUR 0.7m in the past financial year.

The Company's Annual General Meeting on May 14, 2007 passed a resolution that, for a period of five years from the date of this resolution, no statement of the emoluments of each individual member of the Management Board would be given in the notes to the Annual Financial Statements in accordance with sec. 285 sentence 1, no. 9 a sentence 5 to 9 HGB or to the Group Financial Statements in accordance with sec. 314 (1) no. 6 a sentences 5 to 9 HGB.

REMUNERATION OF THE SUPERVISORY BOARD

The emoluments of the Supervisory Board are governed by the Articles of Association of Gerresheimer AG.

The members of the Supervisory Board receive fixed annual remuneration of EUR 30,000.00 in each case. The Chairman of the Supervisory Board is entitled to double this amount and the Deputy Chairman to one and a half times this amount. With the exception of the committee in accordance with section 27 (3) of the German Codetermination Act, the Chairmen of committees receive additional fixed remuneration of EUR 10,000.00 for each chairmanship and each other member of a committee EUR 5,000.00. In addition to their annual remuneration, the members of the Supervisory Board each receive a fee of EUR 1,500.00 for each Supervisory Board meeting which they attend and committee of the Supervisory Board to which they belong, but with a maximum of EUR 1,500.00 per calendar day. Reasonable expenses are reimbursed on submission of documentation.

The members of the Supervisory Board furthermore receive variable remuneration. This amounts to EUR 100.00 per EUR 0.01 of adjusted consolidated net earnings per share of Gerresheimer AG if this value reaches the amount of EUR 0.50. If the adjusted consolidated net earnings per share of Gerresheimer AG exceed the amount of EUR 3.00, the excess amount is not taken into consideration in calculating the variable remuneration. The adjusted consolidated net earnings per share is the consolidated net income reported in the consolidated financial statements before non-cash amortization of fair value adjustments, special effects from restructuring expenses, extraordinary depreciation, the balance of one-off income and expenses (including significant non-cash expenses) and the related tax effects, after minorities, divided by the shares already issued as at the balance sheet date. The Chairman of the Supervisory Board receives double the amount of this variable remuneration and the Deputy Chairman receives one and a half times the amount.

In the financial year 2011, the total emoluments of Supervisory Board members for their activity on the Supervisory Board of Gerresheimer AG amounted to EUR 891k.

DISCLOSURES PURSUANT TO SEC. 289 (4) AND SEC. 315 (4) HGB AND EXPLANATORY REPORT

Gerresheimer AG is a German stock corporation („Aktiengesellschaft“: AG) with its registered office in Germany. It has issued voting stock which is listed on the regulated market of the Frankfurt Stock Exchange (Prime Standard), an organized market within the meaning of sec. 2 (7) WpÜG (“Wertpapiererwerbs- und Übernahmegesetz”: German Securities Acquisition and Takeover Act).

Composition of subscribed capital
The subscribed capital (capital stock) of Gerresheimer AG totals EUR 31.4m as at November 30, 2011. It is divided into 31.4 million ordinary non-par-value bearer shares with a nominal share in capital stock of EUR 1.00 each. The capital stock of the Company has been fully paid in.

Restrictions relating to voting rights or the transfer of shares
As of the balance sheet date, there are no restrictions on the voting rights of Gerresheimer AG stock specified by law or in the Articles of Association or bylaws. All non-par-value shares in Gerresheimer AG issued as at November 30, 2011 carry full voting rights and grant the holder one vote at the Annual General Meeting.

Shareholdings which exceed 10 % of the voting rights
As at November 30, 2011, we are not aware of any direct or indirect shareholdings in the Company’s capital stock exceeding 10 % of the voting rights.

Share with special rights conferring control
None of the shares issued by Gerresheimer AG have rights which confer special control to their bearer.

Type of control of voting rights when employees are shareholders and do not directly exercise their control rights
There is no information available on the control of voting rights in the event that employees are Company shareholders and do not directly exercise their control rights.

Legal provisions and provisions of the articles on the appointment and removal of the Management Board and amendments to the articles
The Management Board is the legal management and representative body of Gerresheimer AG. In accordance with the Articles of Association and bylaws of the Company, it comprises at least two members. The Supervisory Board determines the exact number of members of the Management Board. The Supervisory Board appoints one member of the Management Board as the CEO or spokesperson.

In accordance with sec. 84 German Stock Corporation Act (“Aktiengesetz”), the members of the Management Board are appointed for a maximum of five years by the Supervisory Board. Repeat appointments or extensions of the term of office for up to a maximum of five years at a time are permissible. The Supervisory Board may revoke the appointment of a Management Board member prior to the end of the term of office for good cause, e.g. in the event of a gross breach of duty or if the Annual General Meeting withdraws its confidence in a member of the Management Board.

The Company is either represented by two members of the Management Board or by one member of the Management Board and an authorized signatory.

In accordance with sec. 179 AktG, every amendment to the Articles of Association and bylaws must be approved by resolution of the General Meeting. Exceptions to this rule are amendments to the Articles which only pertain to their wording. The Supervisory Board is authorized to make such changes.

Annual General Meeting resolutions are adopted by a simple majority of the votes cast if this does not conflict with any legal provisions. If the law additionally requires a majority of capital, they are adopted by a simple majority of the capital stock represented upon adoption of the resolution.

Authority of the Management Board to issue or buy back shares

In accordance with sec. 4 (4) of the Articles of Association, the Management Board is entitled to increase the capital stock in the period to May 31, 2012 once or repeatedly by up to a nominal value of EUR 15.7m with the approval of the Supervisory Board by issuing new no-par-bearer shares in return for cash and/or non-cash contributions. The new shares may also be acquired by one or more banks determined by the Management Board subject to the requirement that they are offered to shareholders (indirect subscription right).

The Management Board is authorized, with the approval of the Supervisory Board, to exclude the shareholders' legal subscription right in the following cases:

- For capital increases in return for non-cash contributions in order to issue shares for the purpose of acquiring companies, shares in companies, or equity investments in companies as well as for the purpose of issuing shares to employees of the Company and companies affiliated with the Company in accordance with legal provisions.
- If this is required to issue subscription rights for new shares to holders of the warrants and convertible bonds issued by the Company or its subsidiaries in the scope of which they would be entitled after exercising the warrant or conversion rights or after fulfillment of conversion of option duties.
- To exclude any fractional amounts from subscription rights.
- For capital increases in return for cash contributions, if the issue price of the new shares is, in terms of sec. 203 (1) and (2) and sec. 186 (3) sentence 4 AktG, not significantly less than the market price of the shares of the same class and terms already listed on the market on the date upon which the final issue price determined by the Management Board and the share in capital stock of the new shares for which subscription rights are excluded does not exceed 10 % of the capital stock available on the date of issue of the new shares. Shares which are disposed of during the term of the authorized capital under exclusion of shareholders' subscription rights in accordance with sec. 71 (1) no. 8 sentence 5 and sec. 186 (3) sentence 4 AktG as well as shares which have conversion or option rights or conversion or option duties as a result of warrants or convertible bonds that have been issued since this authorization was granted under exclusion of subscription rights pursuant to sec. 221 (4) and sec. 186 (3) sentence 4 AktG are counted towards the maximum amount of 10 % of capital stock.

The Management Board is authorized, with the approval of the Supervisory Board, to set out further details of the capital increase and its implementation including the conditions of the share rights and the conditions of the share issue.

In connection with this, please refer to our explanations on the "Restrictions relating to voting rights or the transfer of shares" mentioned above.

The nominal capital of the Company has been conditionally increased by up to EUR 6,280,000 by issuing up to 6,280,000 new non-par-value bearer shares. The shares to be issued carry a dividend right equivalent to the dividend right of the outstanding shares of the same class. The conditional capital increase serves the purpose of granting shares to holders or creditors of options and/or convertible bonds issued by the Company or a Group Company until May 22, 2013 on the basis of the authorization of the Annual General Meeting of May 23, 2008. The new shares shall be issued in accordance with the option and/or conversion price determined in each case in accordance with the aforementioned authorization. The conditional capital increase is to be effected only insofar as the option and/or conversion rights relating to the Bonds are exercised or any conversion obligations under these Bonds are fulfilled and insofar as no cash settlement is granted and no treasury shares are used for servicing. The Management Board is authorized to determine the further details of the implementation of the conditional capital increase.

Material arrangements dependent on a change in control in the wake of a takeover bid
The loans under the credit facilities with a total original volume of EUR 400m of which EUR 154.7m had been drawn at the balance sheet date, may be terminated by the lenders, and would consequently be payable early in full by the borrowers, if a third party or several third parties acting in concert were to acquire 50.01 % or more of the voting rights of Gerresheimer or some of its material subsidiaries and an agreement about the continuation of the loan agreement cannot be reached swiftly.

In the event of a change in control, Gerresheimer AG is obliged to communicate this fact to the creditors of the EUR 300m. They then have the right to call due all or individual bonds at the nominal value plus accrued interest. A change in control applies, if one or more persons acquire at least 50.01 % of shares or voting rights of Gerresheimer AG or control these otherwise. As a general rule, the right to call for redemption only becomes effective, if the Company's rating deteriorates as a result of the change in control.

Compensation agreements in the event of a takeover bid
In the event of a change in control, the members of the Management Board have a unique special right to terminate the contract of employment with a term of six months notice to the end of the month and to resign at the end of the term of notice. If a Management Board member exercises its special right to terminate its employment contract, the Company is obliged to pay a compensation amounting to the total of three annual emoluments less the payments made during the term of special notice. The annual emolument is defined as the remuneration of the full financial year previous to the notice of termination including variable remuneration components and entitlements from the stock appreciation rights program.

OPPORTUNITIES AND RISKS

UNIFORM GROUP RISK MANAGEMENT SYSTEM

The Gerresheimer Group sees effective risk management as a significant factor in securing business value in the long term. For this reason, the management of opportunities and risks is an integral part of the Gerresheimer Group's structures and procedures. The central pillar of risk management is the identification and mitigation of operational risks using monitoring, planning, management and control systems which are integrated into the structures and procedures of the entities and the management holding company. Our risk management strategy pursues the early recognition, evaluation, avoidance and mitigation of risks as well as the transmission of these to third parties. Within its defined tolerance rate, Gerresheimer is willing to take risks which are unavoidable or are made worthwhile by the opportunities they present. A risk management system does not give an absolute guarantee on the avoidance of risks. It supports the handling of avoiding risks and reaching Company targets.

The establishment and effective maintenance of the risk management system is the responsibility of the legal representatives of Gerresheimer AG. The risk monitoring, early recognition, analysis, control and communication involve the legal representatives and the directors of the key functional areas of the head office. For maintenance and implementation of the system, guidelines exist for the subsidiaries and the key functional areas of the head office to report on the risks. The Group continuously develops its early warning system and adapts it to current developments.

Key elements of the system are as follows

- Uniform, periodic risk reporting by the subsidiaries to the head office,
- Regular risk assessment in key central departments,
- The segmentation of risks by market, customer, finance, environmental protection, legal relationships, external political and legal requirements as well as strategic decisions,
- The quantification of risks in terms of potential loss amount and probability of occurrence,
- Recording the effects on profit and loss according to business segments, and
- Mitigation through loss prevention and risk transfer.

The effectiveness of our risk management system is regularly monitored by the Gerresheimer Group's internal audit department as a process-independent element of our early warning system. Furthermore, the auditors assess the risk management system as part of the audit of the annual financial statements and report on this to the Group's Management Board and Supervisory Board.

INTERNAL CONTROL SYSTEM AND RISK MANAGEMENT SYSTEM IN RELATION TO THE ACCOUNTING PROCESS (DISCLOSURES PURSUANT TO SEC. 289 (5) HGB)

The Gerresheimer Consolidated Financial Statements are prepared in accordance with the International Financial Reporting Standards (IFRS) of the International Accounting Standards Board (IASB) as adopted by the European Union (sec. 315a HGB) and as it corresponds to sec. 315a (1) HGB. The annual financial statements of Gerresheimer AG are prepared in accordance with the provisions of the Commercial Code and the Companies Act.

Gerresheimer AG publishes a combined management report for both the Gerresheimer Group and Gerresheimer AG.

The consolidated financial statements are prepared in a multi-stage process using approved consolidation systems. The consolidated financial statement of the subgroups and the other individual financial statements of the other subsidiaries audited or reviewed by the respective auditors have been combined to the consolidated financial statements of Gerresheimer AG. Gerresheimer AG has taken on the responsibility for the Group-wide common chart of accounts, the implementation of centralized consolidation measures, and for scheduling and organizing the consolidation process.

For the companies included in the consolidated financial statements, a guideline for the recognition and valuation of the accounting policies under IFRS applies. This includes a description of the general consolidation measures as well as applicable accounting principles in accordance with IFRS. The existing guideline, which is continuously modified with consideration of the development of IFRS, is available to all subsidiaries via the Gerresheimer intranet. In addition, there is a binding time schedule for the year-end process.

As part of the year-end closing process, the balance sheets and profit and loss statements including information regarding cash flow, equity, notes and management reports are provided on the system by the subsidiaries. The effective maintenance of the system is carried out centrally by Corporate Financial Accounting. In addition to the existing system-side checks, manual checks on the completeness and accuracy of the data are carried out by the subsidiaries and from corporate headquarters. The accounting department ensures that department-related information is reported by the respective departments and is incorporated in the consolidated financial statements. To ensure adherence to the group relevant accounting procedures by subsidiaries, the internal audit department implements checks and audits to assess their effectiveness. Furthermore, the auditors assess the early warning system as part of the audit of the annual financial statements and report on this to the Group’s Management Board and Supervisory Board.

The financial statements of Gerresheimer AG are generated by using the SAP software. The accounting and the preparation of financial statements is divided into functional process steps. Both automated and manual controls are integrated into all processes. The organizational rules ensure that all business transactions and preparation of annual financial statements are completed in a timely, accurate and correct manner and are processed and documented within the correct time frame. In order to comply with the necessary IFRS requirements, the relevant data from the individual accounts of Gerresheimer AG is transferred to the Group’s reporting tool.

RISKS ARISING FROM FUTURE DEVELOPMENT

The Gerresheimer Group is exposed to various risks due to its global and extensive business activities. All recognizable risks have been provided for, as far as the accounting requirements were fulfilled. Existing risks are detailed below:

CONSEQUENCES OF THE GLOBAL FINANCIAL AND ECONOMIC CRISIS

A general recovery of the overall risk situation could be observed in the course of the financial year 2011. However, currently no one can tell with absolute certainty how the euro- and financial crisis will impact the economy as whole, the customers and suppliers and how long the crisis will last. Even greater uncertainty is therefore attached to forecasts.

OPERATIONAL RISKS

Energy and raw material prices

Gerresheimer's energy requirements are permanently high, especially for the combustion and smelting processes in its high temperature furnaces. In order to offset energy cost rises, the Group has, to a large extent, secured itself against increases in energy prices. Some customer contracts contain escalation clauses. Nevertheless, further increases in energy prices could have a substantial negative impact on the results of operations of the Gerresheimer Group, particularly because it is not always possible to pass on such increases by adjusting product prices, and this can only be done with a time lag.

Another significant portion of production costs relates to raw materials for the manufacture of glass and plastic. When manufacturing plastic products, Gerresheimer is reliant on the primary products polyethylene, polypropylene and polystyrene. The prices of the products depend largely on the development of oil prices. Gerresheimer constantly strives to minimize the negative effects of rising raw material prices through a large number of distinct measures.

Product liability risks

Despite internal measures to ensure product quality and safety, the Gerresheimer Group cannot rule out the possibility of damage arising from its customers' or consumers' use of packaging products and systems it has manufactured. For instance, the delivery of faulty products to customers could result in damage of their production facilities or even cause business interruption. This could severely damage the Gerresheimer Group's reputation. Furthermore, when combined with the medications and ingredients of its customers from the pharma & life science industry, faulty products produced by the Gerresheimer Group could cause injury to the health of consumers. In such cases, it cannot be ruled out that the Group will lose customers. This could have a significant effect on the net assets, financial position and results of operations of Gerresheimer AG. Gerresheimer could also be exposed to corresponding liability claims, for example, claims for damages from customers or claims from consumers under product liability. Any product liability claims made against Gerresheimer, especially in class actions in the US, could be considerable. There is also the additional risk that the Group would have to bear substantial costs for recalls. Moreover, there is no guarantee that Gerresheimer will be able to obtain adequate insurance cover at the present terms and conditions in the future. This too could have a negative impact on the net assets, financial position and results of operations of the Gerresheimer Group.

Product launches

A key component of our growth strategy is the regular market launch of innovative products. As responsible management, we are fully aware that this entails risks as well as opportunities. On the basis of comprehensive marketing analyses, we ensure that the opportunities arising from a successful product launch are maximized and the corresponding risks are minimized.

Risks arising from the future development of state healthcare systems

In the financial year 2011, Gerresheimer generated 82 % of its consolidated revenues in the pharma and healthcare market segments. Over the last few years, governments and health insurance companies in Europe and the US have striven to reduce the costs of healthcare. This has increased price pressure in the pharma industry. Limited patent protection and constantly rising product development costs intensify the need for cost control in the pharma industry. Although generally only a small percentage of the total costs a consumer pays for medication relate to the primary pharmaceutical packaging, this trend can increase the price pressure on the Gerresheimer Group's products. If this pressure cannot be offset by cost reductions or increased efficiency, this could have a significant negative impact on the net assets, financial position and results of operations of the Gerresheimer Group.

FINANCIAL RISKS

In the course of its operating activities, Gerresheimer is exposed to financial risks. The responsible corporate treasury department monitors the financial risks facing the Group centrally by means of Group-wide financial risk management. The Group uses suitable measures on the basis of clearly defined guidelines to manage identified potential risks.

In addition to price risks resulting from fluctuations on the money and capital markets and the international commodities markets, risk management focuses on credit and liquidity risks.

In order to limit exchange rate and interest rate risks in operating activities, Gerresheimer utilizes forward exchange contracts and interest rate swaps. The Group uses derivative financial instruments exclusively to manage risk in connection with hedged items.

Credit risks resulting from the Group's trade relationships are monitored through credit and receivables management and the sales divisions of the operating entities. With the aim of avoiding bad debt losses, customers are subject to ongoing internal credit checks to ensure they are credit worthy. Receivables from customers who do not have a first-class credit rating are insured. To avoid credit risks from financial instruments, such instruments are only concluded with partners with first-class credit ratings.

The Group's liquidity situation is monitored and managed using complex planning instruments. Risks in connection with the procurement of funds are identified and monitored on the basis of rolling financial and liquidity plans.

A detailed presentation of the financial risks and their management can be found in the Notes to the Consolidated Financial Statements under Note 6 "Financial Risk Management and Derivative Financial Instruments".

OPPORTUNITIES

With investments, for example in our two technology centers for glass syringes and medical plastic systems, we want to use the opportunity to also develop existing products further with our customers and to diversify our product portfolio in the future.

We see attractive development opportunities for the Gerresheimer Group, in the further globalization of our business. We want to participate in the dynamics of the emerging countries by creating global presence and significantly increasing our revenue there in the coming years. The expansion of our business activities in North America with our Plastic Systems Division also promises growth.

The producers of generic drugs will become increasingly important in the future. We want to participate in the expected quantity growth, as these medications also have to be packed and administered professionally. Furthermore, packaging for medication which increases application safety and which eases the handling of the medication, will gain importance.

Also, the demographic change accompanied by the increased need for medical care by older people, the technological advancements in the medical field and the increase in medication produced on the basis of biotechnology offer Gerresheimer opportunities for growth, which we want to take advantage of.

OVERALL RISK ASSESSMENT

Gerresheimer's credit worthiness is regularly evaluated by the leading rating agencies Standard & Poor's and Moody's. With a BBB- in this financial year, Standard & Poor's increased Gerresheimer's rating to an investment grade rating with solid prospects. Moody's also confirmed the solid prospects and credit worthiness of the Gerresheimer Group by increasing the rating to Ba1.

The new senior facilities are also subject to so-called financial covenants. These are interest cover ratios (adjusted EBITDA in relation to financial result), EBITDA leverage (ratio of interest-bearing net debt to adjusted EBITDA), EBITDA ratios (Group-adjusted EBITDA in relation to adjusted EBITDA of the companies guaranteeing warranty and those affiliated companies with a profit and loss transfer agreement) and asset ratios (adjusted Group assets in relation to the adjusted assets of the companies guaranteeing warranty and those affiliated companies with a profit and loss transfer agreement). In the financial year 2011, the regular covenant tests showed that the ratios were significantly exceeded. Based on the multiple-year budgets, we assume that the financial covenants can also be met in the future.

Our assessment of the overall risk is that there are currently no significant risks to the ability of the Gerresheimer Group or Gerresheimer AG to continue as a going concern or which could have a material effect on its net assets, financial position or results from operations.

DECLARATION OF CORPORATE GOVERNANCE PURSUANT TO SEC. 289a HGB

According to sec. 289a HGB, the declaration of corporate governance is part of the Combined Management Report. According to sec. 317 (2) sentence 3 HGB the information given in connection with sec. 289a HGB is not part of the audited management report.

COMPLIANCE DECLARATION TO THE GERMAN CORPORATE GOVERNANCE CODE

On September 8, 2011, the Management Board and Supervisory Board of Gerresheimer AG approved the following Compliance Declaration:

"Declaration of the Management Board and Supervisory Board of Gerresheimer AG on the recommendations of the 'Government Commission on the German Corporate Governance Code' in accordance with section 161 German Stock Corporation Act.

Since its last amendment declaration on May 26, 2010 Gerresheimer AG has complied with the recommendations of the "Government Commission on the German Corporate Governance Code" as amended on February 9, 2011 with the exceptions stated in such declaration.

Gerresheimer AG will further comply with the recommendations of the "Government Commission on the German Corporate Governance Code" as amended on May 26, 2010 with the following exceptions:

1. Item 4.2.5 of the Code (individualized reporting of Management Board remuneration)

   In accordance with a resolution of the Annual General Meeting on May 14, 2007, the Company will not report Management Board remuneration on an individualized basis.

2. Item 6.6 of the Code (statement of the shareholdings of members of the Management and Supervisory Board)

   No statement going beyond the legal requirements on the shareholdings or related financial instruments of the members of the Company's controlling bodies is published in the Corporate Governance Report. The Company believes that compliance with the legal requirements creates sufficient transparency."

INFORMATION ON CORPORATE GOVERNANCE PRACTICES

Risk Management System

The Gerresheimer Group sees effective risk management as a significant factor in securing business value in the long term. For this reason, the management of opportunities and risks is an integral part of the Gerresheimer Group's structures and procedures. The central pillar of risk management is the identification and mitigation of operational risks using monitoring, planning, management and control systems which are integrated into the structures and procedures of the entities and the management holding company.

There are guidelines on risk reporting for the subsidiaries and the key functional areas of the head office. The Group has continuously developed its early warning system and adjusted it to current developments. Main elements of this risk management system have been described in the section "Opportunities and Risks" which is available on the internet at www.gerresheimer.com/investor-relations/reports.

Compliance Program

It is important for the success of the Gerresheimer Group that the Company is managed according to ethical business principles, responsibly and in harmony with the laws and rules of fair competition. Gerresheimer's Compliance Program should support our employees to apply laws and company guidelines correctly and to protect them against offenses. A significant instrument for this are the Group guidelines and instructions, which specify the minimum behavior standards for all employees of the Group.

