



GERRESHEIMER

Invitation

Annual General Meeting
Gerresheimer AG

April 29, 2009

GERRESHEIMER

German Securities Identification Number (WKN) A0LD6E

International Securities Identification Number (ISIN) DE000A0LD6E6

Invitation to the Annual General Meeting*

We invite our shareholders to the Annual General Meeting of Gerresheimer AG,

which will take place on **Wednesday, April 29, 2009,**
10.00 a.m. (admission from 9.00 a.m.) CEST,

in the Congress Center Düsseldorf (CCD Ost),
Stockumer Kirchstraße 61, 40474 Düsseldorf,
Room L, M, R.

* This version of the invitation, prepared for the convenience of English-speaking readers, is a translation of the German original.
For the purposes of interpretation the German text shall be authoritative and final.

Agenda

1. Presentation of the adopted Annual Financial Statements of Gerresheimer AG, the approved Consolidated Financial Statements, the Management Report and the Group Management Report including the Report of the Management Board regarding the statements according to sections 289 (4) and 315 (4) of the German Commercial Code (HGB) as well as the Report of the Supervisory Board for the financial year 2008 (December 1, 2007 – November 30, 2008).

The documents named in agenda item 1 may be inspected on the Internet under www.gerresheimer.com/en/investor-relations/reports and in the registered offices of Gerresheimer AG at Benrather Strasse 18-20, 40213 Düsseldorf. They will also be sent to shareholders on request.

2. Resolution on appropriation of the net earnings of Gerresheimer AG

Management Board and Supervisory Board propose that the net earnings for the financial year 2008

totalling EUR 30,540,322.52

are appropriated as follows:

a) Distribution to shareholders through payment
of a dividend of EUR 0.40 per dividend-bearing share EUR 12,560,000.00

b) Account carried forward EUR 17,980,322.52

The dividend is to be paid out on April 30, 2009.

3. Resolution on formal approval of the actions of the members of the Management Board

Management Board and Supervisory Board propose that formal approval is granted to the members of the Management Board who held office during the financial year 2008 for their actions in this period.

4. Resolution on formal approval of the actions of the members of the Supervisory Board

Management Board and Supervisory Board propose that formal approval is granted to the members of the Supervisory Board who held office during the financial year 2008 for their actions in this period.

5. Resolution on supplementary election to the Supervisory Board

In accordance with sections 96 (1) and 101 (1) of the German Stock Corporation Act (Aktiengesetz) in conjunction with section 7 (1) clause 1 no. 1 of the German Codetermination Act (Mitbestimmungsgesetz) the Supervisory Board consists of six members to be elected by the Annual General Meeting and six to be elected by the employees. The Annual General Meeting is not bound by election proposals.

Following the resignation of Mr Lionel Assant from the Supervisory Board, Mr Theodor Stuth was appointed as a member of the Supervisory Board by a resolution of the Düsseldorf Local Court with effect from May 16, 2008. In accordance with the recommendation under item 5.4.3 clause 2 of the German Corporate Governance Code an election by the Annual General Meeting should now be held to replace the court appointment.

The Supervisory Board therefore proposes that Mr Theodor Stuth, Auditor and Certified Tax Advisor, Neuss, is elected as a Supervisory Board member for the shareholders until the end of the Annual General Meeting which passes a resolution on formal approval of the actions of the Supervisory Board members for the financial year 2011.

Mr Stuth is Member of the Advisory Board of Wickeder Westfalenstahl GmbH, Wickede (Ruhr). Apart from this, Mr Stuth is not a member of other supervisory boards set up in accordance with the provisions of the law, and holds no mandates in comparable German or foreign controlling bodies of business enterprises.

6. Resolution on election of the auditor

The Supervisory Board proposes that Deloitte & Touche GmbH, Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed as auditor for the Company and the Group for the financial year 2009, and auditor for possible examination of the condensed financial statements and the interim management report for the first half year of the financial year 2009.

Total number of shares and voting rights

At the time of the summons for the Annual General Meeting the capital stock totals EUR 31,400,000. The capital stock is divided into 31,400,000 bearer shares. Each share gives one vote in the Annual General Meeting, so the total number of votes is 31,400,000.

