



GERRESHEIMER

Invitation

Annual General Meeting
Gerresheimer AG

April 29, 2010

GERRESHEIMER

Düsseldorf

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 **Thursday, April 29, 2010,**
at 10:00 a.m. (admission from 09:00 a.m.) CEST,

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

AGENDA

1. Presentation of the adopted Annual Financial Statements of Gerresheimer AG and the approved Consolidated Financial Statements, both as of November 30, 2009, 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 2009 (December 1, 2008 – November 30, 2009)

The documents named in agenda item 1 will be made available at the Annual General Meeting. In addition, they 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 free of charge to shareholders on request.

No resolution will be passed on agenda item 1 since the law does not stipulate a resolution on the adopted Annual Financial Statements, the approved Consolidated Financial Statements and the other documents.

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

The Management Board and Supervisory Board propose that the net earnings for the financial year 2009 of Gerresheimer AG

in the amount of EUR 37,917,232.98

will be carried forward in total.

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

The 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 2009 for their actions in this period.

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

The 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 2009 for their actions in this period.

5. Resolution on election of the auditor

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that Deloitte & Touche GmbH, Wirtschaftsprüfungsgesellschaft, Düsseldorf, is elected as auditor for the Company and the Group for the financial year 2010, and auditor for the possible examination of the condensed financial statements and the interim management report for the first half year of the financial year 2010.

6. Resolution on supplementary election to the Supervisory Board

According to sections 96 (1) and 101 (1) of the German Stock Corporation Act (AktG) in conjunction with section 7 (1) sentence 1 number 1 of the German Codetermination Act (MitbestG) the Supervisory Board consists of six members elected by the Annual General Meeting and six elected by the employees.

Mr Doug Rogers has resigned from his office as Supervisory Board member elected by the Annual General Meeting with effect from the end of August 31, 2010.

Gerresheimer AG has received a proposal for the election of Dr. Axel Herberg as a Supervisory Board member after the end of his term as a Management Board member (end of June 21, 2010) by shareholders who together hold more than 25 % of the Company's voting rights. Therefore, his election as a member of the Supervisory Board may take place according to section 100 (2) sentence 1 number 4 AktG.

The Supervisory Board proposes that Dr. Axel Herberg, the current Chief Executive Officer of the Company, resident in Düsseldorf, is elected as a Supervisory Board member for the shareholders with effect from September 1, 2010 until the end of the Annual General Meeting which passes a resolution approving the actions of the Supervisory Board for the financial year 2011.

Dr. Herberg is a member of the following Supervisory Boards required under German law:

Gerresheimer Tettau GmbH (Deputy Chairman)
Gerresheimer Regensburg GmbH (Chairman)

Dr. Herberg is furthermore a member of comparable domestic and foreign controlling bodies of commercial enterprises as follows:

Gerresheimer Pisa S.p.A., Italy
Gerresheimer Glass Inc., USA (Chairman)
Gerresheimer Momignies S.A., Belgium
Gerresheimer Querétaro S.A., Mexico
Gerresheimer Denmark A/S, Denmark
Gerresheimer Vaerloese A/S, Denmark
Gerresheimer Zaragoza S.A., Spain

Dr. Herberg will give up all the aforementioned memberships at the latest on termination of his Management Board activity so that he no longer holds them at the time of taking up office as a Supervisory Board member.

The Annual General Meeting is not bound by the election proposal of the Supervisory Board or the proposal pursuant to section 100 (2) sentence 1 number 4 AktG.

7. Resolution on amendment of the Articles of Association

As a result of the German Act to Implement the Shareholder Rights Directive (ARUG), which was promulgated on August 4, 2009 and whose provisions largely came into force on September 1, 2009, the law on annual general meetings has been substantially reformed. The Articles of Association of Gerresheimer AG are to be adjusted in line with the new legal situation.

The provisions of the Articles of Association on the summoning of Supervisory Board meetings and the passing of resolutions of the Supervisory Board are at the same time to be adjusted to reflect the terminology (“electronic communication”) introduced in ARUG.

Finally, the remuneration of Supervisory Board members is to be extended to include an additional variable remuneration component in order to reflect the recommendations in the German Corporate Governance Code and predominant market practice.

The Management Board and Supervisory Board therefore propose that the following resolutions are passed:

- a) Section 11 paragraph 1 sentence 2 of the Articles of Association is replaced by the following new sentence 2:
“The summons may be issued verbally, by telephone, in text form or by means of electronic communication.”