The focus of the Compliance Program is on areas of corruption prevention, cartel law and capital market law. The mission statement of the Management Board of Gerresheimer AG to the Compliance Program is available on the internet at www.gerresheimer.com/company/compliance.

Corporate Responsibility

Gerresheimer is a leading global partner for the pharma and healthcare industry. As a manufacturer of products made of glass and plastic for packaging and drug delivery, we make a meaningful and significant contribution to health and well-being.

In this age of progressive global networking and in light of the increasingly demanding social and ecological challenges we face, we are highly aware of our responsibilities as a corporate organization. Our corporate responsibility also extends far outside the product world. We want to take a proactive approach to meet these challenges comprehensively and sustainably, and to be measured in terms of our principles. Our actions are a reflection of the responsibility that we feel towards society, our employees, investors, customers, suppliers and the environment.

The principles of Gerresheimer's corporate responsibility have been published under "Our Corporate Responsibility" which is available on the internet at www.gerresheimer.com/company/our-corporate-responsibility.

Description of the cooperation between the Management and Supervisory Boards as well as the composition of its committees

The composition of the Management Board and the Supervisory Board can be found in the Annual Report under the section "Supervisory Board and Management Board". The Procedures of the Management Board as well as the composition and procedures of the Supervisory Board Committees have been described in the Annual Report as part of the Corporate Governance Report. The Annual Report is available on the internet at www.gerresheimer.com/investor-relations/reports.

EVENTS AFTER THE BALANCE SHEET DATE

There have been no subsequent events since November 30, 2011 which have had a significant effect on the net assets, financial position or results of operations of the Gerresheimer Group.

OUTLOOK

The following statements on the Gerresheimer Group's future business performance and the assumptions made in regard to the economic development of the market and industry deemed to be significant in this respect are based on our assessments which we believe are realistic in accordance with the information currently available to us. However, these assessments entail uncertainty and present the unavoidable risk that the developments may not actually occur either in line with the tendency or the degree to which they were forecast.

DEVELOPMENT OF THE ECONOMIC ENVIRONMENT

Development of the worldwide economy

The recovery of the worldwide economy stagnated in the autumn of 2011. For this reason, the growth rates of worldwide gross domestic product will be lower in 2012 than in the prior year. The forecasts, which are based on the assumption that the debt crisis will not become more acute, expect a plus of 3.5 %; in 2011, the world economy recorded growth of plus 3.8 %. The reduction in the rate of growth is thereby to a lesser extent caused by the moderate growth rates of the Asian and American emerging countries but rather a reflection of the marginal growth or the recession in some developed countries. The weak economic development as well as the debt crisis in the USA and the European Monetary Union have had a negative effect. According to assumptions of the Kiel Institute for the World Economy, it is also possible that besides this basic scenario, the situation could get worse. If the sovereign debt crisis were to cause a recession, the banking system would probably come under pressure. If this were to happen, a recession in the developed countries would probably not be avoidable. But even then, the differences between the developed and the emerging countries would presumably remain in such a way that the emerging countries would get through the crisis more robustly than the developed countries. For how long they will be able to maintain this feature, will depend on the seriousness of the crisis.

Development of the individual regions

The economic development in the USA only recovered at a moderate rate in 2011. The high rate of indebtedness of private households, the low probability of improved employment prospects with an unemployment rate of unchanged 9 % as well as stagnating industrial output, impact the economic development negatively. After an increase in gross domestic product of almost 2 % in 2011, the growth prospects for 2012 are on a similar level at around 2.2 %.

The economic development in the eurozone has basically come to a standstill at the turn of the year 2011/2012. While the worldwide slowdown of the economic dynamism is noticeable in the whole eurozone, the effect is considerably intensified in some countries as a result of financial constraints resulting from governmental consolidation activities. In 2012, public spending should be reduced in basically all countries of the eurozone.

As a result of the strained situation on the employment market, private consumption as a driving force of the economic development will fail in many cases. Uncertainties with regard to credit allocation could possibly have a negative effect on investments, so that no impulses would arise from this area. The forecasts for economic growth in the eurozone for 2012 therefore lie between 0.5 % and 0.8 % and are thereby below the prior year value of around 1.6 %.

According to estimates of the council of economic experts with regard to their appraisal on the economic development as a whole, the strong domestic demand should also have a positive effect on the economic development in Germany in 2012. Despite the rather robust state of the employment market and an expected unemployment rate of less than 7 % and lower new indebtedness for the public budget, the forecasts for the growth rate of gross domestic product lie at only one percent in 2012 after 3 % in 2011. As a result of the depressing economic environment, the economy should therefore decline noticeably. In connection with these forecasts, the council of economic experts with regard to their appraisal on the economic development as a whole emphasizes the extensive risks which are hard to quantify. Should the efforts to curtail the sovereign debt crisis fail for example, this would impact the export environment considerably. A spreading of the crisis on the worldwide economy with consequences for the worldwide trade would presumably bring the growth in Germany to a standstill and could result in a decline in economic performance.

Despite moderate growth rates, which are expected for the majority of the emerging countries for 2012, the Latin American and Asian emerging countries continue to be the drivers of the world economy. Especially China, India and Brazil are considered as growth drivers for world trade. Financial analysts expect growth of 8.5 % for China in 2012. In India, the growth rate will probably lie at around 7.5 % and in Brazil and Russia an increase in gross domestic product of 3.5 % is expected.

Development within the market segments

Global demand for pharmaceutical and healthcare products is expected to increase still further as a result of the steadily increasing number of chronic diseases due to the demographic and environmental changes. The markets for asthma and diabetes products particularly show high growth rates. The demographic development of the world population with its growing proportion of older people and the associated increased need for medical care should continue to contribute to a positive performance of the Group. While market growth rates in the so-called mature markets such as the US and Europe are declining, growth rates in emerging countries are predicted to rise. This is because, with increasing affluence, the healthcare provision for the population will be expanded. A decrease in growth in the US market is especially expected due to the lower growth in gross domestic product. As such, the US are likely to be replaced as the biggest driver of world growth in the pharmaceutical market – at least in the medium term – by the emerging markets, namely China, Russia, India, Turkey, Brazil and Mexico.

Development on the currency markets

The euro/US dollar exchange rate proved to be very volatile in the course of the year. While in April 2011 an all-time-high of USD 1.49 was reached, the European single currency only achieved a level of USD 1.29 at the turn of the year 2011/2012. The growing acuteness of the debt crisis in a number of European countries as well as the purchase of government bonds by the European Central Bank thereby had a negative effect on the development of the euro. For the financial year 2011 from December 1, 2010 to November 30, 2011, an average exchange rate of USD 1.3949 arises. The development of the US dollar in 2012 will largely depend on to what extent the countries of the euro area will succeed in getting their indebtedness issues under control. Should this succeed in part, it is to be expected that the euro will gain in value compared to the US dollar.

Development on the commodity markets

The price of the US reference variety WTI (West Texas Intermediate) on the commodities market rose from around 90 US dollars per barrel at the beginning of 2011 as a result of the good economic climate existing at the beginning of the year to around 114 US dollars per barrel. The political unrest in the Arab countries, and speculations regarding potential restrictions on oil production as a result of the unrest fuelled the price increases. After an all-time-high in April 2011, the price for crude oil sank again to a price of between 77 and 90 US dollars. Dropping crude oil prices are seen as an indication of economic slowdown in the USA and Europe. The world's two largest economic regions account for approximately 30 % of worldwide demand for oil. At the end of the year 2011, the oil price increased again to around 103 US dollars per barrel.

MARKET AND BUSINESS OPPORTUNITIES FOR THE GERRESHEIMER GROUP

Prospects for the financial year 2012

The outlook for the global economy continues to be characterized by some uncertainty. We assume that the governmental indebtedness issues in the eurozone and the continuing weak economy in the United States and Europe will impact the development of the world economy. The emerging markets can probably be excluded from this. The countries are in a fundamentally good state and should therefore develop better than the developed markets. Despite a slight downturn to be expected also in these emerging markets, we nevertheless expect that economic growth in the emerging countries will exceed that of the USA and the eurozone.

In the past years, the emerging countries started increasing medical care. At the same time, the use and allocation of generic supplements increased. We expect this trend to continue and that this will also lead to an increase in demand in 2012. Our strategy aims at this development. We want to expand our business regionally, especially in the emerging markets and we want to diversify our range of goods. This includes increasing collaboration with the producers of generic drugs. Due to the fact that generally the supply of medication only receivable on prescription is insensitive to crises, we therefore expect potential for growth in the coming financial year, despite the economic uncertainties.

The market development for cosmetics is uncertain due to the aforementioned economic conditions. We expect to expand our revenues with cosmetic products. It is clear to us that we will not be able to live up to the growth rates achieved in the prior year, as this was in part attributable to catching-up effects from prior years. In the Life Science Research Division, the visibility is lower than for other business areas, due to the fact that we do not sell our products directly to the end customer but through distributors. As the development will depend largely on the development of the US economy, forecasts entail considerable uncertainties. It therefore cannot be said with certainty whether average growth rates will be achievable in 2012.

For 2012, we currently expect solid revenue growth and a stable adjusted EBITDA margin. Due to the good order level in the Plastic Systems Division, investments in the financial year 2012 are expected to be higher than those of the financial year just passed. For 2013, we continue to forecast solid revenue growth and an adjusted EBITDA margin which will then increase again.

As the Group’s parent company, Gerresheimer AG receives the earnings of the subsidiaries through profit and loss transfer agreements. This can also include dividends from abroad. In this regard, the business development of the subsidiaries directly affects the financial results of Gerresheimer AG. Providing that an appropriate profit trend will exist in the Group, we assume a positive annual result for Gerresheimer AG in the following years.

Due to the strong performance in 2011 of the Gerresheimer Group, the Management and Supervisory Board have agreed to propose a dividend of EUR 0.60 per share for the financial year 2011 to the Annual General Meeting on April 26, 2012. This represents a payout ratio of 25 % of adjusted net income. Depending on the operational success of the Company, we want to distribute equally attractive dividends in the future.

OUTLOOK

Our Company is well prepared for the coming financial years. As a result of the investments made and planned in profitable market segments as well as through the acquisitions made in the past, we are exceedingly well prepared for the opportunities and developments of the pharma sector. We have a good financial basis, longterm financing and a clear corporate strategy. We will continue to globalize our Company, consolidate markets and take interesting technologies into our portfolio. The goal of all activities is to further focus on the pharma and healthcare industry. Besides organic growth, which we will finance from our operating cash flow, acquisitions, after careful consideration of opportunities and risks, will continue to play an important role in the future.

Consolidated Financial Statements of Gerresheimer AG

CONSOLIDATED INCOME STATEMENT (IFRS)

for the Financial Year from December 1, 2010 to November 30, 2011

in EUR k	Note	2011	2010
Revenues	(8)	1,094,681	1,024,804
Cost of sales	(9)	-773,533	-719,021
Gross profit		**321,148**	**305,783**
Selling and administrative expenses	(10)	-212,623	-207,929
Other operating income	(11)	15,484	13,921
Other operating expenses	(13)	-14,163	-16,999
Share of profit or loss of associated companies	(23)	-579	250
Result from operations		**109,267**	**95,026**
Financial income	(14)	2,314	935
Financial expenses	(14)	-39,066	-35,257
Financial result		**-36,752**	**-34,322**
Net income before income taxes		72,515	60,704
Income taxes	(15)	-18,087	-13,957
Net income		**54,428**	**46,747**
Attributable to non-controlling interests	(30)	3,910	3,524
Attributable to equity holders of the parent		50,518	43,223
Earnings per share (in EUR) [1)]	(16)	**1.61**	**1.38**

[1)] The earnings per share figure stated here also corresponds to the diluted EPS as no further shares have been issued.

Notes (1) to (43) are an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (IFRS)

for the Financial Year from December 1, 2010 to November 30, 2011

in EUR k	Note	2011	2010
Net income		**54,428**	**46,747**
Changes in the fair value of interest rate swaps		179	12,478
Fair value of interest rate swaps recognized in profit or loss	(14)	-2,655	-10,361
Currency translation differences		-10,883	3,825
Deferred tax expense		1,604	1,878
Total profit or loss recognized directly in equity		**-11,755**	**7,820**
Total comprehensive income		**42,673**	**54,567**
Attributable to non-controlling interests		3,954	9,386
Attributable to equity holders of the parent		38,719	45,181

Notes (1) to (43) are an integral part of these Consolidated Financial Statements.

CONSOLIDATED BALANCE SHEET (IFRS)
as at November 30, 2011

ASSETS in EUR k	Note	Nov. 30, 2011	Nov. 30, 2010
Non-current assets			
Intangible assets	(21)	527,023	487,271
Property, plant and equipment	(22)	478,830	469,845
Investment property	(22)	4,471	3,544
Financial assets	(23)	3,280	3,337
Investments accounted for using the equity method	(23)	3,434	3,824
Other financial assets	(24)	8,818	12,657
Deferred tax assets	(26)	10,752	12,816
		1,036,608	**993,294**
Current assets			
Inventories	(27)	159,900	138,370
Trade receivables	(28)	162,836	145,495
Income tax receivables		3,983	1,997
Other financial assets	(24)	2,254	248
Other receivables	(25)	18,059	17,873
Cash and cash equivalents	(29)	131,432	60,546
		478,464	**364,529**
Total assets		**1,515,072**	**1,357,823**

EQUITY AND LIABILITIES in EUR k	Note	Nov. 30, 2011	Nov. 30, 2010
Equity			
Subscribed capital	(30)	31,400	31,400
Capital reserve	(30)	513,827	513,827
Cash flow hedge reserve	(6)	-1,972	-1,099
Currency translation reserve	(30)	3,140	14,066
Retained earnings	(30)	-34,748	-69,566
Equity attributable to equity holders of the parent		**511,647**	**488,628**
Non-controlling interests	(30)	40,583	40,769
		552,230	**529,397**
Non-current liabilities			
Deferred tax liabilities	(31)	48,202	46,128
Provisions for pensions and similar obligations	(32)	132,738	136,583
Other provisions	(33)	6,491	6,266
Financial liabilities	(34)	442,414	302,713
		629,845	**491,690**
Current liabilities			
Provisions for pensions and similar obligations	(32)	12,740	15,852
Other provisions	(33)	40,355	52,454
Trade payables	(34)	119,215	111,089
Financial liabilities	(34)	62,648	75,304
Income tax liabilities		13,990	12,497
Other liabilities	(35)	84,049	69,540
		332,997	**336,736**
		962,842	**828,426**
Total equity and liabilities		**1,515,072**	**1,357,823**

Notes (1) to (43) are an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (IFRS)
for the Financial Year from December 1, 2010 to November 30, 2011

in EUR k	Subscribed capital	Capital reserve	Cash flow hedge reserve
As at December 1, 2009	**31,400**	**513,827**	**-4,607**
Changes in the fair value of interest rate swaps	–	–	10,368
Fair value of interest rate swaps recognized in profit or loss	–	–	-6,373
Currency translation differences	–	–	-487
Total profit or loss recognized directly in equity	**–**	**–**	**3,508**
Net income	–	–	–
Total result	**–**	**–**	**3,508**
Distribution	–	–	–
As at November 30/December 1, 2010	**31,400**	**513,827**	**-1,099**
Capital contributions by minorities	–	–	–
Changes in the fair value of interest rate swaps	–	–	721
Fair value of interest rate swaps recognized in profit or loss	–	–	-1,593
Currency translation differences	–	–	-1
Total profit or loss recognized directly in equity	**–**	**–**	**-873**
Net income	–	–	–
Total result	**–**	**–**	**-873**
Distribution	–	–	–
As at November 30, 2011	**31,400**	**513,827**	**-1,972**

Notes (1) to (43) are an integral part of these Consolidated Financial Statements.

Currency translation differences	Retained earnings	Equity holders of the parent	Non-controlling interests	**Total equity**
15,616	**-112,789**	**443,447**	**36,800**	**480,247**
–	–	10,368	–	10,368
–	–	-6,373	–	-6,373
-1,550	–	-2,037	5,862	3,825
-1,550	**–**	**1,958**	**5,862**	**7,820**
–	43,223	43,223	3,524	46,747
-1,550	**43,223**	**45,181**	**9,386**	**54,567**
–	–	–	-5,417	-5,417
14,066	**-69,566**	**488,628**	**40,769**	**529,397**
–	–	–	43	43
–	–	721	–	721
–	–	-1,593	–	-1,593
-10,926	–	-10,927	44	-10,883
-10,926	**–**	**-11,799**	**44**	**-11,755**
–	50,518	50,518	3,910	54,428
-10,926	**50,518**	**38,719**	**3,954**	**42,673**
–	-15,700	-15,700	-4,183	-19,883
3,140	**-34,748**	**511,647**	**40,583**	**552,230**

CONSOLIDATED CASH FLOW STATEMENT (IFRS)

for the Financial Year from December 1, 2010 to November 30, 2011

in EUR k	Note	**2011**	2010
Net income		54,428	46,747
Income taxes	(15)	18,087	13,957
Depreciation of property, plant and equipment	(22)	79,688	80,984
Amortization of intangible assets	(21)	21,344	24,840
Change in value of equity-accounted investments	(23)	579	-250
Change in provisions		-10,904	3,855
Change in provisions for pensions and similar obligations		-13,366	-12,752
Gain on the disposal of non-current assets		-1,279	-1,247
Financial result	(14)	36,752	34,322
Interest paid		-21,229	-27,972
Interest received		2,043	1,235
Income taxes paid		-19,740	-15,336
Income taxes received		2,425	905
Change in inventories		-19,309	-5,328
Change in trade receivables and other assets		-14,461	-4,455
Change in trade payables and other liabilities		18,058	21,273
Other non-cash expenses/income		-3,369	-991
Cash flow from operating activities		**129,747**	**159,787**
Cash received from disposals of non-current assets		2,924	2,658
Cash paid for investments			
in property, plant and equipment		-82,895	-67,761
in intangible assets		-3,231	-5,380
Cash paid in in connection with divestments		2,441	992
Cash paid out for the acquisition of subsidiaries, net of cash received		-78,216	–
Cash flow from investing activities		**-158,977**	**-69,491**

in EUR k	Note	2011	2010
Capital contributions by minorities		43	–
Distributions to third parties		-19,883	-5,417
Raising of loans		846,175	67,080
Interest paid		-7,615	–
Repayment of loans		-713,174	-147,795
Repayment of finance lease liabilities		-4,064	-4,314
Cash flow from financing activities		**101,482**	**-90,446**
Changes in cash and cash equivalents		**72,252**	**-150**
Effect of exchange rate changes on cash and cash equivalents		-1,366	4,559
Cash and cash equivalents at the beginning of the period	(29)	60,546	56,137
Cash and cash equivalents at the end of the period	(29)	**131,432**	**60,546**

Notes (1) to (43) are an integral part of these Consolidated Financial Statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

of Gerresheimer AG for the Financial Year
from December 1, 2010 to November 30, 2011

(1) General

The Gerresheimer Group based in Duesseldorf, Germany, comprises Gerresheimer AG and its direct and indirect subsidiaries. The Gerresheimer Group is a leading international supplier of high-quality packaging solutions made of glass and plastic, primarily for the pharmaceutical and healthcare industries.

The Consolidated Financial Statements as at November 30, 2011 were prepared in accordance with the International Financial Reporting Standards (IFRSs) published by the International Accounting Standards Board (IASB) as adopted by the European Union (sec. 315a HGB) ("Handelsgesetzbuch": German Commercial Code).

The accounting policies adopted are consistent with those of the prior financial year. In addition to these, the following new or revised standards were adopted for the first time:

- IFRS 1, First Time Adoption of IFRS – Additional Exceptions to Retrospective Application of IFRS
- IFRS 1, Limited Exemption from Comparative IFRS 7 Disclosure for First-time Adopters and IFRS 7 Financial Instruments: Disclosures
- IFRS 2, Share-based Payment – Share-based Payment at Group Level
- Amendments to IFRSs
  In April 2009, the IASB published the second set of amendments. In total, 12 IFRSs are affected from the not immediate but necessary amendments. Most of the amendments will become effective for the first time for financial years beginning on or after January 1, 2010
- IAS 32, Financial Instruments: Presentation – Classification of Right Issues
- IFRIC 15, Agreements for the Construction of Real Estate
- IFRIC 19, Extinguishing Financial Liabilities with Equity Investments

With the exception of additional disclosure requirements, the adoption of the above-mentioned standards, where applicable to the Group's business operations, has not had any significant effect on the Consolidated Financial Statements in the period of adoption.

Furthermore, the IASB and IFRIC have issued the following standards and interpretations which have already been issued but not yet come into force in the financial year:

a. Amendments that are effective for financial years beginning in or after 2011:

- IFRS 1, First Time Adoption of IFRS – Severe Hyperinflation and Removal of Fixed Dates (not yet EU-endorsed)
- IFRS 7, Financial Instruments: Disclosures – Transfer of Financial assets
- IAS 24, Related Party Disclosure – Public Sector Companies and Definition of Related Parties

- Amendments to IFRSs
  In May 2010, the IASB published the third set of amendments with 11 modifications for six various standards and one interpretation. Most of the amendments will become effective for the first time for financial years beginning on or after January 1, 2011.
- IFRIC 14, Adoption of amendments to IFRIC 14 – Prepayments of a Minimum Funding Requirement

The application of the above-mentioned Standards will in principle not have any material effect on the Consolidated Financial Statements.

b. Amendments that become effective for financial years beginning in or after 2012:

- IFRS 9, Financial Instruments (not yet EU-endorsed)
- IFRS 10, Consolidated Financial Statements (not yet EU-endorsed)
- IFRS 11, Joint Arrangements (not yet EU-endorsed)
- IFRS 12, Disclosures of Interests in Other Entities (not yet EU-endorsed)
- IFRS 13, Fair Value Measurement (not yet EU-endorsed)
- IAS 1, Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income (not yet EU-endorsed)
- IAS 12, Income Taxes – Deferred Tax: Recovery of Underlying assets (not yet EU-endorsed)
- IAS 19, Employee Benefits – (amended in 2011) (not yet EU-endorsed)
- IAS 27, Separate Financial Statements (amended in 2011) (not yet EU endorsed)
- IAS 28, Investments in Associates and Joint Ventures (amended in 2011) (not yet EU-endorsed)
- IFRIC 20, Stripping Costs in the Production Phase of a Surface Mine (not yet EU-endorsed)

The application of the above-mentioned Standards in principle will not have any material effect on the Consolidated Financial Statements. The potential effects on the Consolidated Financial Statements resulting from the application of IFRS 9 and IAS 19 in the future, cannot be assessed finally.

In preparing the Consolidated Financial Statements in accordance with prevailing accounting principles, estimates and assumptions discretionary decisions are made which have an effect on the recognition and valuation of assets and liabilities, the disclosure of contingent liabilities and assets as of the balance sheet date as well as on the amount of income and expenses in the reporting period. Although the estimates are made to the best of management's knowledge of current events and transactions, actual future results may differ from the estimates. The most important assumptions bearing an element of estimation uncertainty relate to the determination of the option value of phantom stocks (see Note (19)), the calculation of recoverable amounts for goodwill and brand names in the context of impairment tests (see Note (21)), the calculation of deferred tax assets (including timing of initial recognition; see Note (26)), the determination of parameters for the calculation of pension provisions (see Note (32)), as well as to future-related assumptions upon purchase price allocations (see Note (12)).