Participation in the Annual General Meeting

Shareholders who participate in the Annual General Meeting and exercise their right to vote are, according to section 16 (1) of the Articles of Association, required to register before the meeting. They are also required by section 16 (2) of the Articles of Association to produce evidence of their entitlement to participate in the Annual General Meeting and exercise voting rights. For this purpose they must submit documentation of their shareholding, as produced by the bank or financial services institute maintaining the securities custody account, relating to the start of April 8, 2009. The registration and documentation must be drawn up in text form in English or German and be received by the Company by April 22, 2009, at the address stipulated below:

Gerresheimer AG
c/o Dresdner Bank AG
WASHV dwpbank AG
Wildunger Straße 14
60487 Frankfurt am Main
Fax +49 69 5099-1110
E-mail HV-Eintrittskarten@dwpbank.de

Admission tickets for the Annual General Meeting will be sent to shareholders after receipt of the registration and shareholding documentation.

Voting right representation

Shareholders who are unable to attend the Annual General Meeting in person may arrange for their voting right in the Annual General Meeting to be exercised through an authorized agent, e.g. the bank or financial services institute maintaining the securities custody account, a shareholder association or another person of their choice. The proxy must be in written form unless granted to a bank or financial services institute, a shareholders' association or other persons or institutions named in section 135 of the German Stock Corporation Act (Aktiengesetz); in these cases differing regulations may exist. A form for the granting of a written proxy will be enclosed with the admission ticket, and will also be sent to each shareholder on request. The request should be addressed to:

Gerresheimer AG
Investor Relations
Benrather Strasse 18-20
40213 Düsseldorf
Fax +49 211 6181-121
E-mail gerresheimer.ir@gerresheimer.com

In addition, we offer our shareholders the possibility to be represented in ballots by a voting right representative nominated by the Company. This representative may exercise voting rights only on the basis of expressly given instructions. Without instructions the proxy is invalid. Only the proxy and instruction form enclosed with the admission ticket may be used for this purpose. Proxies for the voting right representative must be granted in writing, using the completed authorization and instruction form, and must be submitted together with the admission ticket at the latest by Monday, April 27, 2009, 12.00 noon CEST, at the above-mentioned address of Gerresheimer AG.

Further details about participation in the Annual General Meeting and the issue of proxies and instructions will be sent to shareholders together with the admission ticket. Similar information may also be seen on the Internet under www.gerresheimer.com/en/investor-relations/annual-general-meeting.

Broadcast of the Annual General Meeting on the Internet

The opening of the Annual General Meeting by the leader of the Meeting, the explanation of the Report of the Supervisory Board by the Chairman of the Supervisory Board and the speech by the Chairman of the Management Board will be broadcast live in the Internet. All shareholders and interested members of the public can watch the broadcast under www.gerresheimer.com/en/investor-relations/annual-general-meeting.

Counter-applications and election proposals by shareholders

According to section 126 and section 127 of the German Stock Corporation Act (Aktengesetz), counter-applications and election proposals by shareholders should be sent exclusively to the following address. Counter-applications and election proposals sent to another address will not be taken into account.

Gerresheimer AG
Investor Relations
Benrather Strasse 18-20
40213 Düsseldorf
Fax +49 211 6181-121
E-mail gerresheimer.ir@gerresheimer.com

Orderly counter-applications and election proposals of shareholders which are received by midnight on April 15, 2009 at the latest at the above address with proof of the applicant's shareholder status will be promptly made accessible under the Internet address www.gerresheimer.com/en/investor-relations/annual-general-meeting. Any comments by the Management Board or Supervisory Board on counter-applications and election proposals received will also be published under the stated Internet address.

Publication in the electronic Bundesanzeiger

The Annual General Meeting on April 29, 2009 has been summoned through publication of the above agenda in the electronic Bundesanzeiger (Federal Law Gazette) on March 20, 2009.