- b) Section 12 paragraph 3 sentence 1 of the Articles of Association is replaced by the following new sentence 1:
“On the orders of the chairman, resolutions by the Supervisory Board may also be passed in a telephone or video conference or outside a meeting by means of votes cast verbally, by telephone, in text form or by means of electronic communication.”

- c) Section 14 paragraph 3 of the Articles of Association becomes paragraph 4 with the following amended wording for sentence 1:
“The remuneration in accordance with paragraphs 1 to 3 falls due for payment at the end of the shareholders’ meeting which passes a resolution on approval of the actions of the members of the Supervisory Board for the relevant financial year.”
- d) Section 14 paragraph 4 becomes paragraph 5 with the following amended wording:
“In addition to the remuneration in accordance with paragraphs 1 to 3, the members of the Supervisory Board receive an attendance allowance for meetings of the Supervisory Board – and any of its committees to which they belong – in the amount of EUR 1,500 per meeting but with a maximum of EUR 1,500 per calendar day.”
- e) Section 14 paragraph 5 of the Articles of Association becomes paragraph 6.
- f) Section 14 paragraph 6 of the Articles of Association becomes paragraph 7.
- g) Section 14 of the Articles of Association is supplemented by the following new paragraph 3:
“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 in Gerresheimer AG if this value reaches the amount of EUR 0.50. If the adjusted consolidated net earnings per share in Gerresheimer AG exceed the amount of EUR 3.00 the amount in excess 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 twice the amount of the remuneration in accordance with this paragraph and the deputy chairman one and a half times the amount.”

- h) Section 15 paragraph 2 of the Articles of Association is reworded as follows:
“The shareholders’ meeting is summoned at least thirty days before the date by which the shareholders have to register for the meeting. The date of the summons is not included in the calculation.”
- i) Section 15 of the Articles of Association is supplemented by the following new paragraph 3:
“For notification of summonses in accordance with section 125 (2) sentence 1 AktG and section 128 (1) AktG, electronic communication is sufficient if the conditions in section 30b (3) number 1d of the German Securities Trading Act (WpHG) are fulfilled.”
- j) Section 16 paragraph 1 of the Articles of Association is reworded as follows:
“Shareholders who wish to attend the shareholders’ meeting or exercise their voting rights must register before the meeting. Notification of registration must be received by the company at the address stated in the summons at least six days before the meeting. A shorter period to be measured in days may be specified in the summons. The date of receipt is not included in the calculation. The notification must be in text form in either German or English.”
- k) Section 16 paragraph 2 sentence 2 of the Articles of Association is replaced by the following new sentence 2:
“Documentation of their shareholding in text form in either German or English by the bank which administers the securities custody account or by a financial services institute is sufficient for this purpose.”

- l) Section 16 paragraph 2 is supplemented by the following new sentences 3 to 5:
“The documentation must relate to the start of the twenty-first day before the meeting and must be received by the company at the address stated in the summons at least six days before the meeting. A shorter period to be measured in days may be specified in the summons. The date of receipt is not included in the calculation.”
- m) Section 16 of the Articles of Association is supplemented by the following new paragraph 3:
“The Management Board may stipulate that, even without being present at its location and without an authorized representative, shareholders may participate in the shareholders’ meeting and wholly or partly exercise individual rights or all rights by means of electronic communication. The Management Board may further stipulate that shareholders may without attending the meeting cast their votes in writing or by means of electronic communication. It may issue detailed procedures for this.”
- n) Section 17 paragraph 2 of the Articles of Association is reworded as follows:
“The voting right may be exercised by an authorized person. The authorization, its revocation, and proof of power of attorney to the company must be in text form; section 135 AktG is unaffected. A relaxation of the form may be specified in the summons. Proof of power of attorney may be sent to the company by means of an electronic communication form to be specified in the summons.”

8. Resolution on approval of the system for remuneration of Management Board members

As a result of the German Act on the Appropriateness of Management Board Remuneration (VorstAG) which came into effect on August 5, 2009, the possibility was created that the annual general meeting of a listed company can pass a resolution on approval of the system for remuneration of Management Board members (section 120 (4) of the German Stock Corporation Act – AktG). Use is to be made of this possibility.

In its meeting on February 9, 2010, the Supervisory Board of Gerresheimer AG passed a resolution on a new system for remuneration of Management Board members in line with the legal requirements of VorstAG, to apply to new, extended or altered Management Board agreements from that point in time. A resolution approving the new remuneration system is to be sought from the Annual General Meeting.