In order to improve the clarity and informative value of the Financial Statements, individual items of the balance sheet and income statement are summarized and disclosed separately in these notes. The income statement has been prepared using the function of expense method.

The Consolidated Financial Statements are in euro, the functional currency of the parent company.

Two arbitration proceedings are pending at Gerresheimer Group GmbH and GERRESHEIMER GLAS GmbH. One relates to the settlement (EUR 14.75 per share) and the compensation payment (EUR 0.84 per share) based on the profit and loss transfer agreement. The second relates to the cash settlement (EUR 16.12 per share) from the squeeze-out of minority shareholders.

The Consolidated Financial Statements of Gerresheimer AG are published in German in the Electronic Federal Law Gazette (Elektronischer Bundesanzeiger) and on the internet at www.gerresheimer.com.

(2) Consolidated Group

In the **current financial year**, the sale and purchase agreement for the acquisition of 100 % of the shares in the company Vedat Tampas Hermeticas Ltda., Embu, Brazil was signed on March 21, 2011. At this time, Gerresheimer obtained control of Vedat. The acquisition cost was paid in cash and came to EUR 78.2m, plus cash of EUR 3.3m, which remained in the company. The acquisition-related costs amounted to EUR 0.7m and are included in the Consolidated Income Statement under the one-off expenses in the position other operating expenses.

Vedat is a manufacturer of pharmaceutical plastic packaging and produces plastic closures, PET bottles and other plastic containers mainly for the South American pharmaceutical industry. The company generated revenues of about EUR 45m in 2010 and employs 450 people.

For the Gerresheimer Group, the acquisition is an outstanding addition to the three existing production facilities for Plastic Packaging in South America. As a result of the integration of Vedat, the Group can now act as a full range supplier for pharmaceutical plastic packaging in South America.

The acquisition was accounted for using the purchase method of accounting and on the basis of the fair values of the identified assets, liabilities and contingent liabilities. The effects of the acquisition of Vedat on the Consolidated Balance Sheet of Gerresheimer AG at the time of initial consolidation on March 21, 2011 were as follows:

in EUR m	
Assets	
Intangible assets	14.7
Property, plant and equipment	17.9
Inventories	4.4
Receivables and other assets	6.3
Deferred tax assets	0.4
Cash and cash equivalents	3.3
Equity and Liabilities	
Deferred tax liabilities	5.0
Other provisions	0.6
Other liabilities	6.7

Goodwill of EUR 46.8m was recognized on acquisition, which is not reflected in the table above. Fair value adjustments of EUR 24.9m were made in connection with the purchase price allocation, which are included in the above table under intangible assets (EUR 14.6m) and tangible assets (EUR 10.3m). Intangible assets relate to brand names (EUR 2.8m), the customer base (EUR 11.5m) and orders on hand (EUR 0.3m). Tangible assets primarily include machinery and capitalized tools. Deferred tax liabilities of EUR 5.0m have arisen and are included under deferred tax liabilities in the above table. The nominal value of acquired receivables corresponds to the fair value at the time of acquisition. The assets acquired and liabilties assumed were accounted for at their carrying amounts upon acquisition.

In the period of inclusion in the consolidated financial figures, the company achieved revenues of EUR 30.1m and net income after income taxes of EUR 2.6m. It is not possible to state pro forma revenues and results as Vedat´s financial year is the same as the calendar year and it is not feasible to provide separate financial statements for the months before acquisition including a transition to IFRS.

With effect from December 1, 2010, Gerresheimer Bauglas GmbH, was merged into GERRESHEIMER GLAS GmbH, Duesseldorf.

Last year, the newly established Gerresheimer Pharmaceutical Packaging Mumbai Private Limited, Mumbai, India, was purchased on November 26, 2010 to advance the very promising pharmaceutical primary packaging and drug delivery systems business in the growth market India.

Full information on the shareholdings by Gerresheimer AG as at November 30, 2011 includes the following entities:

in %	Investment (direct and indirect)
Entities included in the Consolidated Financial Statements	
Asia	
Gerresheimer Medical Plastic Systems Dongguan Co. Ltd., Wang Niu Dun Town, Dongguan City (China)	100.00
Gerresheimer Pharmaceutical Packaging Mumbai Private Ltd., Mumbai (India)	100.00
Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang) Co. Ltd., Danyang, Jiangsu (China)	60.00
Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang) Co. Ltd., Zhenjiang, Jiangsu (China)	60.00
Kimble Bomex (Beijing) Glass Co. Ltd., Beijing (China)	70.00[1)]
Kimble Bomex (Beijing) Labware Co. Ltd., Beijing (China)	70.00[1)]
Europe	
DSTR S.L., Epila (Spain)	100.00
Gerresheimer Boleslawiec S.A., Boleslawiec (Poland)	100.00
Gerresheimer Buende GmbH, Buende/Westfalia (Germany)[2)]	100.00
Gerresheimer Chalon S.A., Chalon-sur-Saone (France)	100.00
Gerresheimer Denmark A/S, Vaerloese (Denmark)	100.00
Gerresheimer Essen GmbH, Essen-Steele (Germany)[2)]	100.00
GERRESHEIMER GLAS GmbH, Duesseldorf (Germany)[2)]	100.00
Gerresheimer Group GmbH, Duesseldorf (Germany)[2)]	100.00
Gerresheimer Holdings GmbH, Duesseldorf (Germany)[2)]	100.00
Gerresheimer Horsovsky Tyn spol. s r.o., Horsovsky Tyn (Czech Republic)	100.00
Gerresheimer Kuessnacht AG, Kuessnacht (Switzerland)	100.00
Gerresheimer Lohr GmbH, Lohr/Main (Germany)[2)]	100.00
Gerresheimer Momignies S.A., Momignies (Belgium)	99.00
Gerresheimer Moulded Glass GmbH, Tettau/Upper Franconia (Germany)[2)]	100.00
Gerresheimer Pisa S.p.A., Pisa (Italy)	100.00
Gerresheimer Plastic Packaging AB, Malmoe (Sweden)	100.00
Gerresheimer Plastic Packaging SAS, Besancon (France)	100.00
Gerresheimer Regensburg GmbH, Regensburg (Germany)[2)]	100.00
Gerresheimer Spain S.L.U., Epila (Spain)	100.00
Gerresheimer Tettau GmbH, Tettau/Upper Franconia (Germany)[2)]	100.00
Gerresheimer UK Ltd., Reading (UK)	100.00
Gerresheimer Vaerloese A/S, Vaerloese (Denmark)	100.00
Gerresheimer Valencia S.L.U., Masalaves (Spain)	99.82
Gerresheimer Wertheim GmbH, Wertheim (Germany)[2)]	100.00
Gerresheimer Werkzeug- und Automatisierungstechnik GmbH, Wackersdorf (Germany)[2)]	100.00
Gerresheimer Wilden AB, Ronneby (Sweden)	100.00
Gerresheimer Zaragoza S.A., Epila (Spain)	99.82
Scherf-Präzision Europa GmbH, Meiningen-Dreissigacker (Germany)	100.00[1)]
VR-Leasing SALMO GmbH & Co. Immobilien KG, Eschborn (Germany)[3)]	100.00

in %	Investment (direct and indirect)
Americas	
Gerresheimer Buenos Aires S.A., Buenos Aires (Argentina)	99.82
Gerresheimer Glass Inc., Vineland, NJ (USA)	100.00
Gerresheimer Mexico Holding LLC., Wilmington, DE (USA)	100.00
Gerresheimer MH Inc., Wilmington, DE (USA)	100.00
Gerresheimer Peachtree City (USA) L.P., Peachtree City, GA (USA)	100.00
Gerresheimer Peachtree City Inc., Peachtree City, GA (USA)	100.00
Gerresheimer Plasticos Sao Paulo Ltda., Cotia (Brazil)	100.00
Gerresheimer Queretaro S.A., Queretaro (Mexico)	100.00
Gerresheimer Sistemas Plasticos Medicinais Sao Paulo Ltda., Indaiatuba (Brazil)	100.00
Kimble Chase Life Science and Research Products LLC., Vineland, NJ (USA)	51.00
Kimble Kontes LLC., Vineland, NJ (USA)	100.00[1)]
Kontes Mexico S. de R.L. de C.V., Queretaro (Mexico)	100.00[1)]
Vedat Tampas Hermeticas Ltda., Embu (Brazil)	100.00
Associated Companies	
Beijing Gerresheimer Glass Co., Ltd., Huangcun, Beijing (China)	45.70
Gerresheimer Tooling LLC, Peachtree City, GA (USA)	30.00
Proform CNC Nastrojarna spol., Horsovsky Tyn (Czech Republic)	30.15
Non-consolidated Companies [4)]	
Gerresheimer Hallenverwaltungs GmbH, Duesseldorf (Germany)	100.00
Gerresheimer Hallenverwaltungs GmbH & Co. Objekt Duesseldorf KG, Duesseldorf (Germany)	100.00
Gerresheimer Hallenverwaltungs GmbH & Co. Objekt Lohr/Main KG, Duesseldorf (Germany)	100.00
Gerresheimer Medical Plastic Systems GmbH, Regensburg (Germany)	100.00
Nouvelles Verreries de Momignies Inc., Larchmont, NY (USA)	99.00

1) Share disclosures represent the direct investment of Kimble Chase Life Science and Research Products LLC.

2) Pursuant to sec. 264 (3) HGB ("Handelsgesetzbuch": German Commercial Code), the entities are not obliged to prepare notes to the financial statements and a management report or publish annual financial statements.

3) Pursuant to SIC 12, the entity is consolidated as a special-purpose entity. Gerresheimer Regensburg GmbH is limited partner. Pursuant to sec. 264b HGB ("Handelsgesetzbuch": German Commercial Code), the company is not obliged to publish annual financial statements.

4) Due to the fact that the net assets, financial position, results from operations and cash flow – also in the entirety – are not material the companies are not included in the consolidated group.

(3) Consolidation Principles

In addition to Gerresheimer AG, the domestic and foreign subsidiaries directly or indirectly controlled by the Company are included in the Consolidated Financial Statements.

Subsidiaries are consolidated for the first time as of the date the parent assumes control of the entity. Deconsolidation is performed as of the date control ceases to exist. The shares of the non-controlling interests in equity, profit and loss and comprehensive income are disclosed separately in the balance sheet, income statement and statement of comprehensive income. In the consolidated balance sheet, they are disclosed separately from the equity attributable to equity holders of the parent.

Purchases of subsidiaries are accounted for using the purchase method. For the initial valuation of a business combination, this method stipulates that all identifiable assets, liabilities and contingent liabilities of the acquired entity are fully recognized at their fair value at the acquisition date. Any remaining debit difference after the purchase price allocation is recognized as goodwill. Any credit difference (negative goodwill) remaining after careful reassessment is recognized immediately in profit or loss under other operating income.

Investments in associated companies are recognized according to the Group's share in equity using the equity method. Interim financial statements are prepared as of the Group's balance sheet date.

The financial statements of the domestic and foreign subsidiaries included in consolidation have been prepared according to uniform accounting and valuation policies in accordance with IAS 27.

Effects from intercompany transactions are eliminated. Receivables and liabilities between consolidated entities are offset, as are intercompany income and expenses; intercompany profits and losses are eliminated. The necessary deferred taxes are recognized for temporary differences arising on consolidation in accordance with IAS 12.

(4) Currency Translation

In the separate financial statements, transactions in foreign currency are measured at the rate on the transaction date.

Non-monetary items are translated into the functional currency at the exchange rate on the date of the transaction. Monetary items are translated using the closing rate at the balance sheet date. Exchange gains or losses from the translation of monetary assets and liabilities denominated in foreign currency at year-end rates are recognized in profit or loss unless they qualify as cash flow hedges and are temporarily recognized in equity until realized.

Functional currency translation is used in the Consolidated Financial Statements (IAS 21). Balance sheet items of all foreign entities which do not use the euro as their functional currency are translated using the daily middle rates published by the European Central Bank on the balance sheet date.

Income and expense items as well as cash flow items of the foreign entities are translated into the Group's currency using the average exchange rate. Any resulting differences are offset directly against equity. Goodwill is treated in the same way as the assets and liabilities of the entities in question and translated using the closing rate on the date of the transaction.

The following exchange rates are used to translate the major currencies in the Group:

	Closing rate		Average rate	
1 EUR	**Nov. 30, 2011**	Nov. 30, 2010	**2011**	2010
ARS	5.7495	5.1641	5.7241	5.2314
BRL	2.4341	2.2371	2.3150	2.3680
CHF	1.2265	1.2990	1.2394	1.3988
CNY	8.5567	8.6655	9.0487	9.1075
CZK	25.3210	24.9377	24.5818	25.4453
DKK	7.4370	7.4516	7.4514	7.4460
GBP	0.8558	0.8377	0.8706	0.8636
MXN	18.2109	16.3132	17.2136	17.0940
PLN	4.5080	4.0683	4.0948	4.0274
SEK	9.1460	9.1743	9.0274	9.6712
USD	1.3418	1.2997	1.3949	1.3421

(5) Accounting Policies

Assets and liabilities are measured at amortized cost, with the exception of available-for-sale investment securities and derivative financial instruments which are measured at fair value.

Intangible assets

Intangible assets are recognized at cost. Those with finite useful lives are amortized in line with their useful economic life, with impairment losses being recognized where required. The useful life of licenses and similar rights is between one and five years. Brand names with finite useful lives are amortized in the same way as technologies, namely over the period of their estimated useful lives of between five and ten years.

Further brand names, which relate to the umbrella brand strategy, and goodwill are also disclosed as intangible assets with indefinite useful lives. The latter represents the excess of the Group's interest in the fair values of the acquiree's net assets over cost at the date of acquisition. These assets are tested for impairment at least once a year in accordance with IFRS 3, "Business Combinations", IAS 36, "Impairment of Assets" and IAS 38, "Intangible Assets".

Research costs are generally expensed as incurred. Development costs are only recognized as an intangible asset if the criteria of IAS 38 have been fulfilled, i.e. in particular if it is likely that the project is technically and commercially feasible and if the expenses attributable to the intangible asset can be reliably measured during its development. Capitalized development costs are amortized on a straight-line basis over a period of seven or ten years.

The Group receives emission allowances free of charge in certain European countries, as part of the European system for trading in greenhouse gas emission certificates. These emission allowances are disclosed using the net liability method. Pursuant to IAS 20.23, non-monetary government grants, here the asset received (emission allowances), may be recorded at a nominal amount. Obligations from the emission of pollutants are not considered until the actual level of emission exceeds the existing emission allowances granted to the Gerresheimer Group. The obligation is then recognized at the respective fair value of the emission allowances. Any emission allowances purchased from third parties are recognized at cost and treated as refund claims.

Property, plant and equipment

Property, plant and equipment are measured at cost less depreciation and any impairment losses. The cost of property, plant and equipment comprises all costs incurred pursuant to IAS 16. Borrowing costs of a qualifying asset are capitalized according to IAS 23. Property, plant and equipment are generally subject to depreciation on a straight-line basis.

This depreciation is based on the following useful lives which were generally calculated on the basis of estimates by experts:

	in years
Buildings	10–40
Plant and machinery	5–15
Furniture and fixtures	3–10

Repair and maintenance expenses are expensed as incurred. Expenses for major inspections and furnace overhauls are included in the carrying amount of the assets if the recognition criteria of IAS 16 are met.

Government grants

Government grants are recognized at their fair value if they have been officially approved and there is reasonable assurance that the entity will comply with the conditions attached to them. The grants are released to income in equal annual installments over the expected useful life of the subsidized asset.

Investment property

Investment property (IAS 40) comprises property held on a long-term basis to earn rentals and/or for capital appreciation. It is recognized at cost less accumulated depreciation and accumulated impairment losses (cost model).

Leases

Leased property, plant and equipment are recognized in accordance with IAS 17 and depreciated when the risks and rewards incidental to ownership have been transferred to a group company. On initial recognition, the assets and liabilities pertaining to the finance lease are recorded at equal amounts in the balance sheet equal to the fair value of the leased property or, if lower, the present value of the minimum lease payments, each determined at the inception of the lease. The liabilities are disclosed under financial liabilities. Lease payments are apportioned between the finance charge and the reduction in the outstanding liability so as to achieve a constant periodic interest rate on the remaining balance of the liability over the period. Non-current assets acquired through finance leases are depreciated over the shorter of their expected useful life or the term of the lease.

If leased assets pursuant to IAS 17 are classified as operating leases, payments are recognized as an expense in the income statement over the term of the lease agreement.

Impairment losses

Property, plant and equipment, investment property, goodwill, intangible assets and other non-current assets are subject to an impairment test if circumstances and events indicate that the carrying amount does not reflect the recoverable amount. Furthermore, goodwill and other intangible assets with indefinite useful lives are subject to an annual impairment test at the level of the cash-generating unit to which the respective asset belongs. The impairment loss is equal to the amount by which the carrying amount exceeds the net realizable value or value in use.

Unless the asset in question is goodwill, impairment losses are reversed if the reasons for the impairment cease to exist. Impairment losses on goodwill are disclosed as other operating expenses, reversals of impairment losses are disclosed under other operating income.

Investments in associates

Investments in associates are recognized according to the Group's share in equity using the equity method and disclosed under "Investments accounted for using the equity method". The ownership interest is determined on the basis of the number of shares outstanding. Net equity is translated at the rate on the balance sheet date. The results of equity investments are disclosed in the operating result because the investments are not held for financial purposes but are regarded as part of the Group's operating business.

Inventories

Inventories are measured at the lower of cost and net realizable value. Cost is generally the average cost, and includes production and materials overheads in addition to direct costs. Other expenses attributable to production are also included in the costs of conversion. Besides these production costs, the cost of sales disclosed in the income statement also includes the cost of unused capacities.

Financial assets

Financial assets are recognized when the contractual rights to receive cash flows of a financial asset have been transferred. Initial recognition is at the fair value plus directly attributable transaction costs. In the same way, financial assets are derecognized once the contractual rights to receive cash flow of a financial asset have expired. The settlement date, i.e. the date on which the asset is delivered to or by the Gerresheimer Group (date of transfer of ownership) is relevant for the first-time recognition and derecognition of regular purchases or sales.

On acquisition, financial assets are classified into the following categories. The classification is reviewed at each balance sheet date.

Financial assets at fair value through profit or loss: Financial assets which are initially measured at fair value through profit and loss are classified as assets held for trading. Any subsequently measured gain or loss is recognized in profit or loss.

At Gerresheimer, these assets exclusively comprise the derivative financial instruments disclosed in other financial assets which are not determined to be an effective hedge in accordance with IAS 39. Gerresheimer does not make use of the fair value option. Please see our Note (6) for further explanations on derivative financial instruments.

Held-to-maturity investments: Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity investments when the Group has the positive intention and ability to hold to maturity. After initial recognition, held-to-maturity investments are subsequently measured at amortized cost using the effective interest method less any impairment losses. Gains and losses are recognized in profit or loss when the investments are derecognized or impaired as well as through the amortization process.

Up to now, no financial assets are classed into this category at Gerresheimer.

Available-for-sale financial assets: Available-for-sale financial assets are non-derivative financial assets that are designated as available for sale or are not classified as one of the other categories. Subsequent to initial measurement, available-for-sale financial assets are measured at fair value. Unrealized gains or losses are recognized directly in equity. If such a financial asset is derecognized or impaired, any accumulated gain or loss that had been recognized directly in equity is recognized in profit or loss.

Equity investments carried in the balance sheet in the reporting period are classified without exception as “available for sale” and are measured at cost due to the lack of a market value. Non-interest or low-interest bearing financial assets are measured at amortized cost. The cost is determined using the effective interest method less any impairment and including discounts and premiums paid upon acquisition as well as transaction costs and fees which are an integral part of the effective interest rate.

In addition, the remaining financial assets which are allocated to other financial assets are included in this category.

Loans and receivables: Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, loans and receivables are measured at amortized cost using the effective interest method less any impairment. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired and through the amortization process.

Trade receivables, the loans and refund claims included in other financial assets and cash and cash equivalents are designated to this category.

If there are indications of impairment for balances in the category loans and receivables, an impairment test is carried out and an impairment loss charged accordingly. For this purpose, the Company tests whether the carrying amount exceeds the present value of the expected future cash flows which are discounted at the current market rate of return of a comparable asset. If this is the case, an impairment loss is recorded for the difference. If the reasons for the impairment cease to exist, the impairment losses are reversed, however, not in excess of the initial cost.

No reclassifications between the categories were made either in the reporting period or in the prior financial year.

Customer-specific construction
Customer-specific construction contracts are recognized using the percentage of completion method. The service rendered, including the share in the result, is disclosed under revenue in accordance with the percentage of completion. The applicable percentage of completion is calculated using the cost-to-cost method. Disclosure is made under trade receivables.

Other receivables
Tax receivables, prepayments and other non-financial assets are recognized at nominal values less impairments.

Cash and cash equivalents
Cash and cash equivalents are carried as financial assets at their nominal values. The cash equivalents have terms of three months or less.

Assets and disposal groups held for sale
This item is disclosed if there are individual non-current assets or groups of assets and directly attributable liabilities which may be sold in their current condition and their sale is sufficiently probable. The assets and liabilities held for sale must also be disposed of by the Group in a single transaction.

The non-current assets in a disposal group are not depreciated or amortized. Instead, they are recognized at the lower of carrying amount and fair value less costs to sell. If the carrying amount exceeds the fair value, they are impaired.

Provisions for pensions and similar obligations
The Group has a number of pension schemes that are designed in accordance with the regulations and practices of the countries they apply to. Furthermore, commitments have been made in the US to provide additional post-employment medical care. More than 77 % of these benefits are not financed through funds.

When accounting for pensions and other post-employment benefits, a distinction is made between defined benefit plans and defined contribution plans. Under a defined contribution plan, the Group pays fixed amounts into a fund and no further legal or constructive obligation exists to pay any further amounts in cases where the fund does not have enough capital to meet its obligation to pay the benefits due for the current year and for previous years. The Group's obligation is based on the annual contributions. As a result, no actuarial assumptions have to be made in order to value the obligations and expenses and, as such, actuarial gains and losses cannot be incurred. Furthermore, the obligations are measured on an undiscounted basis except where they are due more than twelve months after the end of the period in which they were earned.

A defined benefit plan defines the amount of the benefit. This amount is linked to one or a number of factors such as age, years of service and salary. The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit method. Actuarial gains and losses are recognized as income or expense if the net cumulative unrecognized actuarial gains and losses for each individual plan at the end of the previous reporting year exceed the higher amount of 10 % of the defined benefit obligation or 10 % of the fair value of plan assets at that date. These gains or losses are recognized over the expected average remaining working lives of the employees participating in the plans.

Past service cost is recognized on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits are already vested immediately following the introduction of, or changes to, a defined benefit plan, past service costs are immediately expensed.

The defined benefit liability is the net total of the present value of the defined benefit obligation, plus or minus actuarial gains and losses not yet recognized in profit or loss, minus past service cost not yet recognized in profit or loss, plus any as yet unrecognized gains or losses from plan changes, minus the fair value of plan assets out of which the obligations are to be settled directly.

The obligations are measured annually by independent actuaries. The interest payable on pensions is disclosed in the financial result.

Other provisions

Other provisions are recognized if a current obligation is established as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be reliably estimated. Non-current provisions are discounted. If a contractual claim to refund from a third party is sufficiently probable, the refund is recognized as an asset in the balance sheet.