Düsseldorf, March 2009

Gerresheimer AG
The Management Board

Travel Information

Annual General Meeting of Gerresheimer AG, April 29, 2009

Congress Center Düsseldorf (CCD Ost), Stockumer Kirchstraße 61, 40474 Düsseldorf, Raum L, M, R

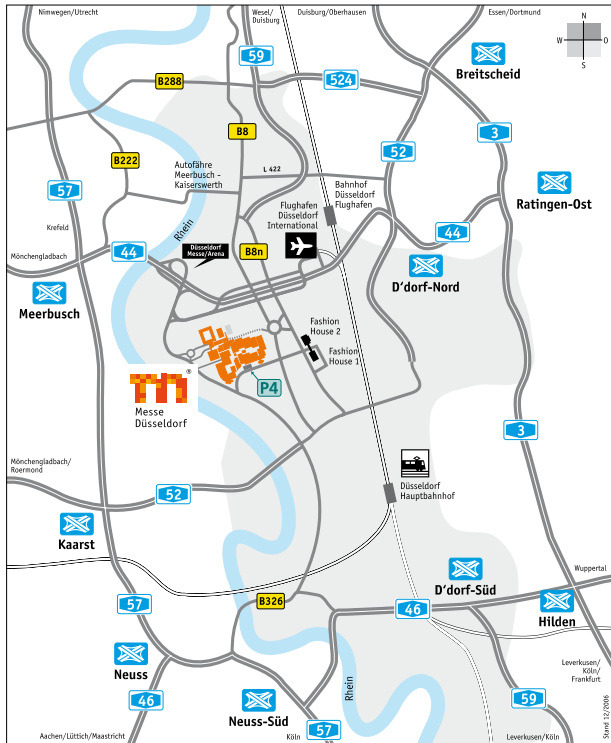
Arrival by Car

North Rhine-Westphalia possesses an extremely well developed motorway network that will get you quickly to Düsseldorf and the CCD Congress Center Düsseldorf. More than 1,200 parking spaces are available right by the CCD Congress Center Düsseldorf. Just follow the signs to Messe Düsseldorf. When you reach the immediate congress centre environs, follow the special signs CCD Ost and the parking signs P4. If necessary, the car parks at Messe Düsseldorf can also be used.

Input data for your GPS: Rotterdammer Strasse 144, 40474 Düsseldorf

Arrival by train

The main station (Hauptbahnhof) on Konrad Adenauer Platz is located centrally in downtown Düsseldorf. The U78/U79 trams and the 722 bus will take you quickly and conveniently to the CCD Congress Center Düsseldorf. Take the U78 (from the direction of the city centre) and the U79 (from the direction of the city centre, Kaiserswerth, Wittlaer und Duisburg) to the Messe Ost/Stockumer Kirchstrasse stop. From there it is a roughly 10-minute walk, across Stockumer Kirchstrasse, to the CCD Congress Center Düsseldorf. Alternatively you can take the 722 bus to the stop CCD Osteingang.



Key Figures (IFRS)

Financial Year end November 30	2008	2007
Results of Operations during the Reporting Period in EUR m		
Net sales	1,060.1	957.7
Adjusted EBITDA ¹⁾	206.4	181.6
in % of net sales	19.5	19.0
Adjusted EBITA ²⁾	135.6	116.6
in % of net sales	12.8	12.2
Net income	4.5	0.8
Adjusted net income ³⁾	61.4	44.3
Net Assets as of the Reporting Date in EUR m		
Total assets	1,538.3	1,436.8
Equity	479.1	499.9
Equity ratio in %	31.1	34.8
Net Working Capital	163.0	179.8
in % of net sales during the preceding 12 months	15.4	18.8
Capital expenditure (cumulated)	107.8	98.9
Net financial debt	421.6	390.6
Adjusted EBITDA leverage ⁴⁾	2.0	2.2
Financial and Liquidity Position during the Reporting Period in EUR m		
Cash flow from operating activities	165.3	54.1
Cash flow from investing activities	-133.4	-304.1
thereof cash paid for capital expenditure	-103.3	-88.5
Free cash flow before financing activities	31.9	-250.0
Employees		
Employees as of the reporting date (total)	10,177	10,148
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	27.10	37.70
Market capitalization as of the reporting date in EUR m	850.9	1,183.8
Share price high ⁵⁾ during the reporting period in EUR	38.20	39.65
Share price low ⁵⁾ during the reporting period in EUR	23.99	32.65
Earnings per share in EUR	0.02	-0.04
Adjusted earnings per share ⁶⁾ in EUR	1.83	1.34
Dividend per share in EUR	0.40 ⁷⁾	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, 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 interest bearing net debt to adjusted EBITDA of the preceding 12 months

⁵⁾ In each case Xetra closing price

⁶⁾ Adjusted net income after minorities divided by 31.4m shares

⁷⁾ Proposed appropriation of net earnings



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