The new remuneration system for the members of the Management Board differs from the previous system which applied for the financial year 2009 and which is described on pages 66 to 67 of the Annual Report for 2009. It is presented in detail in the Corporate Governance Report which is published on pages 17 to 18 of the Annual Report for 2009 and can be inspected on the Internet under www.gerresheimer.com/en/investor-relations/reports and in the business premises of Gerresheimer AG at its registered offices at Benrather Strasse 18-20, 40213 Düsseldorf.

The Management Board and Supervisory Board propose that the system for remuneration of Management Board members is approved.

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.

CONDITIONS FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING AND EXERCISING VOTING RIGHTS

Shareholders who intend to 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, 2010.

In relation to the Company, for the purpose of participating in the meeting or exercising voting rights, a shareholder is accepted only if proof of the shareholding is produced. Entitlement to participate and the extent of voting rights are then assessed exclusively in accordance with the shareholding on the documentation cut-off date. Changes in the shareholding after the documentation cut-off date are possible (no sales embargo) but have no significance for the participation entitlement and scope of voting rights. For the purpose of dividend entitlement the shareholding at the time of the profit distribution resolution by the Annual General Meeting is decisive and not the shareholding on the documentation cut-off date.

Only persons who produce such documentation are entitled to participate in the Annual General Meeting and cast votes. The registration and documentation must be drawn up in text form in German or English and be received by the Company by midnight on April 22, 2010 (CEST), at the address stipulated below:

Gerresheimer AG
c/o DZ BANK AG
dwpbank
WASHV
Wildunger Strasse 14
60487 Frankfurt am Main
Fax +49 69 5099-1110

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

PROCEDURES FOR VOTING/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.

If a shareholder authorizes more than one person the Company may turn away one or more of these (section 134 (3) sentence 2 AktG). The authorization, its revocation, and proof of power of attorney to the Company must be in text form.

Proof of power of attorney may be sent by electronic means to the following address:

E-mail gerresheimer.ir@gerresheimer.com

In the case of authorization of banks, shareholder associations or persons equivalent to these according to section 135 (8) AktG, it is generally necessary to take account of special points which should be checked with the party to be authorized.

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 authorization and instruction form, and must be received at the latest by Tuesday, April 27, 2010, 12:00 noon CEST, at the abovementioned 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 can also be found 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.

APPLICATIONS FOR ADDITIONS TO THE AGENDA

Pursuant to section 122 (2) AktG, shareholders whose shares together make up one twentieth part of the capital stock (equivalent to EUR 1,570,000) or a proportionate amount of EUR 500,000 may demand that items are placed on the agenda and publicized. Each new item must be accompanied by a statement of reasons or a resolution paper. The demand must be addressed to the Management Board in writing and received by it at the latest by midnight on March 29, 2010 (CEST) at the following address:

Gerresheimer AG
Management Board
Benrather Strasse 18-20
40213 Düsseldorf

Further comments on applications for additions to the agenda can be found under www.gerresheimer.com/en/investor-relations/annual-general-meeting.

APPLICATIONS AND ELECTION PROPOSALS BY SHAREHOLDERS

Reasoned counter-applications against a proposal of the Management Board and Supervisory Board on a particular agenda item pursuant to section 126 (1) AktG and proposals of shareholders on the election of Supervisory Board members or auditors pursuant to section 127 AktG must be sent exclusively to the following address. Counter-applications and election proposals sent to any other address are not 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 applications and election proposals of shareholders which are received by midnight on April 14, 2010 (CEST) at the latest at the above address with proof of the applicant's shareholder status will be promptly made available under the Internet address www.gerresheimer.com/en/investor-relations/annual-general-meeting subject to section 126 (2) and (3) AktG. Any comments by the Management Board or Supervisory Board on applications and election proposals received will also be published under the stated Internet address.

Over and above the reasons described in section 126 (2) AktG the Management Board also need not make available an election proposal pursuant to section 127 AktG if the proposal does not contain the candidate's name, occupation and place of residence. Proposals for the election of a Supervisory Board member need also not be made available if no information is enclosed about the membership of the proposed Supervisory Board candidate in other legally required supervisory boards and comparable controlling bodies within the meaning of section 125 (1) sentence 5 AktG.

SHAREHOLDERS' INFORMATION RIGHT

We draw our shareholders' attention to the fact that, according to section 131 (1) AktG, they have the following information right: each shareholder must on demand in the Annual General Meeting be given information by the Management Board about matters of the Company which is required for objective assessment of an item on the agenda. The information duty also extends to the legal and business relationships of the Company with an affiliated company. The information duty of the Management Board of a parent company (section 290 (1) and (2) HGB) in the Annual General Meeting at which the Consolidated Financial Statements and the Group Management Report are presented also extends to the position of the Group and of the companies included in the Consolidated Financial Statements.