Phased retirement obligations are also disclosed in other provisions with the block model being applied for phased retirement agreements. The salary portion is recognized pro rata temporis during the active phase over the residual period of the employee's term of service. The incentive amounts, which are granted from the employer, are set up from the date the agreement is concluded with the present value of the settled payments. While the incentive amounts are paid out from the beginning of the active phase, the salary portions are due at the beginning of the passive phase.

Post-employment benefits are accounted for when an obligation exists on the basis of a detailed formal plan or a concrete settlement offer. Benefits payable more than twelve months after the balance sheet date are discounted to the present value.

Stock appreciation rights (phantom stocks)
Stock appreciation rights are recognized at fair value in accordance with IFRS 2. The fair value of the phantom stocks is recorded pro rata temporis as personnel expenses and at the same time as a provision because an obligation exists to make a cash settlement. The total expense that requires recognition in the period up until the date on which the phantom stock is exercised is calculated on the basis of the fair value of the phantom stock and the expected fluctuation of the beneficiaries; these parameters are reviewed at each balance sheet date.

Current and deferred income taxes
The corporations included in the Gerresheimer AG Group (with the exception of the foreign subsidiaries and one German corporation) form a tax group for income tax purposes. Gerresheimer AG fulfills the role of taxpayer. As a result, the German subsidiaries consolidated into the Group do not generally incur income taxes. In addition to the calculation of current income taxes, deferred tax assets or liabilities are recognized for temporary differences between the amounts recognized in the Company's tax accounts and its IFRS balance sheet in accordance with IAS 12. This leads to a future tax burden (deferred tax liabilities) or future tax relief (deferred tax assets). Additionally deferred tax assets for tax loss carry forwards and tax credits are recognized. The calculation is based on the tax rates applicable in the future. Deferred tax assets are only recognized when it appears probable that they will be realized.

Financial liabilities
Financial liabilities include primary liabilities and negative fair values of derivative financial instruments.

The primary liabilities are recognized for the first time when a contractual obligation to payment arises from these liabilities. They are recognized for the first time at their fair value less any transaction costs. They are subsequently measured at amortized cost using the effective interest method. Differences between their fair value at first time of recognition (less any transaction costs) and their repayable amount on maturity are recognized in profit or loss over the term of the liability.

Derivative financial instruments that are not determined to be an effective hedge pursuant to IAS 39 must be classified as "held for trading" and recognized at fair value. If their fair value is negative, the instruments are disclosed under financial liabilities. Gerresheimer does not make use of the fair value option. Please see our Note (6) for further explanations on the recognition of derivative financial instruments.

Financial liabilities are derecognized once the contractual obligations to payment arising from the liabilities have been settled, removed or cancelled and have therefore expired.

Other liabilities
Payments received, liabilities from other taxes or social security and non-financial liabilities are recognized at amortized cost.

Revenue recognition
Revenue from the sale of products and services is recognized, less sales deductions such as bonuses, cash discounts or rebates, at the date when the risks were transferred or the service rendered. Interest income is recognized using the effective interest method when interest accrues.

Customer-specific construction contracts are recognized using the percentage of completion method. The service rendered, including the share in the result, is disclosed under revenue in accordance with the percentage of completion.

(6) Financial Risk Management and Derivative Financial Instruments

Derivative financial instruments are used exclusively for hedging purposes.

The Group's financial risks are monitored centrally as part of the Group-wide financial risk management system. Identified potential risks are managed using suitable hedging measures on the basis of clearly defined guidelines.

In addition to price risks resulting from fluctuations on the money and capital markets and the international commodities markets, risk management focuses on credit and liquidity risks.

In line with intragroup financing guidelines, forward exchange contracts and currency swaps are used to hedge **exchange rate risks**. In connection with currency management, only transaction risks can be considered risk exposures. The currency derivatives are used to hedge defined hedged items and are classified as hedging instruments in accordance with the requirements of IAS 39.

Credit risks resulting from the Group's trade relationships are monitored through credit and receivables management and the sales divisions of the operating entities. With the aim of avoiding losses on receivables, customers are subject to ongoing internal credit checks. Receivables from customers which do not have a first-class credit rating are generally insured.

The Group's **liquidity situation** is monitored and managed using complex planning instruments. Risks in connection with the procurement of funds are identified and monitored on the basis of rolling financial and liquidity plans.

All derivative financial instruments are recognized at fair value pursuant to IAS 39. Derivative financial instruments with a positive fair value are disclosed under other financial assets and derivatives with negative fair values are disclosed under other financial liabilities.

The fair values of derivative financial instruments are determined using the applicable exchange rates, interest rates and credit standings at the balance sheet date. The fair value equals the amount which the group entities would either receive or have to pay to settle the financial instrument on the balance sheet date.

Changes in the fair value of derivative financial instruments are recognized immediately in profit or loss unless an effective hedge is in place which meets the criteria of IAS 39. If the derivative serves to effectively hedge anticipated future cash inflows or outflows (cash flow hedge), changes in the fair value of the derivative financial instrument are recognized directly in equity (in the cash flow hedge reserve), provided that they relate to an effective hedge. In this case, effects from the change in value of the derivative only arise on maturity or settlement of the hedged item.

The interest rate swaps were classified as cash flow hedges in line with IAS 39. The swaps meet the effectivity criteria and were therefore classified as effective.

Due to the short-term nature of the hedges, the currency derivatives were classified as held for trading pursuant to IAS 39 and measured at fair value. Changes in fair value are recognized in profit or loss.

(7) Cash Flow Statement

The cash flow statement shows how the cash and cash equivalents of the Gerresheimer Group have changed in the course of the year under review due to cash inflows and outflows. The effects due to the first-time consolidation of acquisitions, divestments and other changes in the consolidated group have been eliminated. In accordance with IAS 7, a distinction is made between cash flows from operating, investing and financing activities. The cash and cash equivalents in the cash flow statement comprise cash on hand, checks, bills of exchange and bank balances. The position "Cash paid out for the acquisition of subsidiaries, net of cash received", includes the purchase price paid for the acquisition of the Brazilian company Vedat of EUR 81.5m, less cash shown by Vedat on acquisition of EUR 3.3m.

NOTES TO THE CONSOLIDATED INCOME STATEMENT

(8) Revenues

in EUR m	2011	2010
By division		
Tubular Glass	290	296
Plastic Systems	371	308
Moulded Glass	342	326
Life Science Research	92	95
	1,095	**1,025**
By region		
Germany	256	240
Europe (excluding Germany)	430	410
Americas	343	311
Other regions	66	64
	1,095	**1,025**

Revenues contain realized order values of EUR 1.1m (prior year: EUR 5.7m) based on application of the percentage of completion method. All other revenue was generated from the sale of goods.

(9) Cost of Sales

Cost of sales comprises the cost of the goods sold and the purchase cost of the sold merchandise. The cost of sales includes direct costs such as production materials, personnel expenses and energy costs as well as indirect costs such as depreciation on production facilities and repair costs. In addition, the cost of sales includes in total depreciation amounting to EUR 78.5m (prior year: 78.6m), thereof fair value adjustments of EUR 4.7m (prior year: EUR 4.2m).

(10) Selling and Administrative Expenses

Selling expenses comprise personnel and non-personnel expenses for the sales organizations and distribution (including freight and commissions). In addition, the selling expenses include depreciation amounting to EUR 17.3m (prior year: EUR 22.2m), thereof fair value adjustments of EUR 15.9m (prior year: EUR 20.6m).

General administrative expenses comprise personnel and non-personnel expenses for the administrative functions as well as depreciation amounting to EUR 4.8m (prior year: EUR 4.7m).

(11) Other Operating Income

Other operating income breaks down as follows:

in EUR m	2011	2010
Income from the reversal of provisions	4.7	2.4
Income from refund claims against third parties	3.8	1.8
Income from the disposal of fixed assets	1.8	2.1
Income from the derecognition of liabilities	1.0	1.0
One-off income	0.0	2.2
Exchange gains	0.0	0.4
Other income	4.2	4.0
	15.5	**13.9**

Exchange gains and losses from the translation of receivables and payables in foreign currency from operating activities and the net result of the fair value of derivate financial instruments, used as hedging instruments for hedged items from operating activities, are shown net either in other operating income or in other operating expenses. Exchange gains or losses from financing activities are included net in the financial result.

The one-off income included last year relates to on-charges due to tax audits.

(12) Amortization of Fair Value Adjustments

The following table shows the amortization of fair value adjustments made following the acquisitions of Gerresheimer Group GmbH in December 2004, Gerresheimer Vaerloese (formerly Dudek Plast Group) at the end of December 2005, the Gerresheimer Regensburg Group (formerly Wilden Group) in early January 2007, the pharmaceutical glass business of Comar Inc., US, in March 2007, the newly formed joint venture Kimble Chase in July 2007, as well as Gerresheimer Zaragoza and Gerresheimer Sao Paulo in January 2008 as well as Vedat Tampas Hermeticas Ltda. in March 2011:

in EUR m	Fair value adjustments Carrying value as at Nov. 30, 2011	Fair value adjustments Amortization 2011	Fair value adjustments Amortization 2010
Customer base	57.1	15.7	20.6
Orders on hand	0.1	0.2	0.0
Brand names	31.8	0.0	0.0
Technologies	7.9	1.6	1.6
Process know-how	0.1	0.0	0.1
Land	4.0	0.0	0.0
Buildings	11.0	0.5	0.6
Machinery	12.6	2.6	1.9
	124.6	**20.6**	**24.8**

Brand names are not subject to ordinary amortization instead, in accordance with IFRS 3, “Business Combinations”, IAS 36, “Impairment of Assets” and IAS 38, “Intangible Assets”, they are tested for impairment at least once a year.

(13) Other Operating Expenses

in EUR m	2011	2010
One-off expenses	6.9	2.2
Research and development	3.9	3.5
Loss from the disposal of fixed assets	0.5	0.8
Exchange losses	0.2	0.0
Restructuring expenses	0.1	3.7
Business interruption costs	0.0	0.2
Other expenses	2.6	6.6
	14.2	**17.0**

In the financial year, the one-off expenses chiefly comprise balances in connection with the acquisition of Vedat as well as expenses incurred in connection with previous acquisitions. The prior year one-off expenses mainly comprised consulting fees in connection with planned acquisitions.

Exchange gains and losses from the translation of receivables and payables in foreign currency from operating activities and the net result of the fair value of derivate financial instruments, used as hedging instruments for hedged items from operating activities, are shown net either in other operating income or in other operating expenses. Exchange gains or losses from financing activities are included net in the financial result.

The restructuring expenses of EUR 0.1m stated in the financial year relate to the transfer of the Life Science business activities from the USA to China and Mexico, which was decided on in the prior year. This transfer of business activities also explains the majority of restructuring expense arising in the financial year 2010.

(14) Financial Result

in EUR k	2011	2010
Financial income	2,314	935
Financial expenses	-39,066	-35,257
(thereof for interest rate swaps: Cash flow hedges, transfer of equity)	*(-2,655)*	*(-10,361)*
(thereof interest expense for pension provisions less expected return on plan assets)	*(-6,947)*	*(-8,333)*
(thereof exchange gains from financing activities)	*(689)*	*(2,126)*
	-36,752	**-34,322**

Financial expenses contain interest expenses on liabilities to banks, bonds, finance lease liabilities, and other financial liabilities. In connection with the refinancing in the first half of the financial year 2011, one-off expenses of EUR 7,912k arose.

Income from equity investments of EUR 66k included in the prior year balance are classified as “available for sale”. The interest expenses in connection with the interest rate swaps, which are recognized as a cash flow hedge (EUR 2,655k; prior year: EUR 10,361k), are classified as financial liabilities “at fair value – changes in cash flow hedge”. All other income from financial assets is designated to the category “Loans and receivables” and all other expenses from financial liabilities to the category “Liabilities carried at amortized cost”.

Exchange effects arising from financing activities including the derivative financial instruments relating hereto are shown net in the financial result either under exchange gains or exchange losses from financing activities.

(15) Income Taxes

in EUR k	**2011**	2010
Current income taxes	-17,513	-18,136
Deferred income taxes	-574	4,179
	-18,087	**-13,957**

For information on deferred taxes, please see our explanations in Notes (26) and (31).

The reasons for the difference between the expected and effective tax expense in the Group are as follows:

in EUR k	**2011**	2010
Net income before income taxes	72,515	60,704
Expected tax expense: 29 % (prior year: 29 %)	**-21,029**	**-17,604**
Differences:		
Non-recognition of deferred taxes on tax loss carryforwards	-1,982	-882
Tax attributable to non-controlling interests	1,509	3,793
Different foreign tax rates	-417	888
Non-deductible expenses	-2,498	-1,323
Tax-free income	993	802
Change in write-down on deferred tax assets	1,177	1,771
Taxes from prior periods	4,070	-1,441
Other	90	39
Total differences	**2,942**	**3,647**
Effective tax expense	**-18,087**	**-13,957**

The corporate income tax rate in Germany remained unchanged at 15 % plus a 5.5 % solidarity surcharge on the corporate income tax and trade tax has been set at approximately 13 %. This results in a combined tax rate of approximately 29 %.

The tax rates for the subsidiaries whose registered offices are not in Germany vary between 13.3 % and 39 %. In the year under review, some of the subsidiaries in China benefited from tax privileges, with a resulting tax rate of 12.5 % or 15 %.

Effects from profit and loss transfer agreements
As a result of the tax group in place at Gerresheimer AG for income tax purposes, the results achieved by eleven German consolidated corporations of the income tax group are subject to tax at the level of Gerresheimer AG. Please see our explanations on current and deferred income taxes in the section on "Accounting Policies".

Deferred taxes on tax loss carryforwards
Some foreign subsidiaries did not recognize any deferred tax assets (EUR 29.7m; prior year: EUR 24.8m) as they do not expect to use these tax loss carryforwards in the future. The tax loss carryforwards, of which EUR 4.8m will expire by 2021, all relate to foreign taxes.

Despite incurring losses in the current and prior financial years, some foreign subsidiaries recognized deferred tax assets on the tax loss carryforwards (EUR 5.0m; prior year: EUR 3.0m) as the entities expect to generate future taxable profits.

Pursuant to IAS 12, deferred taxes for temporary differences should be recognized for shares in group entities (outside basis differences). No deferred tax liabilities were recognized on outside basis differences of EUR 18.0m (prior year: EUR 14.2m) as the companies do not expect a reversal of the temporary differences in the foreseeable future.

(16) Earnings per Share
Basic earnings per share are calculated by dividing net profit for the year attributable to ordinary shareholders of the parent by the weighted average number of ordinary shares outstanding during the year.

No new shares were issued in the financial years 2011 and 2010, such that the weighted average number of shares was 31.4 million in both financial years.

The existing phantom stock program (see Note (19)) stipulates that when the exercise target is reached, the Company has the option to issue Gerresheimer shares, but a cash payment is intended. No further options or conversion rights were issued in 2011 and 2010, which helped avoid dilution of the earnings per share. The diluted and undiluted earnings therefore tally.

	2011	2010
Profit or loss attributable to equity holders of the parent (EUR k)	50,518	43,223
Weighted average number of ordinary shares (in '000)	31,400	31,400
Earnings per share according to IFRS (EUR)	**1.61**	**1.38**

OTHER INFORMATION ON THE CONSOLIDATED INCOME STATEMENT

(17) Cost of Materials

in EUR k	2011	2010
Cost of raw materials, consumables and supplies and of merchandise	385,058	352,295
Cost of purchased services	6,105	6,436
	391,163	**358,731**

Cost of materials primarily comprises expenditure for raw materials, energy, packaging, external production and cost of consumables and supplies.

(18) Personnel Expenses

in EUR k	2011	2010
Wages and salaries	278,802	263,857
Social security and other benefit costs	63,982	62,745
Pension costs	4,879	4,342
	347,663	**330,944**

The social security contributions contain expenses for defined contribution plans within the meaning of IAS 19 in the form of contributions to the German statutory pension insurance scheme of EUR 10.8m (prior year: EUR 10.5m).

(19) Gerresheimer Stock Appreciation Rights (Phantom Stocks)

A share-based remuneration system and appreciation rights (phantom stocks) were introduced for the first time in the financial year 2007 with a view to promote motivation and strengthen management loyalty to the Company.

To qualify, participants must have an employment relationship with Gerresheimer AG or one of its group entities on the date of share allocation of the phantom stocks. The phantom stocks granted are subject to a vesting period which runs from the issue date to the end of the 30th stock exchange trading day following the Annual General Meeting after the issue date. These stocks can then be converted into income by October 31 of the year after the next Annual General Meeting after the issue date takes place, assuming that the exercise target has been reached. The level of remuneration will depend on the development of the Gerresheimer share price. The plan stipulates that when the exercise target is reached, the Company has the option to issue Gerresheimer shares; however, payment is expected in cash.

The exercise target is reached when the target price of the allocated phantom stocks exceeds the initial price by at least 8 %. Share prices are compared using the non-weighted arithmetic mean of the closing prices recorded in the Xetra system of trading of the Frankfurt Stock Exchange during the last 30 trading days prior to the date of exercise. However, the maximum amount payable to subscribers for all stock appreciation rights is limited to 25 % of the initial price multiplied by the number of stock appreciation rights.

A recognized option pricing model (binomial model) is used to determine the fair value of the phantom stocks. The volatility of the target value was set at 30 % p.a. and the employee turnover rate at 3 %. The return on German government bonds was taken as the risk-free interest rate (0.20 % p.a.).

Management	Tranche 4	Tranche 5
Grant date	August 5, 2010/ June 11, 2007	August 4, 2011
Term of tranche	October 31, 2012	October 31, 2013
End of the vesting period	May 31, 2011	June 7, 2012
Issue price (in EUR)	25.00	32.48
Target price (in EUR)	27.00	35.08
Number of stock appreciation rights issued	242,000	233,500
Exercise threshold (in %)	8	8
Fair value (in EUR k)	25	444
Maximum pay-out amount (in EUR k)	38	1,831

In addition to the tranches described above, the members of the Management Board were granted additional tranches for the years 2012 – 2016. After a waiting period of four years, a Management Board member is entitled to demand payment within an ensuing period of approximately sixteen months (exercise period) amounting to the appreciation in the value of Gerresheimer stock between the issue date and the exercise date (maturity date) assessed on the basis of the stock-exchange price. A condition for payment is that a value appreciation of at least 12 % or a higher percentage value appreciation than the MDAX occurs over the maturity period and that membership of the Management Board exists for at least one full year during the maturity period. The amount of the remuneration claim is capped for each tranche at an amount equivalent to 25 % of the stock exchange price of the stock when the stock appreciation rights were granted.

For determining the fair value of the appreciation rights granted to the Board Members the option pricing model described above was used based on the above assumptions.

Members of the Management Board	Tranche 4	Tranche 5
Grant date	February 9, 2010	February 9, 2010
Term of tranche	October 31, 2015	October 31, 2016
End of the vesting period	May 31, 2014	June 7, 2015
Issue price (in EUR)	25.00	32.48
Target price (in EUR)	28.00	36.38
Number of stock appreciation rights issued	310,000	270,000
Exercise threshold (in %)	12	12
Fair value (in EUR k)	925	628
Maximum pay-out amount (in EUR k)	1,938	2,192

Based on the above assumptions, the fair value of the 2012 – 2016 tranches (tranches 6 to 10) is EUR 1,625k at the balance sheet date.

The phantom stocks developed as follows:

Management and members of the Management Board	Tranche 3	Tranche 4	Tranche 5
As at November 30, 2008	0	0	0
Allocation	710,500	0	0
Exercise	0	0	0
Expired during the period	7,000	0	0
As at November 30, 2009	**703,500**	**0**	**0**
Allocation	6,000	552,000	0
Exercise	687,500	0	0
Expired during the period	5,000	2,000	0
As at November 30, 2010	**17,000**	**550,000**	**0**
Allocation	0	0	503,500
Exercise	12,000	228,000	0
Expired during the period	5,000	6,000	8,000
As at November 30, 2011	**0**	**316,000**	**495,500**

In the reporting period 228,000 stock appreciations rights of tranche 4 were exercised. The payment amounted to EUR 1,425k. Tranches 2 and 3 had expired as of the balance sheet date.

The provision for the phantom stock program amounted to EUR 1,129k as of the balance sheet date (prior year: EUR 775k). The expenses amounted to EUR 747k for the financial year 2011 (prior year: EUR 1,768k).

(20) Employees

Number (annual average)	**2011**	2010
Wage earners	7,623	7,180
Salaried employees	2,146	2,040
	9,769	**9,220**
Trainees	247	260
Number of employees and trainees	**10,016**	**9,480**
Tubular Glass	3,682	3,629
Plastic Systems	2,905	2,470
Moulded Glass	2,157	2,192
Life Science Research	1,179	1,099
Head office	93	90
Employees by division	**10,016**	**9,480**
Germany	3,213	3,164
Europe (excluding Germany)	2,012	2,008
Americas	3,229	2,878
China	1,562	1,430
Employees by region	**10,016**	**9,480**

(21) Intangible Assets

Intangible assets break down as follows:

in EUR k	Goodwill	Customer base, brand names, technologies and similar assets	Development costs	Other	**Intangible assets**
As at November 30, 2011					
Prior year carrying amount	373,883	101,317	3,947	8,124	487,271
Change in the consolidated group	46,840	14,603	0	48	61,491
Exchange differences	-2,207	-1,437	-53	-45	-3,742
Additions	0	0	1,493	1,738	3,231
Disposals	0	0	0	0	0
Reclassifications	0	0	1	115	116
Amortization	0	17,536	1,012	2,796	21,344
Carrying amount	**418,516**	**96,947**	**4,376**	**7,184**	**527,023**
Cost	421,191	210,936	6,442	13,267	651,836
Accumulated amortization and write-downs	2,675	113,989	2,066	6,083	124,813
Carrying amount	**418,516**	**96,947**	**4,376**	**7,184**	**527,023**
As at November 30, 2010					
Cost	376,777	193,039	3,180	10,545	583,541
Accumulated amortization and write-downs	2,397	73,532	404	5,121	81,454
Prior year carrying amount	**374,380**	**119,507**	**2,776**	**5,424**	**502,087**
Exchange differences	-497	4,102	133	155	3,893
Additions	0	0	1,366	4,014	5,380
Disposals	0	0	0	0	0
Reclassifications	0	0	287	464	751
Amortization	0	22,292	615	1,933	24,840
Carrying amount	**373,883**	**101,317**	**3,947**	**8,124**	**487,271**
Cost	376,679	198,203	6,362	10,226	591,470
Accumulated amortization and write-downs	2,796	96,886	2,415	2,102	104,199
Carrying amount	**373,883**	**101,317**	**3,947**	**8,124**	**487,271**

The amortization of the customer base, brand names, technologies and similar assets that resulted from fair value adjustments made in connection with acquisitions is presented separately in Note (12) as amortization of fair value adjustments. The amortization was chiefly recognized in the cost of sales. Significant intangible assets result from business combinations. While brand names with a carrying amount of EUR 31.8m have indefinite useful lives, the other identifiable assets will be written off by 2021.

Goodwill is assigned to the five cash-generating units as follows:

in EUR m	**Nov. 30, 2011**	Nov. 30, 2010
Tubular Glass	138.5	138.3
Plastic Packaging	74.1	29.7
Medical Plastic Systems	81.9	81.9
Moulded Glass	114.0	114.0
Life Science Research	10.0	10.0
	418.5	**373.9**

The brand names existing as of November 30, 2011 were allocated as follows: Tubular Glass EUR 17.8m (prior year: EUR 18.2m), Plastic Packaging EUR 12.5m (prior year: EUR 9.9m) and Life Science Research EUR 1.5m (prior year: EUR 1.5m).

Instead of amortizing goodwill and brand names with indefinite useful lives, they are subject to an impairment test at least once a year.

The impairment test on goodwill was carried out in all five cash-generating units (Tubular Glass, Plastic Packaging, Medical Plastic Systems, Moulded Glass and Life Science Research) on the basis of the business plan approved by management for the years 2012 to 2016 (prior year: 2011 to 2015), which was prepared with historical developments and current market expectations in mind. A growth rate of 1.0 % was considered as sustainable in subsequent years. This rate does not exceed the assumed average growth rate for the market or segment. The recoverable amount was determined by applying the value in use concept and cash flow forecasts based on the planning for the years 2012 to 2016. Future cash flows were discounted using the weighted average cost of capital (WACC). For determinating the cost of capital, the beta factor for Gerresheimer AG was used. Borrowing costs were determined by analyzing the credit lines that had been used. The effects of a potential increase or decrease in borrowing costs on the underlying value of goodwill were reviewed by means of a sensitivity analysis. An iterative procedure was applied to the weighted average cost of capital after tax to determine the weighted average cost of capital before tax, which breaks down as follows for the five cash-generating units for mandatory reporting purposes:

in %	**2011**	2010
Tubular Glass	6.4	7.1
Plastic Packaging	6.3	7.0
Medical Plastic Systems	6.2	6.8
Moulded Glass	5.9	6.6
Life Science Research	6.0	6.7

As in the prior year, the impairment test carried out on goodwill and brand names did not result in the need for any impairment losses to be recognized.

In the five cash-generating units, management is of the opinion that no adjustment on the basis of prudent business judgment made to the basic assumptions used to determine the value in use could lead to a situation in which the carrying amount of the cash-generating unit significantly exceeds the recoverable amount.

In the financial year, EUR 3.9m (prior year: EUR 3.5m) was spent on research and development. In 2011, research and development costs of EUR 1.5m (prior year: EUR 1.4m), which fulfill the criteria of IAS 38, were capitalized.

Other intangible assets relate in particular to standard IT programs and prepayments on intangible assets.

(22) Property, Plant and Equipment and Investment Property

Property, plant and equipment and investment property break down as follows:

in EUR k	Land, land rights and buildings (used commer-cially)	Investment property	Plant and machinery	Other equipment and machinery	Payments on account and assets under con-struction	Property, plant and equipment and investment property
As at November 30, 2011						
Prior year carrying amount	130,090	3,544	283,765	25,615	30,375	473,389
Change in the consolidated group	0	0	16,853	943	100	17,896
Exchange differences	-1,692	0	-5,890	-594	-1,320	-9,496
Additions	1,950	0	33,957	4,728	42,295	82,930
Disposals	13	309	1,228	4	60	1,614
Reclassifications	2,453	1,236	22,907	1,954	-28,666	-116
Depreciation	7,213	0	64,891	7,584	0	79,688
Carrying amount	**125,575**	**4,471**	**285,473**	**25,058**	**42,724**	**483,301**
Cost	163,492	4,730	567,088	50,246	42,724	828,280
Accumulated depreciation and write-downs	37,917	259	281,615	25,188	0	344,979
Carrying amount	**125,575**	**4,471**	**285,473**	**25,058**	**42,724**	**483,301**
As at November 30, 2010						
Cost	149,261	3,803	455,773	37,054	32,799	678,690
Accumulated amortization and write-downs	23,418	259	175,943	14,234	0	213,854
Prior year carrying amount	**125,843**	**3,544**	**279,830**	**22,820**	**32,799**	**464,836**
Exchange differences	4,499	0	16,780	736	2,010	24,025
Additions	2,002	0	30,338	4,538	31,033	67,911
Disposals	46	0	1,602	0	0	1,648
Reclassifications	5,200	0	25,337	4,179	-35,467	-751
Depreciation	7,408	0	66,918	6,658	0	80,984
Carrying amount	**130,090**	**3,544**	**283,765**	**25,615**	**30,375**	**473,389**
Cost	161,570	3,803	512,437	44,624	30,375	752,809
Accumulated depreciation and write-downs	31,480	259	228,672	19,009	0	279,420
Carrying amount	**130,090**	**3,544**	**283,765**	**25,615**	**30,375**	**473,389**

Property, plant and equipment include leased assets of EUR 15.0m (prior year: EUR 18.1m). At the end of the reporting period, these comprised the finance lease for production, storage and administrative property and buildings (EUR 7.9m; prior year: EUR 8.2m), the finance lease for plant and machinery (EUR 7.0m; prior year: EUR 9.4m) and the finance lease for other equipment (EUR 0.1m; prior year: EUR 0.5m).

Land and buildings with a carrying amount of EUR 6.1m (prior year: EUR 6.7m) serve as senior collateral for two (prior year: two) loans. As in the prior year, this does not include any investment property. In addition, other equipment and machinery with a carrying amount of EUR 0.4m (prior year: EUR 0.6m) serve as senior collateral for loans.

The land not used for commercial purposes, i.e. "investment property" as defined by IAS 40, mainly relates to land subject to hereditary building rights with a carrying amount of EUR 0.2m (fair value EUR 1.7m) as well as non-operating property. The fair value is determined based on various data sources such as from the sale of land in the past, standard ground values as well as from estimates by independent experts. The fair values of the other non-operating property are the same as the carrying amounts.

Rental income from the land amounted to EUR 17k in the financial year 2011 (prior year: EUR 14k). Expenses of EUR 52k were incurred (prior year: EUR 7k). These related almost exclusively to land that does not generate rental income.

(23) Financial Assets and Investments Accounted for Using the Equity Method

Financial assets comprise investments in entities which developed as follows:

in EUR k	Investments in entities
As at November 30, 2011	
Prior year carrying amount	3,337
Additions	0
Disposals	57
Carrying amount	**3,280**
Cost	3,280
Write-downs	0
Carrying amount	**3,280**
As at November 30, 2010	
Prior year carrying amount	3,337
Additions	0
Disposals	0
Carrying amount	**3,337**
Cost	3,337
Write-downs	0
Carrying amount	**3,337**

The following tables summarize the balance sheet items as determined under local commercial law as well as data from the income statements of the equity-accounted investments:

in EUR k	**Nov. 30, 2011**	Nov. 30, 2010
Equity	7,498	8,696
Assets	15,276	15,461
Liabilities	7,778	6,765
Sales	15,690	16,642
Profit or loss	-1,146	534

The development of the equity-accounted investments is shown in the table below:

in EUR k	Investments accounted for using the equity method
As at November 30, 2011	
Prior year carrying amount	3,824
Exchange differences	189
Share of profit or loss of associated companies	-579
Carrying amount	**3,434**
As at November 30, 2010	
Prior year carrying amount	3,018
Exchange differences	556
Share of profit or loss of associated companies	250
Carrying amount	**3,824**

No write-downs on equity-accounted investments were recognized.

(24) Financial Assets

Financial assets break down as follows:

	Nov. 30, 2011		Nov. 30, 2010	
in EUR k	**Total**	**Thereof current**	Total	Thereof current
Fair value of derivative financial instruments	234	234	28	28
Investments	285	0	203	0
Refund claims for pension benefits	3,710	220	3,713	220
Loans to investments accounted for using the equity method	1,400	0	1,400	0
Other loans	4,148	1,800	6,255	0
Other financial assets	1,295	0	1,306	0
Other financial assets	**11,072**	**2,254**	**12,905**	**248**
Trade receivables	162,836	162,836	145,495	145,495
Cash and cash equivalents	131,432	131,432	60,546	60,546
Financial assets	**305,340**	**296,522**	**218,946**	**206,289**

Other financial assets include securities used to secure accrued phased retirement credit.

As of the balance sheet date, no other financial assets which had not been written down were overdue.

As in the prior year, no allowances on loans to equity-accounted investments exist. Unchanged to the prior year, allowances of EUR 15k on other loans have been made.

The carrying amount of the financial assets recorded in the Group generally represents the credit risk for the entire Group. Trade receivables were to about 23 % (prior year: about 27 %) covered by credit insurance in the financial year.

Trade receivables arising from the application of the percentage of completion method (EUR 13.2m; prior year: EUR 12.1m) are not within the scope of IAS 39 and are therefore not financial assets.

For further details on the market values of derivative financial instruments, please see our explanations in Note (37).

(25) Other Receivables

	Nov. 30, 2011		Nov. 30, 2010	
in EUR k	**Total**	**Thereof current**	Total	Thereof current
Other tax receivables	8,754	8,754	6,909	6,909
Prepaid expenses	3,037	3,037	1,890	1,890
Other assets	6,268	6,268	9,074	9,074
Other receivables	**18,059**	**18,059**	**17,873**	**17,873**

Prepaid expenses mainly contain payments made prior to the balance sheet date for tax, personnel and insurance expenses in the following financial year.

The disclosed carrying amounts of the monetary assets disclosed under this item correspond to their fair values.

(26) Deferred Tax Assets

Deferred tax assets break down as follows:

	Nov. 30, 2011		Nov. 30, 2010	
in EUR k	**Realization expected within 12 months**	**Realization expected after 12 months**	Realization expected within 12 months	Realization expected after 12 months
Tax advantages				
Tax loss carryforwards	807	11,171	1,145	11,382
Tax credits	1,885	3,353	1,384	5,714
	2,692	**14,524**	**2,529**	**17,096**
Temporary differences				
Fixed assets	443	2,290	2,034	2,230
Receivables and other assets	477	944	633	848
Provisions for pensions	593	15,205	550	17,646
Other provisions	5,673	2,420	5,056	2,322
Liabilities and other payables	1,599	2,404	1,164	3,071
Cash flow hedge	0	1,271	0	728
	8,785	**24,534**	**9,437**	**26,845**
	11,477	**39,058**	**11,966**	**43,941**
Netting	-39,783		-43,091	
Recognized as non-current in the balance sheet pursuant to IAS 12	**10,752**		**12,816**	

The deferred tax assets and liabilities have been netted by company or income tax group.

The deferred tax assets on the cash flow hedge were netted directly against the relevant reserve in equity.

(27) Inventories

Inventories break down as follows:

in EUR k	**Nov. 30, 2011**	Nov. 30, 2010
Raw materials, consumables and supplies	43,166	36,959
Work in process	15,103	12,384
Finished goods and merchandise	87,748	82,869
Advanced payments on inventories	13,883	6,158
	159,900	**138,370**

Write-downs are recognized based on age structure and technical usefulness. The write-downs amounted to:

	Nov. 30, 2011		Nov. 30, 2010	
	in EUR k	**in % of gross inventories**	in EUR k	in % of gross inventories
Write-downs on raw materials, consumables and supplies	4,141	9	3,108	8
Write-downs on work in process	875	5	957	7
Write-downs on finished goods and merchandise	13,640	13	16,435	17

In the period under review, write-downs of EUR 18.7m existed for inventories (prior year: EUR 20.5m).

As in the prior year, no inventories had been pledged as a security for liabilities as at November 30, 2011.

(28) Trade Receivables

in EUR k	**Nov. 30, 2011**	Nov. 30, 2010
Trade receivables	165,420	150,164
Less bad debt allowances	2,584	4,669
Net trade receivables	**162,836**	**145,495**

Trade receivables contain receivables of EUR 13.2m (prior year: EUR 12.1m) determined on the basis of the percentage of completion method pursuant to IAS 11. Costs amounting to EUR 1.6m (prior year: EUR 4.3m) and realized losses amounting to EUR 0.5m (prior year: gains EUR 1.4m) were recorded in the reporting period.

Bad debt allowances are made for doubtful receivables. The aging structure of receivables and past experience of receivable write-offs, customers' credit rating as well as changes in the payment terms are the basis for determining the appropriateness of bad debt allowances on receivables.

As of the balance sheet date, the aging structure of trade receivables breaks down as follows:

			Overdue, but not written down				
in EUR k	**Total**	Neither overdue nor written down	by less than 30 days	31 to 60 days	61 to 90 days	91 to 120 days	more than 121 days
Nov. 30, 2011	**163,054**	146,319	10,814	2,898	1,079	587	1,357
Nov. 30, 2010	144,860	126,049	11,639	3,978	1,486	301	1,407

In the financial year 2011, specific bad debt allowances of EUR 1,965k (prior year: EUR 2,590k) and general allowances of EUR 619k (prior year: 2,079k) were recognized on trade receivables.

The development of the bad debt allowances was as follows:

in EUR k	**2011**	2010
Bad debt allowances as at December 1	4,669	4,184
Allowances recognized in profit or loss	541	1,639
Utilization	-1,971	-743
Release	-461	-206
Exchange differences	-194	-205
Bad debt allowances as at November 30	**2,584**	**4,669**

(29) Cash and Cash Equivalents

Cash and cash equivalents include cash and other non-restricted bank balances that are not subject to fluctuations in value.

(30) Equity and Non-controlling Interests

On June 11, 2007, Gerresheimer AG was successfully listed on the regulated market in the Prime Standard segment of the Frankfurt stock exchange. The Gerresheimer AG shares are traded under the stock ticker "GXI" and the ISIN "DE000A0LD6E6". A total of 22.8 million shares were issued. 11.4 million thereof stemmed from a capital increase, 10.6 million from the departing shareholder BCP Murano, and a further 0.8 million shares owned by BCP Murano from a greenshoe option granted by a syndicate of banks. Based on an issue price of EUR 40 per share, the placement volume therefore amounted to around EUR 912m (including greenshoe options). Since December 22, 2008, the Gerresheimer shares have been listed on the MDAX.

As at November 30, 2011, subscribed capital remained unchanged at EUR 31.4m and capital reserves came to EUR 513.8m. The capital reserves contain premiums from the IPO in 2007 and cash contribution from the years 2004 and 2007.

As at the balance sheet date, the number of shares outstanding amounted to 31,400,000, each with a nominal value of EUR 1.00. The proposed dividend was calculated on the basis of Gerresheimer AG's retained earnings.

In the current financial year, a dividend of EUR 15.7m was paid out for the financial year 2010. This corresponds to a dividend of EUR 0.50 per share.

Proposal for profit appropriation
We propose to the Annual General Meeting to appropriate the retained earnings of Gerresheimer AG for the financial year 2011 as follows:

in EUR	
Retained earnings before dividend distribution	34,770,614.61
Payment of a dividend of EUR 0.60 per share	18,840,000.00
Carryforward to new account	**15,930,614.61**

Non-controlling interests break down as follows:

in %	Non-controlling interests
Entity	
Kimble Chase Life Science and Research Products LLC., Vineland, NJ (USA)	49.0
Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang) Co. Ltd., Danyang, Jiangsu (China)	40.0
Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang) Co. Ltd., Zhenjiang, Jiangsu (China)	40.0
Kimble Bomex (Beijing) Glass Co. Ltd., Beijing (China)	30.0
Kimble Bomex (Beijing) Labware Co. Ltd., Beijing (China)	30.0
Gerresheimer Momignies S.A., Momignies (Belgium)	1.0
Gerresheimer Zaragoza S.A., Epila (Spain)	0.2
Gerresheimer Valencia S.L.U., Masalaves (Spain)	0.2
Gerresheimer Buenos Aires S.A., Buenos Aires (Argentina)	0.2

Please see the consolidated statement of changes in equity for more details on the development of non-controlling interests.

(31) Deferred Tax Liabilities

Deferred tax liabilities break down as follows:

	Nov. 30, 2011		Nov. 30, 2010	
in EUR k	**Realization expected within 12 months**	**Realization expected after 12 months**	Realization expected within 12 months	Realization expected after 12 months
Temporary differences				
Fixed assets	4,353	73,243	11,900	68,025
Inventories	3,847	8	3,261	0
Receivables and other assets	830	1,364	935	1,891
Other provisions	1,695	2,645	1,874	1,333
	10,725	**77,260**	**17,970**	**71,249**
Netting	-39,783		-43,091	
Recognized as non-current in the balance sheet pursuant to IAS 12	**48,202**		**46,128**	

The deferred tax assets and liabilities have been netted by company or tax group.

(32) Provisions for Pensions and Similar Obligations

Provisions for pensions developed as follows:

in EUR k	**2011**	2010
As at December 1	152,435	152,234
Change in the consolidated group	601	0
Utilization	16,201	14,895
Addition	9,563	10,476
Plan surplus reported in other assets	219	0
Exchange differences	-1,139	4,620
As at November 30	**145,478**	**152,435**
Thereof current	*12,740*	*15,852*
Thereof non-current	*132,738*	*136,583*

The Group's pension scheme comprises both defined benefit and defined contribution plans. Provisions for pensions are set up for obligations from future and current benefit entitlements to current and former employees and their surviving dependents. The structure of the plans depends on the framework prevalent in the respective country and is usually based on the employee's length of service, salary, and position. Provisions of EUR 114m (prior year: EUR 118m) were recognized in connection with various pension plans and individual agreements entered into by German group entities, EUR 31m (prior year: EUR 34m) relate to US group entities. The provision also comprises the obligations of the US entities to assume the medical expenses of retired employees.

The benefits are mainly financed through the systematic accrual of provisions for pensions by the entities. External funds that fulfill the definition of plan assets exist both in Germany and abroad. The weighted composition of the plan assets earmarked to cover pension obligations break down as follows as of the balance sheet date:

	Germany		Abroad	
in %	**Nov. 30, 2011**	Nov. 30, 2010	**Nov. 30, 2011**	Nov. 30, 2010
Shares (held directly)	15	26	48	49
Fixed-interest securities	81	71	26	26
Insurance contracts	0	0	14	14
Property	1	0	11	10
Liquidity	2	2	1	1
Other	1	1	0	0
Plan assets	**100**	**100**	**100**	**100**

When accounting for defined benefit plans, all expenses and income are disclosed in the operating result, with the exception of interest components and the expected return on plan assets. The interest components and the expected return on plan assets are disclosed in the financial result.

The following assumptions were made when determining the pension provision and plan assets:

	Germany		Abroad	
in %	**Nov. 30, 2011**	Nov. 30, 2010	**Nov. 30, 2011**	Nov. 30, 2010
Interest rate	5.00	4.50	2.40 – 5.50	2.50 – 5.50
Expected return on plan assets	4.50	4.50 – 6.70	3.50 – 8.00	3.50 – 8.00
Increase in salaries	2.60 – 3.25	2.63 – 3.25	1.50 – 3.00	1.50 – 3.00
Increase in pensions	2.00	2.00	–	–
Increase in medical expenses	–	–	5.00 – 7.50	5.00 – 7.50

The present value of the pension obligation breaks down as follows:

in EUR k	**Nov. 30, 2011**	Nov. 30, 2010
Present value of the pension obligation as at December 1	216,490	201,097
Service costs of the financial year	1,532	1,459
Interest expense for earned benefits	9,251	10,538
Employee contributions	499	477
Benefit payments	-15,032	-17,054
Actuarial gains/losses	-4,598	8,671
Past service costs	337	189
Curtailment	0	-54
Settlement	-483	-70
Exchange rate and other changes	-585	11,237
Present value of the pension obligation as at November 30	**207,411**	**216,490**

The funds break down as follows:

in EUR k	**Nov. 30, 2011**	Nov. 30, 2010
Fair value of plan assets as at December 1	37,292	33,118
Expected return on plan assets	2,141	2,027
Employee contributions	499	477
Contributions by employer	5,218	3,851
Benefit payments	-4,048	-6,007
Actuarial gains/losses	-2,055	-560
Settlement	-478	-93
Other changes (primarily exchange differences)	17	4,479
Fair value of plan assets as at November 30	**38,586**	**37,292**

The expected return on plan assets is determined by our actuaries on the basis of capital market studies which are available to the public.

The contributions to be paid into the fund in the coming financial year are estimated at EUR 2.8m.

The expenses break down as follows:

in EUR k	**2011**	2010
Service costs of the financial year	1,532	1,459
Interest expense for earned benefits	9,088	10,360
Expected return on plan assets	-2,141	-2,027
Effect of recognized past service costs	375	38
Effect of recognized actuarial gains and losses	488	442
Effect of settlement	231	-385
	9,573	**9,887**
Expense of pension obligations for which corresponding refund claims exist	-10	589
	9,563	**10,476**
Actual return on plan assets	*86*	*-1,467*

Contributions of EUR 1.4m (prior year: EUR 1.3m) were paid into defined contribution plans in the financial year, mainly in the US.

The pension provision also comprises the obligations of the US entities to assume the medical expenses of retired employees. A cost increase rate of 7.5 % was used to determine the obligation. This will fall incrementally to 5.0 % by 2015. A change in the rate of increase of medical bills by a single percentage point would have the following effects:

in EUR k	Increase by 1 % point	Decrease by 1 % point
Effect on the pension expense	115	-120
Effect on the provision for pensions	2,069	-2,152

The pension obligations and the plan assets have developed as follows in recent financial years:

in EUR k	**Nov. 30, 2011**	Nov. 30, 2010	Nov. 30, 2009	Nov. 30, 2008	Nov. 30, 2007
Present value of funded benefit obligations	50,400	48,975	43,110	41,825	38,556
Less fair value of plan assets	38,586	37,292	33,119	31,061	34,240
Fund shortfall	11,814	11,683	9,991	10,764	4,316
Present value of unfunded benefit obligations	153,520	163,802	154,657	147,093	152,848
Present value of pension obligations for which corresponding refund claims exist	3,491	3,713	3,331	3,065	3,149
Plan surplus reported in other assets	219	0	0	0	0
Adjustment due to unrecognized past service costs	-113	-151	0	0	0
Adjustment due to the non-recognition of actuarial gains/losses	-23,453	-26,612	-15,745	-518	-290
	145,478	**152,435**	**152,234**	**160,404**	**160,023**
Experience adjustments on pension obligation	*-463*	*-8,124*	*-1,807*	*11,288*	*5,754*
Experience adjustment on plan assets	*2,055*	*560*	*-2,832*	*8,923*	*-292*

The experience adjustments based on past experience reflect the effects on the existing obligation amounts and plan assets which stem from the discrepancy between the actual portfolio growth in the financial year and the assumptions made at the beginning of the financial year. These include the development of increases in income, increases in pensions, employee turnover, as well as deaths and invalidity.

With effect from May 1, 2007, the pension obligations to active members of the Management Board were transferred to a pension fund. The value of the pension fund was netted with the pension provision.

The refund claims for pension benefits are disclosed under other financial assets. Please see Note (24).

(33) Other Provisions

Other provisions developed as follows:

in EUR k	As at Dec. 1, 2010	Changes in the consoli-dated group	Reclas-sifica-tions	Utiliz-ation	Release	Addition	Ex-change differ-ences	**As at Nov. 30, 2011**	*Thereof current*	*Thereof non-current*
Tax provisions	1,638	0	33	1,303	4	466	-16	814	*814*	*0*
Personnel obligations	23,925	440	130	14,011	168	10,051	-874	19,493	*13,383*	*6,110*
Warranties	9,999	144	0	1,799	2,701	2,747	-182	8,208	*8,208*	*0*
Sales bonuses, rebates and discounts	6,807	0	0	4,181	411	4,406	-135	6,486	*6,486*	*0*
Other	16,351	0	-130	8,495	1,412	5,944	-413	11,845	*11,464*	*381*
	58,720	**584**	**33**	**29,789**	**4,696**	**23,614**	**-1,620**	**46,846**	***40,355***	***6,491***

in EUR k	As at Dec. 1, 2009	Changes in the consoli-dated group	Reclas-sifica-tions	Utiliz-ation	Release	Addition	Ex-change differ-ences	**As at Nov. 30, 2010**	*Thereof current*	*Thereof non-current*
Tax provisions	819	0	0	425	0	1,226	18	1,638	*1,638*	*0*
Personnel obligations	23,870	0	0	14,076	524	12,928	1,727	23,925	*18,361*	*5,564*
Warranties	7,734	0	0	2,294	1,289	5,695	153	9,999	*9,999*	*0*
Sales bonuses, rebates and discounts	5,313	0	0	1,778	384	3,258	398	6,807	*6,807*	*0*
Other	13,809	0	0	8,834	316	10,620	1,072	16,351	*15,649*	*702*
	51,545	**0**	**0**	**27,407**	**2,513**	**33,727**	**3,368**	**58,720**	***52,454***	***6,266***

Provisions for personnel obligations include in particular expected obligations from management bonuses, long-service awards and phased retirement agreements, and a group health insurance program at the US subsidiaries.

The provisions for sales bonuses, rebates and discounts relate to unpaid compensation granted on revenue recognized prior to the balance sheet date.

The other provisions include restructuring provisions. The restructuring provisions relate to cost-cutting measures and restructuring to boost efficiency in production, sales and administration. The restructuring provisions of EUR 1.4m (prior year: EUR 4.2m) reported at the end of the financial year are based on a conclusively defined plan. All the criteria set forth in IAS 37 for the recognition of a restructuring provision have been met. In addition, other provisions comprise expected expenses for premiums, arbitration proceedings and numerous individual items with amounts of secondary importance.

Cash out based on provisions will be approximately EUR 40.3m (prior year: EUR 52.4m) within the next year, EUR 6.5m (prior year: EUR 6.3m) between one and five years and EUR 0.0m (prior year: EUR 0.0m) after five years.

(34) Financial Liabilities

	Nov. 30, 2011			Nov. 30, 2010		
in EUR k	**Total**	***Thereof current***	***Thereof non-current***	Total	*Thereof current*	*Thereof non-current*
Bonds	310,702	*15,000*	*295,702*	138,277	*0*	*138,277*
Liabilities to banks	160,011	*29,586*	*130,425*	207,516	*62,890*	*144,626*
unsecured	5,460	*5,240*	*220*	12,884	*11,431*	*1,453*
secured	154,551	*24,346*	*130,205*	194,632	*51,459*	*143,173*
Fair value of derivative financial instruments	3,382	*1,393*	*1,989*	2,039	*239*	*1,800*
Other financial liabilities	30,967	*16,669*	*14,298*	30,185	*12,175*	*18,010*
Other financial liabilities	**505,062**	***62,648***	***442,414***	**378,017**	***75,304***	***302,713***
Trade payables	119,215	*119,215*	*0*	111,089	*111,089*	*0*
Financial liabilities	**624,277**	***181,863***	***442,414***	**489,106**	***186,393***	***302,713***

The carrying amounts of the monetary liabilities disclosed under this item correspond to their fair values.

For further details on the market values of derivative financial instruments, please see our explanations in Note (37).

The table below shows the liabilities to banks including the bonds and the underlying terms and interest rates:

Nov. 30, 2011 (Currency in k)		Amount	Due by	Interest rate % p.a.	Carrying amount (EUR)	Fair value (EUR)
Bonds	EUR	295,702	2018[1]	5.00	295,702	295,972[3]
	EUR	15,000	2011[1]	7.50	15,000	15,000
					310,702	**310,972**
Liabilities to banks	USD[2]	202,689	2016[1]	1.94	151,058	151,058[4]
	USD	210	2012	4.86	157	157
	EUR	6,199	2011 – 2021	2.15 – 4.96	6,199	6,199
	ARS	556	2012	16.60	96	96
	BRL	74	2012	11.75	30	30
	PLN	11,138	2012	5.12	2,471	2,471
					160,011	**160,011**
					470,713	**470,983**

Nov. 30, 2010 (Currency in k)		Amount	Due by	Interest rate % p.a.	Carrying amount (EUR)	Fair value (EUR)
Bonds	EUR	123,277	2015[1]	7.88	123,277	126,113[3]
	EUR	15,000	2011[1]	7.50	15,000	15,000
					138,277	**141,113**
Liabilities to banks	USD[2]	227,698	2013	0.70	174,853	173,177[3]
	EUR	8,554	2011	1.33	8,554	8,505[3]
	EUR	9,673	2010	1.30	9,673	9,571[3]
	EUR	10,521	2010 – 2021	1.63 – 6.79	10,521	10,521
	ARS	2,335	2010 – 2012	16.60 – 22.19	452	452
	BRL	338	2011 – 2012	18.00 – 20.00	151	151
	PLN	13,476	2011	4.21	3,312	3,312
					207,516	**205,689**
					345,793	**346,802**

[1] Bullet.

[2] Interest rate fixed until 2015 (prior year until 2012) through interest rate swap; last interest rate fixing of the loans shown here. Due to the long-term agreement of the interest rate swaps, higher interest expenses arose during the reporting period.

[3] Except for the loans labeled, the carrying amounts correspond to their fair values due to the current interest rates.

[4] Due to the fact that the revolving credit facility had not been drawn, the capitalized fees for this credit facility are included in the facility drawn in USD.

The financial liabilities with a fixed interest rate are subject to the risk that changes to the market interest rate and the issuer’s credit standing may lead to changes in the fair value.

The interest rates disclosed are the interest rates valid at the balance sheet date. In addition to the market interest rate, they comprise the financing margins of the banks. Current interest expenses were higher in the financial year due to the long-term interest rate hedges in place for the major loans.

The Management Board of Gerresheimer AG decided to commence the refinancing of the syndicated loan and the high-yield bond ahead of schedule. In connection with the refinancing a new syndicated loan agreement with a five year term to maturity which comprises a long term loan of originally EUR 150m (fully drawn in USD) and a revolving credit facility of EUR 250m was signed on March 9, 2011. Thereby, the credit facilities of originally EUR 450m existing up to this point which were to a large extent due to mature in 2013 were redeemed ahead of schedule on March 14, 2011.

In addition, on March 9, 2011, a syndicated loan amounting to EUR 200m with a one-year term to maturity plus six months extension option was signed. In April 2011, this primarily served for the early repayment of the high-yield bond of EUR 126m which was due to mature in March 2015. On May 19, 2011, a new bond of EUR 300m was issued, with an issue price of 99.40 %, an interest rate of 5.00 % p.a. and a term to maturity to 2018. The liquidity from this bond was used to repay the EUR 200m syndicated loan as well as for the repayment of other financial liabilities.

The other financial liabilities also include liabilities from finance leases. Please see our explanations in Note (36) for information on the finance leases.

(35) Other Liabilities

in EUR k	**Nov. 30, 2011**	Nov. 30, 2010
Payments received on account of orders	31,000	21,490
Liabilities from other taxes	6,886	4,373
Liabilities from social security obligations	4,713	4,637
Miscellaneous other liabilities	41,450	39,040
Other liabilities	**84,049**	**69,540**

As in the prior year, all other liabilities are current.

Included in the payments received on account of orders are EUR 19,503k (prior year: EUR 12,485k) relating to construction contracts, which are valued in accordance with the percentage of completion method pursuant to IAS 11.

Securities were given for payments received on account of orders amounting to EUR 9,323k.

Miscellaneous other liabilities primarily comprise obligations to employees.

(36) Other Financial Obligations

Other financial obligations break down as follows:

in EUR m	**Nov. 30, 2011**	Nov. 30, 2010
Obligations under rental and lease agreements	67.7	45.8
Capital expenditure commitment	10.0	6.0
Other financial obligations	**77.7**	**51.8**

The obligations from rental and lease liabilities mainly relate to technical equipment and land and buildings used for operations.

Furthermore, guarantees in favor of leasing companies of EUR 598k exist.

Obligations from finance leases and from rental and operating lease agreements fall due as follows:

	Finance leases			Rental and operating lease agreements
in EUR m	Minimum lease payments	Interest component	Present value	Nominal value
Due to 1 year	3.2	0.3	2.9	13.0
Due 1 to 5 years	3.8	1.0	2.8	25.8
Due after 5 years	4.2	0.3	3.9	28.9
Total Nov. 30, 2011	**11.2**	**1.6**	**9.6**	**67.7**

In the financial year 2011, the income statement included expenses of EUR 8.8m (prior year: EUR 7.4m) in connection with operating leases.

(37) Reporting on Capital Management and Financial Instruments

The aims of the Group with regard to capital management primarily lie in maintaining and ensuring a best possible capital structure to reduce capital costs, by generating cash and cash equivalents and through the active management of working capital. At November 30, 2011, net financial debt amounted EUR 364.6m (prior year: EUR 311.0m) and net working capital amounted to EUR 172.5m (prior year: EUR 151.2m).

The Gerresheimer Group's risk management system for the credit risk, the liquidity risk and individual market risks, in particular interest risks, currency risks and price risks, is described, including its objectives, policies and processes, in the risk section of the management report. Please see Note (6) for further explanations.

Information on financial instruments by category and class
The fair values of financial assets and financial liabilities were determined on the basis of the following hierarchy:

Level 1: The fair values are determined on the basis of published market prices, as an active market gives the best possible objective indication of the fair value of a financial asset or financial liability.

Level 2: If no active market for a financial asset or a financial liability exists, valuation models are used to determine the fair values. In the Gerresheimer Group the fair values were determined by applying the information available from recent business transactions with willing and independent business partners as well as information available from observable current market transactions in the same instrument.

Level 3: The determination of the fair values is based on models, where the parameters are not based on observable market values.

	Nov. 30, 2011				Nov. 30, 2010			
in EUR k	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Financial assets of category "available for sale"								
Securities	1,295	–	–	1,295	1,306	–	–	1,306
Financial assets of category "at fair value through profit and loss"								
Derivative financial assets	–	234	–	234	–	28	–	28
Valuation at fair value	**1,295**	**234**	**–**	**1,529**	**1,306**	**28**	**–**	**1,334**
Financial liabilities of category "at fair value through profit and loss"								
Derivative financial liabilities	–	176	–	176	–	239	–	239
Financial liabilities of category "at fair value – changes in cash flow hedge reserve"								
Derivative financial liabilities	–	3,206	–	3,206	–	1,800	–	1,800
Valuation at fair value	**–**	**3,382**	**–**	**3,382**	**–**	**2,039**	**–**	**2,039**

The following table shows the carrying amounts and the fair values of the individual financial assets and liabilities for each individual category of financial instruments and breaks them down into the relevant balance sheet items:

	At amortized cost		At fair value	
Nov. 30, 2011 in EUR k	Carrying amount	*For information purposes: Fair value*	Carrying amount	Balance sheet value
Trade receivables	149,617	*149,617*	–	149,617[2]
Loans and receivables	149,617	*149,617*	–	
Other financial assets	9,543	*9,258*	1,529	11,072
Available-for-sale financial assets[1]	285	–	1,295	
At fair value through profit or loss	–	–	234	
Loans and receivables	9,258	*9,258*	–	
Cash and cash equivalents	131,432	*131,432*	–	131,432
Total financial assets	**290,592**	***290,307***	**1,529**	**292,121**
Other financial liabilities	501,680	*501,950*	3,382	505,062
At amortized cost	501,680	*501,950*	–	
At fair value through profit or loss	–	–	176	
At fair value – changes in cash flow hedge reserve	–	–	3,206	
Trade payables	119,215	*119,215*	–	119,215
At amortized cost	119,215	*119,215*	–	
Total financial liabilities	**620,895**	***621,165***	**3,382**	**624,277**

[1] Due to the non-availability of a market value, we do not specify the fair value of the equity investments amounting to EUR 285k.

[2] In the balance sheet trade receivables contain receivables determined on the basis of the percentage of completion method amounting to EUR 13,219k.

	At amortized cost		At fair value	
Nov. 30, 2010 in EUR k	Carrying amount	*For information purposes: Fair value*	Carrying amount	Balance sheet value
Trade receivables	133,382	*133,382*	–	133,382 2)
Loans and receivables	133,382	*133,382*	–	
Other financial assets	11,571	*11,368*	1,334	12,905
Available-for-sale financial assets 1)	203	–	1,306	
At fair value through profit or loss	–	–	28	
Loans and receivables	11,368	*11,368*	–	
Cash and cash equivalents	60,546	*60,546*	–	60,546
Total financial assets	**205,499**	***205,296***	**1,334**	**206,833**
Other financial liabilities	375,978	*376,987*	2,039	378,017
At amortized cost	375,978	*376,987*	–	
At fair value through profit or loss	–	–	239	
At fair value – changes in cash flow hedge reserve	–	–	1,800	
Trade payables	111,089	*111,089*	–	111,089
At amortized cost	111,089	*111,089*	–	
Total financial liabilities	**487,067**	***488,076***	**2,039**	**489,106**

1) Due to the non-availability of a market value, we do not specify the fair value of the equity investments amounting to EUR 203k.

2) In the balance sheet trade receivables contain receivables determined on the basis of the percentage of completion method amounting to EUR 12,113k.

Liabilities measured at amortized cost include finance lease liabilities for which group companies are the lessees and which are thus measured in accordance with IAS 17. As at November 30, 2011, these liabilities amount to EUR 9.6m (prior year: EUR 12.4m).

The fair values of receivables, loans and liabilities are measured at the present value of future cash flows discounted at the current interest rate as of the balance sheet date, taking into account the respective maturity of the asset or the residual term of the liabilities.

Due to the short terms of cash and cash equivalents, trade receivables, trade payables, and other financial assets and liabilities, the fair values as of the balance sheet date do not differ significantly from the carrying amounts.

The receivables resulting from the application of the percentage of completion method (EUR 13.2m; prior year: EUR 12.1m) are not within the scope of IAS 39 and are therefore not financial assets.

The fair value of the financial assets available for sale has not changed to the prior year. No values were withdrawn from equity and recognized in the income statement.

Maturities

The Group continually monitors the risk of potential liquidity shortages. The table below summarizes the maturity profile of the Group's financial liabilities as of November 30, 2011. The disclosures are made on the basis of the contractual, non-discounted payments.

Nov. 30, 2011 in EUR k	Due or due in 1 month	1 to 3 months	3 to 12 months	1 to 5 years	More than 5 years	**Total**
Bonds and liabilities to banks	17,305	1,723	26,397	131,683	301,507	478,615
Interest payments on bonds and liabilities to banks	2,060	785	16,451	66,853	30,351	116,500
Interest from interest rate swaps	495	0	1,346	3,321	0	5,162
Loan commitments received	0	-350	0	350	0	0
Trade payables	92,209	20,551	6,455	0	0	119,215
Finance lease liabilities	223	690	2,287	3,833	4,192	11,225
Other financial liabilities	1,915	192	2,006	3,521	3,856	11,490
	114,207	**23,591**	**54,942**	**209,561**	**339,906**	**742,207**

Nov. 30, 2010 in EUR k	Due or due in 1 month	1 to 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
Bonds and liabilities to banks	11,554	3,651	48,865	283,477	1,818	349,365
Interest payments on bonds and liabilities to banks	104	5,259	6,115	37,873	512	49,863
Interest from interest rate swaps	152	300	1,206	1,172	0	2,830
Trade payables	83,072	24,927	3,090	0	0	111,089
Finance lease liabilities	334	884	3,171	6,136	4,078	14,603
Other financial liabilities	2,141	596	1,909	5,303	4,318	14,267
	97,357	**35,617**	**64,356**	**333,961**	**10,726**	**542,017**

Hedges

Derivative financial instruments are used exclusively for hedging purposes. The Group's financial risks are monitored centrally as part of group-wide financial risk management. Identified potential risks are managed using suitable hedging measures on the basis of clearly defined guidelines.

The following table provides an overview of hedging transactions as of the balance sheet date:

	Nov. 30, 2011		Nov. 30, 2010	
in EUR k	**Exchange rate hedges**	**Interest rate derivatives**	Exchange rate hedges	Interest rate derivatives
Nominal value (gross)	44,154 [1)]	154,827	29,367 [1)]	175,882
Fair value (net)	58	-3,206	-514	-1,818
Residual term	03/2012	03/2015	05/2011	09/2012
Carrying amount (underlying assets)	12,384	0	11,701	0
Carrying amount (underlying liabilities)	6,308	153,039	426	175,556

1) This also includes forward currency contracts for receivables and liabilities between consolidated companies which have been eliminated within the scope of consolidation.

The derivative financial instruments are measured at fair values determined by banks. As hedging transactions, they are generally related to underlying operating transactions.

Cash flow hedges

As at November 30, 2011, the Gerresheimer Group concluded payer interest rate swaps to hedge the cash flow risk of floating-rate loans. The changes in the cash flow of the hedged item which stem from changes to the reference interest rate (USD Libor) are offset by cash flow changes relating to the interest rate swap. This hedge aims to transform the floating-rate bank loans into fixed-rate liabilities.

As the essential conditions of the interest rate swap match those of the liability, it is probable that the changes to fair value or cash flow of the hedged item and the hedging instrument offset each other in full. As a result, in accordance with IAS 39, prospective effectiveness may be accepted without a notional presentation.

The retrospective effectiveness is measured using the dollar offset method in the form of the hypothetical derivative method. In this case, the cumulative absolute change in the fair value of the swap designated as a hedge is compared to the cumulative absolute change in fair value of the hypothetical swap. As the "representative" of the hedged item, the hypothetical swap's relevant terms should be identical to the terms of the hedged item and it should include all measurement-relevant conditions and be measured using the current market conditions. If the conditions of the hedged item and hedging instrument (of the hypothetical swap and the swap contracted as a hedging instrument) match completely, as is the case at Gerresheimer, the changes in value are generally identical in absolute terms.

The gains and losses from hedging transactions are initially recognized directly in consolidated equity in the cash flow hedge reserve and then reposted to the income statement as soon as the cash flows affect earnings for the period under review.

Only bank loans with fixed terms and repayment agreements can be considered as risk exposures with fixed interest rates. The hedging rate in relation to syndicated loans comes to 100 % (prior year: 95 %). The cash flow hedges of the future interest payments were assessed to be effective; as a result an unrealized loss (less deferred taxes) of EUR 1.9m from these hedging instruments was recognized in consolidated equity. In the financial year 2011, losses of EUR 2.7m recognized in equity (prior year: losses of EUR 10.4m) were transferred to the financial result.

Gains and losses from the ineffective portions of these hedging transactions are recognized immediately in profit or loss. As in the prior year, there was no ineffectiveness in 2011.

Exchange risk hedges
In accordance with internal financing guidelines, the Gerresheimer Group used forward currency contracts and currency swaps to secure currency risks from receivables and liabilities in foreign currencies in the financial year 2011. In connection with currency management, only transaction risks can be considered risk exposures. The currency derivatives are used to hedge precisely defined hedged items and are classified as effective hedging instruments in accordance with the requirements of IAS 39.

Losses from derivative financial instruments of EUR 0.3m (prior year: EUR 1.0m gains) were included in the net result of the financial year 2011.

Sensitivity analyses
In accordance with IFRS 7, interest rate risks are indicated by means of sensitivity analyses. The following section describes the sensitivity of net income before taxes and the cash flow hedge reserve included in equity to a reasonable possible change in interest rates.

The interest rate sensitivity analyses are based on the following assumptions:

Changes to the market interest rate of primary financial instruments with fixed interest rates only affect earnings when they are measured at fair value. In the Gerresheimer Group, all primary liabilities are measured at amortized costs. As a result, all financial liabilities with fixed interest rates are not subject to interest rate risks within the meaning of IFRS 7.

In the case of interest rate swaps for hedging interest rate fluctuations, the value changes of hedged items and hedging instruments due to changes in interest rates offset each other almost in full within the same period. As a result, these financial instruments are also not subject to any interest rate risks.

The interest analysis on the market valuation assumes a parallel shift of the interest rate curves in the USD-area of 100 basis points higher and 20 basis points lower interest rates and is therefore unchanged to prior year.

If the market interest rate were 100 base points higher or 20 base points lower as at November 30, 2011, the cash flow hedge reserve would be more positive by EUR 2,396k or more negative by EUR 413k (prior year: more positive by EUR 1,595k or more negative by EUR 319k).

If the market interest rate were 100 base points higher or 20 base points lower as at November 30, 2011, the result would have been EUR 66k lower or EUR 13k higher (prior year: EUR 295k lower, EUR 59k higher).

The following section describes the sensitivity of net income before taxes (due to the change in the fair values of monetary assets and liabilities) to a reasonable possible change in the exchange rates. In doing so Gerresheimer AG is only exposed to exchange rate change risks from unsecured monetary financial instruments. All other variables remain constant.

If the currency rates as at November 30, 2011 had increased (decreased) by 10 %, the net income before taxes would have increased by EUR 2,964k or decreased by EUR 1,602k (prior year using the same sensitivities: increase of EUR 1,718k and decrease of EUR 2,219k).

(38) Segment Reporting

According to IFRS 8 (Operating Segments), the segment reporting is based on the "management approach". The external reporting is therefore based on the internal reporting.

At Gerresheimer, the Management Board, as the chief operating decision maker, allocates resources to the operating segments and assesses their performance. The reportable segments and regions and the disclosed key data are in line with the internal financial reporting system.

The Gerresheimer Group is managed by strategic business entities as divisions. The activities are aggregated into the reportable segments according to economic characteristics, especially products and their production processes but also customer relationships.

The **Tubular Glass** Division produces high-quality glass tubes in two separate process steps. The tubes are initially produced before being converted in a subsequent step into primary packaging such as ampoules, cartridges, vials or syringe systems.

In its business unit of Medical Plastic Systems, the **Plastic Systems** Division produces complex customer-specific plastic systems for pharmaceutics, diagnostics and medical technology. In the second business unit of Plastic Packaging, it produces plastic containers, mainly as primary packaging for pharmaceutics and healthcare.

The **Moulded Glass** Division produces glass primary packaging in a continuous process. The containers are used for pharmaceutics, cosmetic products and speciality beverages and foods.

The product spectrum of the **Life Science Research** Division consists of laboratory glassware for research, development and analytics.

Services of the Gerresheimer AG, mandatory consolidation measures and transition between the divisions are presented in the segment reporting as "Head office/Consolidation". The measurement principles for the segment reporting structure are based on the IFRSs adopted in the Consolidated Financial Statements.

The performance of the segments is estimated and calculated by the following criteria:

- The intragroup revenues effected at transfer prices fixed on an arm's-length basis.
- The adjusted EBITDA and adjusted EBITA are not defined in the IFRSs, but they represent key performance indicators for the Gerresheimer Group. The adjusted EBITDA is defined as earnings before income taxes, financial result, amortization of fair value adjustments, extraordinary depreciation, depreciation and amortization, restructuring expenses and one-off income and expenses. The adjusted EBITA equates to the adjusted EBITDA reduced by the depreciation and amortization from intangible and tangible assets.
- The net working capital is defined as the balance of inventories, trade receivables and advanced payments reduced by payments received on account of orders and trade payables.

- The operating cash flow as key performance indicator starts with the adjusted EBITDA and considers the change in the net working capital at constant exchange rates and the capital expenditures less investments from finance leasing.
- The capital expenditures comprise all additions to the intangible and tangible assets measured at cost.
- The non-current assets do not include financial instruments, deferred tax assets, post-employment benefit assets and rights arising from insurance contracts.

Revenues from transactions with a single external customer do not amount to 10 % either for the financial year 2011 or for the prior year.

By division in EUR m		Tubular Glass	Plastic Systems	Moulded Glass	Life Science Research	Head office/Consolidation	Group
Segment revenues	2011	304.1	371.4	342.4	91.8	0.0	1,109.7
	2010	310.4	307.9	327.3	95.0	0.0	1,040.6
Thereof intra group revenues	2011	-14.5	-0.1	-0.3	-0.1	0.0	-15.0
	2010	-14.8	-0.2	-0.7	-0.1	0.0	-15.8
Revenues third parties	2011	289.6	371.3	342.1	91.7	0.0	1,094.7
	2010	295.6	307.7	326.6	94.9	0.0	1,024.8
Adjusted EBITDA	2011	62.4	87.1	76.8	10.6	-19.6	217.3
	2010	70.3	74.1	67.9	11.7	-19.5	204.5
Depreciation and amortization	2011	-26.0	-21.2	-29.9	-2.9	-0.4	-80.4
	2010	-27.5	-18.9	-31.3	-2.9	-0.4	-81.0
Adjusted EBITA	2011	36.4	65.9	46.9	7.7	-20.0	136.9
	2010	42.8	55.2	36.6	8.8	-19.9	123.5
Restructuring/ one-off expenses and income	2011	–	–	–	–	–	-7.0
	2010	–	–	–	–	–	-3.7
Amortization of fair value adjustments	2011	–	–	–	–	–	-20.6
	2010	–	–	–	–	–	-24.8
Result from operations	2011	–	–	–	–	–	109.3
	2010	–	–	–	–	–	95.0
Financial result (net)	2011	–	–	–	–	–	-36.8
	2010	–	–	–	–	–	-34.3
Net working capital	2011	53.4	37.0	58.2	25.9	-2.0	172.5
	2010	47.5	28.0	50.7	25.8	-0.8	151.2
Operating cash flow	2011	35.5	49.2	39.8	8.6	-18.5	114.6
	2010	54.9	38.6	49.7	10.2	-19.9	133.5
Capital expenditure	2011	20.3	35.7	29.0	1.0	0.2	86.2
	2010	18.3	32.2	19.8	2.5	0.4	73.2

By region in EUR m		Germany	Europe excl. Germany	Americas	China	Other regions	Group
Revenues by target region	2011	256	430	343	30	36	1,095
	2010	240	410	311	26	38	1,025
Revenues by region of origin	2011	461	250	351	33	0	1,095
	2010	447	237	314	27	0	1,025
Non-current assets	2011	590	171	228	21	0	1,010
	2010	603	170	165	23	0	961

(39) Audit and Consulting Fees

The auditor's fees recorded in the financial year for the audit of the financial statements amount to EUR 475k (prior year: EUR 484k), for other assurance services EUR 228k (prior year: EUR 7k), for tax advisory services EUR 69k (prior year: EUR 15k) and for other services EUR 0k (prior year: EUR 152k).

(40) Related Party Disclosures (IAS 24)

Within the scope of our operations, we conduct business with legal and individual persons that are able to influence Gerresheimer AG or their subsidiaries or over which Gerresheimer AG or its subsidiaries practice control or have significant influence.

Companies that have relations to members of the Supervisory Board of Gerresheimer AG, non-consolidated companies and associated companies as well as the members of the Supervisory Board and Management Board of Gerresheimer AG, whose remuneration is reported in Note (41) and in the Remuneration Report in the Combined Management Report belong hereto.

Business with companies which have relations to members of the Supervisory Board of Gerresheimer AG mainly relates to trade relations at arm's length prices and conditions and totaled EUR 5.3m in the financial year 2011 (prior year: EUR 4.9m). At the balance sheet date, trade receivables amounted to EUR 0.1m (prior year: EUR 0.0m).

Business with associated companies and non-consolidated companies also mainly relates to trade relations at arm's length prices and conditions and totaled EUR 2.3m in the financial year 2011 (prior year: EUR 1.9m). At the balance sheet date, trade receivables amounted to EUR 1.7m (prior year: EUR 1.8m), trade payables amounted to EUR 1.7m (prior year: EUR 1.9m) and recognized expenses amounted to EUR 0.1m (prior year: EUR 0.2m).

(41) Total Remuneration of the Members of the Supervisory Board and Management Board

Remuneration of the members of the Supervisory Board of Gerresheimer AG for the financial year 2011 totaled EUR 891k (prior year: EUR 840k).

Remuneration of the active Management Board members during the financial year, made up of fixed salary (incl. fringe benefits), success dependent bonus and other remunerations, came to EUR 3,175k (prior year: EUR 4,097k). The prior year also includes other remuneration amounting to EUR 166k to a retired Management Board member in connection with the termination of his contract. In the employment contract, a two-year non-competition clause in case of termination of this occupation had been agreed upon. Moreover, it was stipulated, that in connection with the non-competition clause a waiting allowance had to be paid to that Board Member dependent on the fixed salary he received in the year before the termination. Payment was made monthly. In the financial year EUR 375k was paid out.

Further remuneration was granted by way of issuing a total of 260,000 new stock appreciation rights in 2011 in connection with the extension of a contract (tranches 6 to 10), which relate to a period until 2016 and were not cash effective in the financial year 2011. The fair value of the phantom stocks at the grant date amounted to EUR 844k.

The fair value of the stock appreciation rights of the tranches 2012 to 2016 (tranches 6 to 10) for the Management Board amount to EUR 1,625k (prior year: EUR 1,575k). Expenses from the addition to the provision for stock appreciation rights (tranches 4 and 5) amount to EUR 374k (prior year: EUR 267k). For further information see Note (19).

With effect from May 1, 2007, the pension obligations to active members of the Management Board were transferred to a pension fund. Vested benefits arising since May 1, 2007 are processed through a provident fund. In the reporting period, one additional member of the Management Board received a pension commitment that should also be processed through a provident fund. The pension obligations to active members of the Management Board, before offset against plan assets, amounted to EUR 3.657k (prior year: EUR 2,240k). Provisions of EUR 19.793k (prior year: EUR 21,126k) have been recognized for pension obligations to former members of management and their surviving dependents. Current pension payments amounted to EUR 1,395k (prior year: EUR 1,339k).

On May 14, 2007 the Annual General Meeting adopted a resolution not to disclose the remuneration of the individual Management Board members for a period of five years.

(42) Corporate Governance

The term corporate governance relates to a company's entire management and monitoring system, including its organization, business policies and guidelines, and its internal and external control mechanisms. The aim of good corporate governance is to foster responsible and transparent management and control of companies focused on long-term added value. It promotes the confidence of national and international investors, business partners, financial markets, employees and the public in the management and control of Gerresheimer AG.

Under sec. 161 AktG ("Aktiengesetz": German Stock Corporation Act), as a listed company, Gerresheimer AG is obliged to publish its compliance with the recommendations as well as an explanation as to recommendations it did or does not apply ("comply or explain").

On September 8, 2011, the Management Board and Supervisory Board of Gerresheimer AG issued a joint declaration of compliance with the recommendations of the German Corporate Governance Code pursuant to sec. 161 AktG in the version dated May 26, 2010. The declaration is available on the Company's website (www.gerresheimer.com).

(43) Events After the Balance Sheet Date

There were no subsequent events which had a significant effect on the net assets, financial position or results of operations of the Gerresheimer Group.

These financial statements were prepared by the Management Board during its meeting on January 16, 2012, authorized for issue and will be submitted by the Audit Committee to the Supervisory Board for approval in its meeting on February 7, 2012.

Duesseldorf, Germany, January 16, 2012
The Management Board

Responsibility Statement

To the best of our knowledge, and in accordance with the applicable reporting principles, the Consolidated Financial Statements give a true and fair view of assets, liabilities, financial position and profit or loss of the Group, and the Group combined management report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal opportunities and risks associated with the expected development of the Group.

Duesseldorf, January 16, 2012

The Management Board

Uwe Röhrhoff Hans-Jürgen Wiecha Dr. Max Raster Andreas Schütte

Audit Opinion

"We have audited the consolidated financial statements prepared by Gerresheimer AG, Duesseldorf/ Germany, – comprising the income statement, statement of comprehensive income, the balance sheet, statement of changes in equity, cash flow statement and the notes to the financial statements – and the combined group management report for the business year from 1 December 2010 to 30 November 2011. The preparation of the consolidated financial statements and the group management report in accordance with International Financial Reporting Standards (IFRS), as adopted by the EU, and the additional requirements of German commercial law pursuant to § 315a (1) HGB are the responsibility of the Company's Board of Directors. Our responsibility is to express an opinion on the consolidated financial statements and on the group management report based on our audit.

We conducted our audit of the consolidated financial statements in accordance with § 317 HGB ("German Commercial Code") and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftspruefer. Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the consolidated financial statements in accordance with the applicable financial reporting framework and in the group management report are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Group and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the consolidated financial statements and the group management report are examined primarily on a test basis within the framework of the audit. The audit includes assessing the annual financial statements of those entities included in consolidation, the determination of entities to be included in consolidation, the accounting and consolidation principles used and significant estimates made by the Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements and the group management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion, based on the findings of our audit, the consolidated financial statements of Gerresheimer AG, Duesseldorf/Germany, comply with IFRS, as adopted by the EU, and the additional requirements of German commercial law pursuant to § 315a (1) HGB and give a true and fair view of the net assets, financial position and results of operations of the Group in accordance with these requirements. The group management report is consistent with the consolidated financial statements and as a whole provides a suitable view of the Group's position and suitably presents the opportunities and risks of future development."

Duesseldorf, Germany, January 16, 2012

Deloitte & Touche GmbH
Wirtschaftsprüfungsgesellschaft

(Harnacke)	(Dr. Panning)
Wirtschaftspruefer	Wirtschaftspruefer
[German Public Auditor]	[German Public Auditor]

Supervisory Board and Management Board

SUPERVISORY BOARD
Financial Year 2011 (December 1, 2010 to November 30, 2011)

Gerhard Schulze
Chairman of the Supervisory Board
Diplom-Betriebswirt, Moenchengladbach
b) Wickeder Holding GmbH (Chairman) (since December 21, 2009)
WiBo Holding GmbH (Chairman) (until September 30, 2011)
Hitschler Verwaltungsrat GmbH (until February 1, 2011)
Hitschler International GmbH & Co. KG (until February 1, 2011)
Linet Group SE, The Netherlands (Chairman) (since July 14, 2011)

Gottlieb Förster
Deputy Chairman of the Supervisory Board
Union Secretary, IG Bergbau, Chemie, Energie (Mining, Chemical and Energy Industrial Union), Hanover
a) Aurubis AG (until March 3, 2011)

Lydia Armer
Chairwoman of the Company Works Council of Gerresheimer Regensburg GmbH, Pfreimd
a) Gerresheimer Regensburg GmbH

Günter Fehn
Member of the Company Works Council of Gerresheimer Tettau GmbH, Tettau

Olaf Grädler
Head of Personnel, Gerresheimer Buende GmbH, Buende
b) AG der Wirtschaft fuer berufliche Weiterbildung im Kreis Herford e.V.
Arbeitgeberverband der deutschen Glasindustrie (Member of the Social Panel)

Dr. Axel Herberg
Senior Managing Director The Blackstone Group Germany GmbH, Duesseldorf
a) Jack Wolfskin Ausrüstung für Draussen GmbH & Co. KGaA (Chairman) (since August 12, 2011)
b) Kloeckner Pentaplast Group
- KP Germany Erste GmbH (Chairman)
- Kleopatra Acquisition Corporation, USA (Chairman)

Mivisa Group
- Mivisa Envases S.A.U., Spain (Chairman) (since April 12, 2011)
- Adularia Inversiones 2010 S.L., Spain (Chairman) (since April 12, 2011)
- Crisolito Inversiones 2010 S.L., Spain (Chairman) (since April 12, 2011)
- Sofamen XXI S.A.U., Spain (Chairman) (since April 12, 2011)
- Twistoff S.A., Spain (Chairman) (since April 12, 2011)

Reiner Ludwig
Chairman of the Company Works Council of Gerresheimer Lohr GmbH, Lohr

Hans Peter Peters
Vice Chairman Lincoln International Group, London
b) Lincoln International S.A.S., France (Chairman)
Lincoln International LLP, United Kingdom (until March 1, 2011)
Lincoln Spain SL, Spain (Chairman)
Deutsches Aktieninstitut e.V.
German Mid-cap Fonds (GMF) (Chairman)
Ondas Media SL, Spain

Dr. Gerhard Prante
Member of the Management Board Agrarius AG, Bad Homburg v.d.H.
a) Bayer CropScience AG
AllessaChemie GmbH
b) DIREVO Industrial Biotechnology GmbH (since June 9, 2011)
Cibus US LLC, USA (since October 1, 2011)

Harald Sikorski
Head of Region Altoetting, IG Bergbau, Chemie, Energie (Mining, Chemical and Energy Industrial Union), Altoetting
a) Suedsalz GmbH (until October 20, 2011)
Wacker Chemie AG (since June 1, 2011)
Siltronic AG (since June 1, 2011)

Theodor Stuth
Auditor and Certified Tax Advisor, Neuss
b) Wickeder Holding GmbH
Wickeder Profile Walzwerk GmbH (since June 21, 2011)
WiBo Holding GmbH (until September 30, 2011)
Linet Group SE, The Netherlands (since August 4, 2011)

Udo J. Vetter
Pharmacist and General Partner of UV-Cap GmbH & Co. KG, Ravensburg
a) EDT AG (Chairman)
ITM AG (Chairman)

b) Vetter Pharma Fertigungs GmbH & Co. KG (Chairman)
Paschal Werk G. Maier GmbH (Chairman) (until December 31, 2010)
Medisynthana GmbH (Chairman)
Atoll GmbH (Chairman)
HSM GmbH & Co. KG
K & M Praezisionstechnik GmbH
SeaLionPharma Pte. Ltd., Singapore (Chairman)
Gland Pharma Pte. Ltd., India
Paschal India, Pvt. Ltd., India (Chairman)
Biopharm Services Ltd., United Kingdom (until September 1, 2011)

a) Membership of Supervisory Boards according to German legal regulations.
b) Membership of comparable domestic and foreign control boards of economic enterprises.

MANAGEMENT BOARD

Financial Year 2011 (December 1, 2010 to November 30, 2011)

Uwe Röhrhoff
Chairman
a) Gerresheimer Tettau GmbH (Chairman)
Gerresheimer Regensburg GmbH (Chairman)
b) Gerresheimer Glass Inc., USA (Chairman)
Gerresheimer Momignies S.A., Belgium (Chairman)
Gerresheimer Queretaro S.A., Mexico
Kimble Chase Life Science and Research Products LLC, USA (until April 19, 2011)

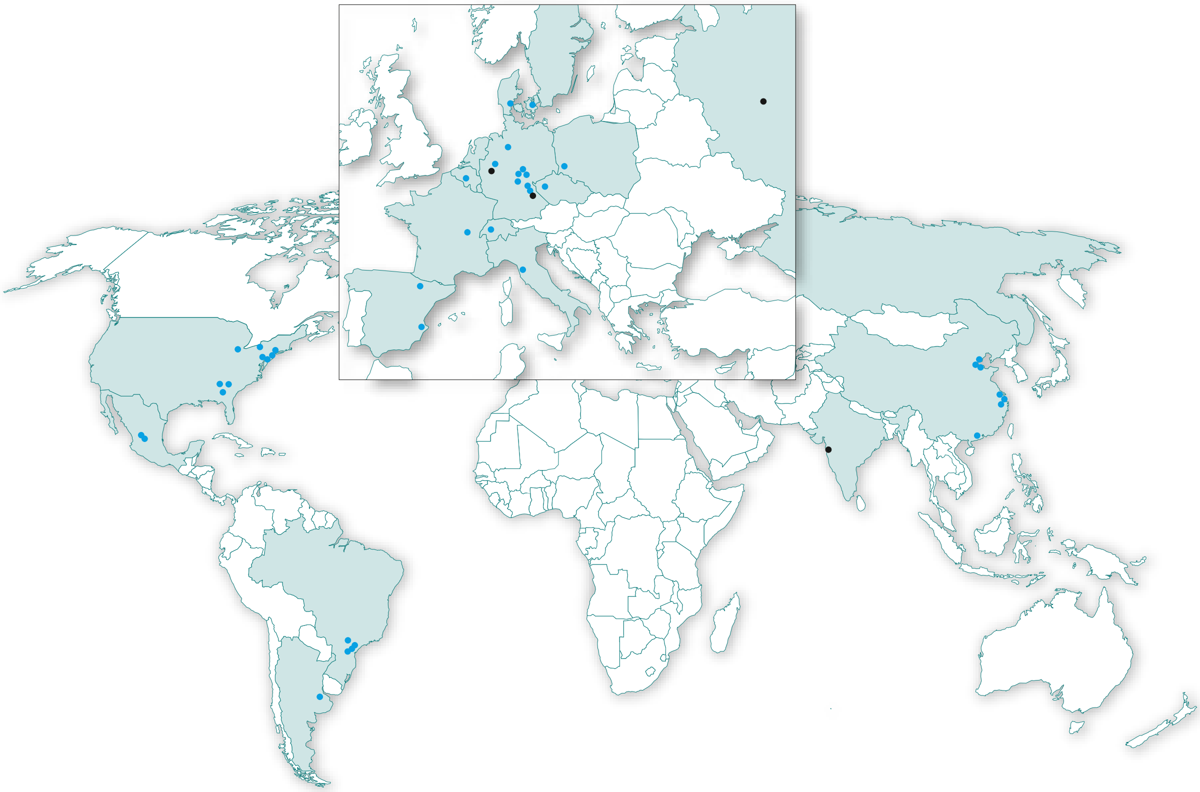
Dr. Max Raster
b) Gerresheimer Boleslawiec S.A., Poland (Chairman)
Gerresheimer Pisa S.p.A., Italy (Chairman)
Gerresheimer Chalon S.A., France
Gerresheimer Glass Inc., USA
Gerresheimer Queretaro S.A., Mexico (Chairman)
Kontex Mexico S. de R.L. de C.V., Mexico
Kimble Kontes LLC, USA
Gerresheimer Pharmaceutical Packaging Mumbai Pvt. Ltd., India (since December 17, 2010)
Kimble Bomex (Beijing) Glass Co. Ltd., China (Chairman)
Kimble Bomex (Beijing) Labware Co. Ltd., China (Chairman)
Kimble Chase Life Science and Research Products LLC, USA (Chairman)
Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang) Co. Ltd., China (Chairman)
Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang) Co. Ltd., China (Chairman)

Andreas Schütte
b) Gerresheimer Denmark A/S, Denmark (Chairman)
Gerresheimer Vaerloese A/S, Denmark (Chairman)
Gerresheimer Zaragoza S.A., Spain (Deputy Chairman)
Gerresheimer Plasticos Sao Paulo Ltda., Brazil
Vedat Tampas Hermeticas Ltda., Brazil (since September 1, 2011)
Gerresheimer Boleslawiec S.A., Poland (Deputy Chairman)

Hans-Jürgen Wiecha
a) Gerresheimer Tettau GmbH (Deputy Chairman)
Gerresheimer Regensburg GmbH (Deputy Chairman)
b) Gerresheimer Boleslawiec S.A., Poland
Gerresheimer Pisa S.p.A., Italy
Gerresheimer Chalon S.A., France
Gerresheimer UK Ltd., United Kingdom
Gerresheimer Glass Inc., USA
Gerresheimer Momignies S.A., Belgium
Gerresheimer Queretaro S.A., Mexico
Gerresheimer Denmark A/S, Denmark
Gerresheimer Vaerloese A/S, Denmark
Gerresheimer Zaragoza S.A., Spain
Gerresheimer Plasticos Sao Paulo Ltda., Brazil
Vedat Tampas Hermeticas Ltda., Brazil (since September 1, 2011)
Gerresheimer Mexico Holding LLC, USA
Gerresheimer MH Inc., USA
Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang) Co. Ltd., China
Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang) Co. Ltd., China

a) Membership of Supervisory Boards according to German legal regulations.
b) Membership of comparable domestic and foreign control boards of economic enterprises.

Locations of Gerresheimer AG



Production locations

USA and Mexico

- Gerresheimer Glass Inc., Chicago Heights Plant, Chicago Heights, IL (USA)
- Gerresheimer Glass Inc., Forest Grove Plant, Vineland, NJ (USA)
- Gerresheimer Glass Inc., Millville Plant, Millville, NJ (USA)
- Gerresheimer Glass Inc., Morganton Plant, Morganton, NC (USA)
- Gerresheimer Glass Inc., Vineland Plant, Vineland, NJ (USA)
- Gerresheimer Peachtree City (USA), L.P., Peachtree City, GA (USA)
- Gerresheimer Queretaro S.A., Queretaro (Mexico)
- Kimble Chase Life Science and Research Products LLC., Rochester Plant, Rochester, NY (USA)
- Kimble Chase Life Science and Research Products LLC., Rockwood Plant, Rockwood, TN (USA)
- Kimble Chase Life Science and Research Products LLC., Vineland Plant, Vineland, NJ (USA)
- Kontes Mexico S. de R.L. de C.V., Queretaro (Mexico)

South America

- Gerresheimer Buenos Aires S.A., Buenos Aires (Argentina)
- Gerresheimer Plasticos Sao Paulo Ltda., Butanta Plant, Sao Paulo (Brazil)
- Gerresheimer Plasticos Sao Paulo Ltda., Cotia Plant, Cotia (Brazil)
- Gerresheimer Sistemas Plasticos Medicinais Sao Paulo Ltda., Indaiatuba (Brazil)
- Vedat Tampas Hermeticas Ltda., Embu (Brazil)

Europe

- Gerresheimer Boleslawiec S.A., Boleslawiec (Poland)
- Gerresheimer Buende GmbH, Buende/Westfalia (Germany)
- Gerresheimer Chalon S.A., Chalon-sur-Saone (France)
- Gerresheimer Essen GmbH, Essen (Germany)
- Gerresheimer Horsovsky Tyn spol. s r.o., Horsovsky Tyn (Czech Republic)
- Gerresheimer Kuessnacht AG Kuessnacht (Switzerland)
- Gerresheimer Lohr GmbH, Lohr/Main (Germany)
- Gerresheimer Momignies S.A., Momignies (Belgium)
- Gerresheimer Pisa S.p.A., Pisa (Italy)
- Gerresheimer Regensburg GmbH, Pfreimd (Germany)
- Gerresheimer Regensburg GmbH, Wackersdorf (Germany)
- Gerresheimer Tettau GmbH, Tettau/Upper Franconia (Germany)
- Gerresheimer Vaerloese A/S, Haarby (Denmark)
- Gerresheimer Vaerloese A/S, Vaerloese (Denmark)
- Gerresheimer Valencia S.L.U., Masalaves (Spain)
- Gerresheimer Wertheim GmbH, Wertheim (Germany)
- Gerresheimer Zaragoza S.A., Epila (Spain)
- Scherf-Praezision Europa GmbH, Meiningen (Germany)

Asia

- Beijing Gerresheimer Glass Co., Ltd., Huangcun, Beijing (China) (minority interest)
- Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang) Co. Ltd. (two plants), Danyang, Jiangsu (China)
- Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang) Co. Ltd., Zhenjiang, Jiangsu (China)
- Gerresheimer Medical Plastic Systems Dongguan Co., Ltd., Wang Niu Dun Town, Dongguan City (China)
- Kimble Bomex (Beijing) Glass Co. Ltd., Beijing (China)
- Kimble Bomex (Beijing) Labware Co. Ltd., Beijing (China)

Other locations

- Gerresheimer AG, Duesseldorf (Germany)
- Gerresheimer Glas GmbH, Representative Office Moscow (Russia)
- Gerresheimer Pharmaceutical Packaging Mumbai Pvt. Ltd., Mumbai (India)
- Gerresheimer Regensburg GmbH, Regensburg (Germany)

As of November 30, 2011

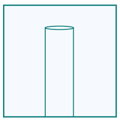
Product Overview

by Division

TUBULAR GLASS

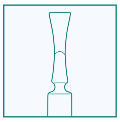
In the Tubular Glass Division, in two separate process steps high-quality glass tubes are initially produced before being converted in a subsequent step into primary packaging such as ampoules, cartridges, vials or syringe systems.

GLASS TUBES



Glass tubes as the preliminary stage for many pharma packaging forms such as ampoules, cartridges, vials and syringe barrels are created primarily from type I borosilicate glass.

AMPOULES



An ampoule is a self-sealed container made of tubular glass in standardized ISO types. In the case of pharmaceutical ampoules, a distinction is made between various break-open methods such as the One Point Cut, Color Break and Score Ring procedures.

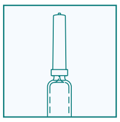
VIALS

Vials are small-volume primary packaging containers made of tubular glass. The filling volume of vials for pharmaceutical applications ranges from 1 to 50 ml.

CARTRIDGES

The cartridge is a glass cylinder which is closed at the front end by an aluminum cap with a membrane which is penetrated by an injection needle for the actual injection. The rear end of the cartridge is closed by a rubber stopper. Cartridges are used primarily in dental medicine as a primary packaging form for local anesthetics and, in diabetes therapy, for insulin pens.

PREFILLABLE SYRINGE SYSTEMS

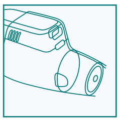


Prefillable syringe systems made of glass are supplied to customers in the pharmaceutical and biotech industry for filling with drugs. Gerresheimer offers a widely diversified range of sterile and non-sterile syringe systems. RTF® (Ready to Fill) syringes are delivered to the customer washed, siliconized, assembled with a closure cap and sterilized, i.e. completely ready to fill.

PLASTIC SYSTEMS

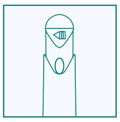
The Plastic Systems Division produces in its business area Medical Plastic Systems complex customer-specific plastic systems for pharmaceutics, diagnostics and medical technology. In the second business area of Plastic Packaging, it produces plastic containers, mainly as primary packaging for pharmaceutics and healthcare.

DRUG DELIVERY SYSTEMS



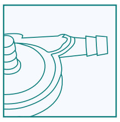
Drug delivery systems transport drugs simply and rapidly to or into the body. They include plastic systems such as inhalers, pen systems and injection systems.

DIAGNOSTIC SYSTEMS



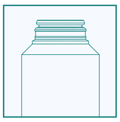
Gerresheimer produces and assembles components for various analysis systems in labs and directly in doctors' practices, quick tests for patients in medical practices or hospitals and skin-prick aids and lancets for diabetics.

MEDICAL TECHNOLOGY PRODUCTS



Medical technology products include disposables and components for dialysis devices, home-care products, invasive disposables, surgical devices made of plastic and technical devices for therapeutic purposes in the orthopedics field.

CONTAINERS FOR SOLID DOSAGE

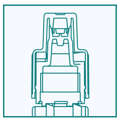


For non-liquid forms of delivery such as tablets and powder, Gerresheimer offers a wide spectrum of high-quality, user-friendly products which are complemented by a multi-faceted range of alternatives in terms of specific closures, tamper-evident closures and other design options.

CONTAINERS FOR LIQUID DOSAGE

For liquid applications in the field of pharma and healthcare, Gerresheimer has a host of container types made of PET, PE and PP in its range. Numerous system accessories allow individual tailoring to the customer's needs.

CONTAINERS FOR OPHTHALMIC AND RHINOLOGICAL APPLICATIONS



Gerresheimer also produces special plastic-based vials for eye drops and nasal sprays. These user-friendly containers which can be complemented by different drop, spray or pump system components facilitate precise drug dosage and application.

CONTAINERS FOR PARENTERAL PACKAGING: MULTISHELL PLASTIC VIALS

Due to the triple-layer structure (COP/PA/COP), these Gerresheimer vials (2 – 50 ml) have oxygen barrier properties which are unique for plastic vials. These vials are manufactured out of heavy metal free polymers, are transparent and biocompatible, and are particularly suitable for sensitive parenteral medicines.

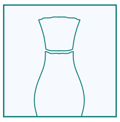
MOULDED GLASS

The Moulded Glass Division produces glass primary packaging in a continuous process. The containers are used for pharmaceutics, cosmetic products and specialty beverages and foods.

BOTTLES AND JARS FOR PHARMACEUTICS

Glass containers for pharmaceutical use are available from Gerresheimer in widely varied forms: Syrup and dropper bottles, tablet jars, wide-neck jars and injection, infusion and transfusion bottles.

FLACONS AND POTS FOR COSMETICS



Gerresheimer produces flacons and pots in the widest possible variety of forms and finishes for fragrances, deodorants, care cosmetics and decorative cosmetics, etc.

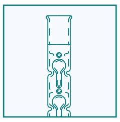
BOTTLES AND JARS FOR BEVERAGES AND FOOD

Gerresheimer supplies customer-specific and specialty containers for spirits and food.

LIFE SCIENCE RESEARCH

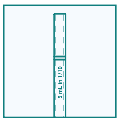
The product spectrum of the Life Science Research Division consists of laboratory glassware for research, development and analytics.

REUSABLE LABORATORY GLASSWARE



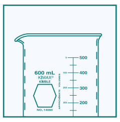
Reusable laboratory glassware is employed primarily in general research, test procedures and quality control. Examples of reusable laboratory glassware include beakers, Erlenmeyer flasks, precision burettes, pharmaceutical graduates and cylinders.

DISPOSABLE LABORATORY GLASSWARE



Disposable glass articles are used primarily in test procedures, quality laboratories and the clinical health sector. Examples of disposable laboratory glassware include serological pipettes, culture tubes, chromatography vials and scintillation vials.

SPECIAL LABORATORY GLASSWARE



Special laboratory glassware is used in a large number of applications. Examples of special laboratory glassware include NMR tubes, chromatography columns and products for tissue preparation.

Glossary

Ampoule
Self-sealed container made of tubular glass in three standardized ISO types (B, C and D). In the case of pharmaceutical ampoules, a distinction is made between various systems for breaking open the ampoule: For example the One Point Cut, the Color Break and the Score Ring method.

Backstop
As a smart addition to its syringe range, Gerresheimer offers a Backstop. This system component is made of plastic and is machine-clipped to the existing finger flange of the glass syringe, thereby reducing its aperture diameter and preventing the plunger head from being pulled out of the syringe. At the same time, the ergonomically shaped wings enlarge the finger flange to facilitate application.

'Baked-On RTF'®
'Baked-On RTF'® optimizes RTF® syringes for sensitive biotech medicines. This Gerresheimer process is patented in Europe and the USA. It consists of baked-on siliconization which fixes the silicone oil to the glass surface permanently and almost completely.

Biopharmaceuticals
Biopharmaceuticals are substances produced by means of biotechnology in genetically modified organisms. Biopharmaceutics is one of the fastest growing product categories in the pharma and biotechnology industry.

Borosilicate glass ➤ Type I borosilicate glass tubing

Bulk syringes
The term bulk syringes is used to describe syringe barrels supplied to the customer in an unsterilized state with or without a premounted needle. Washing, sterilization and mounting of the closure cap/needle shield before filling is carried out by the pharma company.

Cartridge
The cartridge is a cylinder made of tubular glass which is closed at the front end by an aluminum cap with a membrane which is penetrated by the injection needle to draw in the injection solution.

Camera inspection systems
During and after production, the quality of Gerresheimer products is monitored by means of in-process controls. Modern optical camera systems and mechanical examination systems supported by special computer technology and digital image processing help to detect trends and variances and pick out defective articles at an early stage.

Child-resistant closure
A child-resistant closure protects children's health by making pharmaceutical packaging difficult for them to open. Certain actions are necessary to open a child-resistant closure that children find impossible to perform (without instruction). These are generally unusual opening actions, such as a combination of sequenced or simultaneous movements (e.g. press and turn caps).

Clean room
In a clean room, special processes and equipment types control particle contamination. This is a key requirement for production of a wide range of drug delivery systems, primary packaging and certain pharmaceutical production processes.

Clearject™
Brand name of our Japanese partner Taisei Kako Co. Ltd. for sterile prefillable plastic syringes made of crystal-clear COP (Cyclic Olefin Polymer). These are particularly suitable for use in the demanding field of cytostatics and biopharmaceutics.

COP syringe ➤ Clearject™

Cytostatics
Cytostatics are natural or synthetic substances which inhibit cell growth or division. They are used particularly in cancer treatment (chemotherapy) and sometimes also in the treatment of autoimmune disease.

Diabetes care
Medical specialism covering diabetes diagnosis and therapy. In this business field, Gerresheimer concentrates on development and production of highly innovative lancets, skin-prick aids and insulin pen systems.

Diagnostic systems
Systems for the analysis of organic liquids and materials outside the body (in vitro). In such systems, patient samples can be examined for specific parameters – on a fully automated basis in many cases.

Disposable syringe systems ➤ Prefillable syringe systems

Dropper bottle system
Special bottle system made of glass or plastic for delivery of medications in drop form, consisting of bottle, dropper and closure.

Drug delivery system
A drug delivery system transports the active substance in various ways (via pulmonary or nasal inhalation, through the skin, via the mucous membranes or orally) precisely to those areas in the body where it is intended to be effective. Examples: Inhalers for the treatment of respiratory disease and prefillable syringes for injection drugs.

Heat transfer printing
Heat transfer printing allows multicolor elements to be applied to glass syringes and cartridges in a single efficient process. Product information, calibrations and barcodes distinguished by different colors help to avoid confusion and application errors.

Hydrolytic resistance
Criterion for the resistance of glass containers. Defined in terms of resistance against leaching of alkaline glass components through ultra-pure water.

Inhaler
An inhaler is a device used in the treatment of asthma, bronchitis and other chronic respiratory ailments. It transports aerosol and powder-based medications into the upper and lower respiratory tracts.

Injection vial ➤ vial

Insulin pen system
An insulin pen is a special injection system for safe and less painful delivery of insulin from a cartridge.

Integrated moisture absorber
A moisture absorber protects the pharmaceutical against the effects of moisture during storage and absorbs atmospheric humidity which enters the container as a result of it being repeatedly opened. Gerresheimer integrates the desiccant in a capsule affixed to the inside of the Duma® Twist-Off cap.

Lancet
A lancet is a blood-sampling needle which is extrusion-coated with plastic. It is inserted into a skin-prick aid for diabetic patients.

Lancet magazine
Magazine with integrated lancets in a drum housing.

Laser coding
With the new method of laser coding for syringes, a tiny data matrix code containing individual data about the nature and origin of the respective glass packaging is indelibly applied by laser to the finger flange. Gerresheimer thereby offers an innovative track-and-trace solution for pharma containers and also helps combat the problem of drug counterfeiting.

Life science
Life science is the field in which research institutes work primarily on the application of scientific findings in modern biology, chemistry and medicine as well as related areas, with a highly interdisciplinary and also market-based orientation.

Molecular diagnostics
Molecular diagnostics refers to analysis methods based on examination of the genetic substance (DNA or RNA). These allow more precise information to be obtained than with traditional diagnostic procedures so that illnesses can be detected faster.

Moulded glass
Moulded glass packaging is produced in a single continuous work process directly after the melting process.

Multifunctional closure system
The Gerresheimer Plastic Packaging Business Unit's closure systems comprise resistant and air-tight opening and closure devices which meet diverse requirements. All caps conform to ISO standards and can be combined with our glass and plastic packaging containers for liquids and solids. The multifunctional closures are tamper-evident, child-resistant, senior citizen-friendly and moisture absorbing.

MultiShell plastic vials
These pharmaceutical primary packaging vials are made from COP plastic and PA (polyamide). COP stands for Cyclic Olefin Polymer, a glass-clear, break-resistant and biocompatible plastic type which is particularly suitable for long-term storage of sensitive parenteral medicines. With the new MultiShell development combining two COP outer layers with a middle layer of polyamide, Gerresheimer has substantially enhanced the barrier properties against gas permeation to several times that of vials consisting of COP alone.

Needle trap
Label with integrated needle shield to avoid needle-prick injuries from syringes.

Ophthalmology
The specialist medical field of ophthalmology (study of the eye) also covers diseases and malfunctions of the optical organ and the sense of sight and their medical treatment.

Paste mould technology
Glass forming process using a rotation mould (blowing process) to form a round and seamless piece of glassware.

Pen system
Easy-to-handle injection system, mostly in ball-point-pen format, developed to make self-medication simpler.
➤ **Insulin pen system**

PharmaPlus™
Gerresheimer description for a whole range of high-caliber technical solutions in the forming of glass pharma containers, achieving a previously unattained level of precision. This includes the production of borosilicate tubes which Gerresheimer manufactures itself as intermediary products. The further refined equivalent for the forming processes has produced a new and outstanding quality category of tubular glass products – whether they be syringes, cartridges, vials or ampoules.

Plastic systems
Complex and technically demanding systems consisting of several plastic components.

Prefillable syringe systems/Disposable syringe systems
Syringe systems, such as Gerresheimer RTF® syringes, that are supplied to customers in the pharma and biotech industry for filling with prepared medications.

Primary packaging
Packaging with which the filling contents come into direct contact.

RTF® syringe systems
The leading Gerresheimer trademark RTF® stands for "Ready to Fill". RTF® syringe systems are delivered to the customer washed, siliconized, assembled with the closure cap, packed in nests and tubs and sterilized; in other words, completely ready to fill. For the pharma manufacturer, this means that the whole chain of time-consuming process steps is

avoided. The customer can therefore start filling the products straightaway. On high-speed production lines, this produces substantial cost and time advantages. Gerresheimer's RTF® syringe portfolio is oriented toward modern pharma production.

Siliconization

Silicone oil is used as a glide agent in the inner surface treatment of pharmaceutical containers. This facilitates the action of the plunger inside the syringe barrel, which is essential for proper functioning of a syringe system.
➤ **'Baked-On RTF'®**

Skin-prick aid

Device for diabetics by which a lancet can be inserted into the skin almost without pain. Some models permit different penetration depths to take account of the thickness of the skin.

Sterile syringes

Collective term for sterilized syringes supplied to the pharma industry completely ready to fill, for example RTF® syringes.

Surface treatment

Special finishing process on the inside of a pharmaceutical container, e.g. to ensure compatibility of the packaging material with the medication.

Tamper-evident closure

A tamper evident closure is designed to signalize when a product is opened for the first time so that a patient will be aware if the medication has been tampered with. The Gerresheimer tamper-evident screw caps for tablet bottles (Duma® Twist-Off) have a ring on the cap which is detached from the cap by the twisting action when the container is opened for the first time. The pieces of plastic connecting the ring to the cap are torn off in the process, clearly indicating that the product has been opened. The tamper-evident closures with Luerlock adapter for Gerresheimer syringe systems are activated by twisting. The tamper-evident tabs on the twist-off closure (TELC) spread out as a result of the twist action to indicate that the syringe has been opened.

TCC

Technical Competence Center. Here, products and systems are developed and made ready for series production in collaboration with the customer.

TELC – Tamper-Evident Luerlock Closure

The TELC is a Gerresheimer development for prefilled syringes and combines a tamper-evident closure and a Luerlock adapter.

TERNS – Rigid Needle Shield with Thermoplastic Elastomer

TERNS is a closure developed by Gerresheimer for needle tips, with a soft sealing element made of thermoplastic elastomer (TPE) and a firm plastic shell.

TPE – Thermoplastic Elastomer

Plastic which behaves like a classical elastomer at room temperatures, can be deformed itself when heat is added and therefore displays thermoplastic behavior.

Tubular glass

Tubular glass packaging is produced in two separate process steps: Production of the tubular glass followed by forming.

Type I borosilicate glass tubing

Glass tubing made of the high-quality type I borosilicate glass which because of its chemical composition possesses the highest possible hydrolytic resistance and because of its low alkali emission is used particularly for injection substances.

Vials

Vials are small-volume pharmaceutical primary packaging containers. These vials are often also referred to as injection vials as the fluid to be injected is drawn up from the vial by means of an injection needle.

The definitions used here apply in connection with Gerresheimer's operations and should not be understood as generally applicable.

Our Vision

Gerresheimer will become **the leading global partner** for enabling solutions that improve health and well-being.

Our success is driven by the passion of our people.

Our Mission

We will achieve our vision by:

- understanding our customers and providing them with solutions to both their present and future needs
- living our commitment to excellent quality and continuous innovation
- leveraging our competence and technological leadership by acting as one global team
- becoming a preferred employer with highly motivated and passionate employees all over the world and,

  in so doing, by

- expanding our global reach and creating profitable and sustainable growth

Our Values

INTEGRITY

We believe…
in honesty, openness, trust, respect and reliability in all we do.

Our behavior
Integrity is the heart of our daily conduct:

- We treat others as we want to be treated.
- We keep our promises.
- We walk the talk.
- We value diversity of thought.

EXCELLENCE

We believe…
we must strive for excellence in everything we do.

Our behavior
We encourage all employees to strive for excellence:

- We regard quality as a personal responsibility.
- We seek to make new improvements every day.
- We promote continuous learning.
- We aim to challenge the status quo.

INNOVATION

We believe…
that innovations drive our future success.

Our behavior
To support a culture of innovations:

- We develop and implement innovative solutions.
- We encourage the global exchange of new ideas.
- We enlarge opportunities.
- We act as entrepreneurs.

RESPONSIBILITY

We believe…
that by taking ownership and acting with commitment we will achieve sustainable success.

Our behavior
Every day:

- We deliver on our commitments.
- We act responsibly.
- We respect the environment.
- We are ambitious about achieving sustainable results.

TEAMWORK

We believe…
that connecting people and working in global teams is crucial to achieving our ambitious goals

Our behavior
Teamwork will benefit all employees:

- We share our know-how and skills.
- We support each other.
- We communicate effectively across borders.
- We act with respect for cultural diversity.
- We grow together as one global team.

Multi-Year Overview

Financial Year end November 30	**2011**	2010	2009	2008	2007	2006
Results from Operations during the Reporting Period in EUR m						
Revenues	1,094.7	1,024.8	1,000.2	1,060.1	957.7	646.7
Adjusted EBITDA [1]	217.3	204.5	185.9	206.4	181.6	122.6
in % of revenues	19.9	20.0	18.6	19.5	19.0	19.0
Adjusted EBITA [2]	136.9	123.5	109.7	135.6	116.6	73.8
in % of revenues	12.5	12.0	11.0	12.8	12.2	11.4
Result from operations	109.3	95.0	60.5	61.0	53.3	21.8
Net income	54.4	46.7	7.0	4.5	0.8	-25.0
Adjusted net income [3]	80.6	65.8	45.2	61.4	44.3	8.7
Net Assets as of the Reporting Date in EUR m						
Total assets	1,515.1	1,357.8	1,340.6	1,538.3	1,436.8	941.1
Equity	552.2	529.4	480.2	479.1	499.9	-26.3
Equity ratio in %	36.4	39.0	35.8	31.6	34.8	–
Net working capital	172.5	151.2	144.4	163.0	179.8	117.8
in % of revenues of the preceding 12 months	15.8	14.8	14.4	15.4	18.8	18.2
Capital expenditure	86.2	73.2	86.4	107.8	98.9	74.9
Net financial debt	364.6	311.0	373.3	421.6	390.6	574.7
Adjusted EBITDA leverage [4]	1.7	1.5	2.0	2.0	2.2	4.7
Financial and Liquidity Position during the Reporting Period in EUR m						
Cash flow from operating activities	129.8	159.8	117.4	165.3	54.1	62.3
Cash flow from investing activities	-159.0	-69.5	-86.8	-133.4	-304.1	-134.5
thereof cash paid for capital expenditure	-86.2	-73.1	-86.3	-103.3	-88.5	-77.5
Free cash flow before financing activities	-29.2	90.3	30.7	31.9	-250.0	-72.2
Employees						
Employees as of the reporting date (total)	10,212	9,475	9,343	10,177	10,148	5,677
Stock Data						
Number of shares as of the reporting date in million	31.4	31.4	31.4	31.4	31.4	–
Share price [5] as of the reporting date in EUR	31.17	28.20	23.05	27.10	37.70	–
Market capitalization as of the reporting date in EUR m	978.7	885.5	723.8	850.9	1,183.8	–
Share price high [5] during the reporting period in EUR	36.62	29.85	27.05	38.20	39.65	–
Share price low [5] during the reporting period in EUR	28.30	22.09	13.24	23.99	32.65	–
Earnings per share in EUR	1.61	1.38	0.18	0.02	-0.04	–
Adjusted earnings per share [6] in EUR	2.44	1.95	1.34	1.83	1.34	–
Dividend per share in EUR	0.60 [7]	0.50	–	0.40	0.40	–

1) Adjusted EBITDA: Earnings before income taxes, financial result, amortization of fair value adjustments, extraordinary depreciation, depreciation and amortization, restructuring expenses and one-off income and expenses.

2) Adjusted EBITA: Earnings before income taxes, financial result, amortization of fair value adjustments, extraordinary depreciation, restructuring expenses and one-off income and expenses.

3) Adjusted net income: Consolidated profit before non-cash amortization of fair value adjustments, special effects from restructuring expenses, extraordinary depreciation, one-off costs connected with the refinancing, the balance of one-off income and expenses (including significant non-cash expenses) and the related tax effects.

4) Adjusted EBITDA leverage: The relation of net financial debt to adjusted EBITDA of the preceding 12 months.

5) In each case Xetra closing price.

6) Adjusted net income after non-controlling interests divided by 31.4m shares.

7) Proposed appropriation of net earnings.

Financial Calendar

February 8, 2012	Annual Report 2011
April 12, 2012	Interim Report 1st Quarter 2012
April 26, 2012	Annual General Meeting in Duesseldorf
July 11, 2012	Interim Report 2nd Quarter 2012
October 4, 2012	Interim Report 3rd Quarter 2012

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Publisher

Gerresheimer AG
Benrather Strasse 18-20
40213 Duesseldorf
Germany
Phone +49 211 6181-00
Fax +49 211 6181-295
E-mail info@gerresheimer.com
www.gerresheimer.com

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Page 16 Diabetes facts: WHO, World Health Organization, European Regional Office; Health Care Costs: Brand eins – The world in numbers 2007 and 2011; Demographic facts Europe; Demographic Report of the European Commission and the European Statistics Agency Eurostat.

Note to the Annual Report

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

Note regarding the rounding of figures

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

Gerresheimer AG

Benrather Strasse 18-20
40213 Duesseldorf
Germany
Phone +49 211 6181-00
Fax +49 211 6181-295
E-mail info@gerresheimer.com
www.gerresheimer.com