PUBLICATION ON THE WEBSITE AND IN THE ELECTRONIC BUNDESANZEIGER

The information and documentation pursuant to section 124a AktG can be inspected and downloaded from the Internet under www.gerresheimer.com/en/investor-relations/annual-general-meeting. All documents legally required to be made available to the Annual General Meeting will be displayed in the Annual General Meeting.

The Annual General Meeting on April 29, 2010 has been summoned through publication of this invitation in the electronic Bundesanzeiger (Federal German Law Gazette) on March 19, 2010.

Düsseldorf, March 2010

Gerresheimer AG
The Management Board

TRAVEL INFORMATION

Annual General Meeting of Gerresheimer AG, April 29, 2010

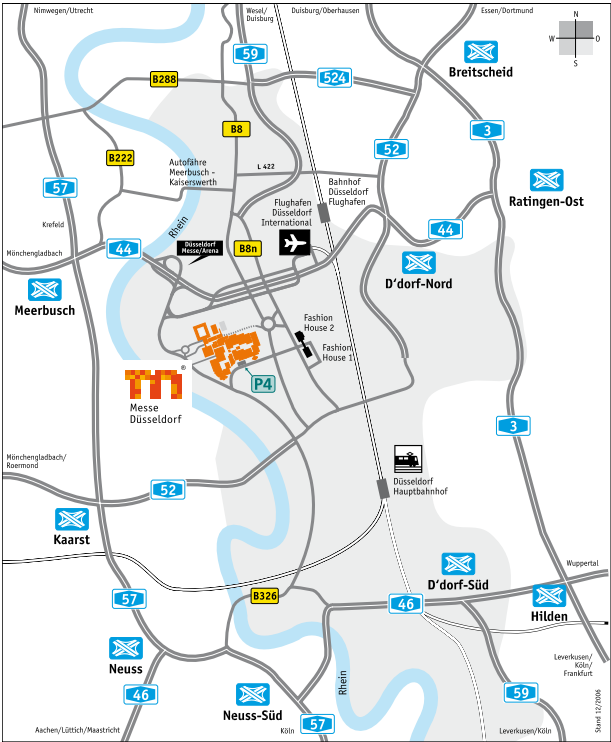
Congress Center Düsseldorf (CCD Ost), Stockumer Kirchstraße 61, 40474 Düsseldorf, Raum L, M, R

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 big car parks at Messe Düsseldorf can also be used.

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.



GROUP KEY FIGURES (IFRS)

Financial Year end November 30	2009	2008	Change in %
Results from Operations During the Reporting Period in EUR m			
Sales	1,000.2	1,060.1	-5.7
Adjusted EBITDA ¹⁾	185.9	206.4	-9.9
in % of sales	18.6	19.5	-
Adjusted EBITA ²⁾	109.7	135.6	-19.1
in % of sales	11.0	12.8	-
Net income	7.0	4.5	+55.6
Adjusted net income ³⁾	45.2	61.4	-26.4
Net Assets as of the Reporting Date in EUR m			
Total assets	1,340.6	1,515.0	-11.5
Equity	480.2	479.1	+0.2
Equity ratio in %	35.8	31.6	-
Net working capital	144.4	163.0	-11.4
in % of sales of the preceding 12 months	14.4	15.4	-
Capital expenditure (cumulated)	86.4	107.8	-19.9
Net financial debt	373.3	421.6	-11.5
Adjusted EBITDA leverage ⁴⁾	2.0	2.0	-
Financial and Liquidity Position During the Reporting Period in EUR m			
Cash flow from operating activities	117.4	165.3	-29.0
Cash flow from investing activities	-86.8	-133.4	-34.9
thereof cash paid for capital expenditure	-86.3	-103.3	-16.5
Free cash flow before financing activities	30.7	31.9	-3.8
Employees			
Employees as of the reporting date (total)	9,343	10,177	-8.2
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	23.05	27.10	-14.9
Market capitalization as of the reporting date in EUR m	723.8	850.9	-14.9
Share price high ⁵⁾ during the reporting period in EUR	27.05	38.20	-
Share price low ⁵⁾ during the reporting period in EUR	13.24	23.99	-
Earnings per share in EUR	0.18	0.02	> 100
Adjusted earnings per share ⁶⁾ in EUR	1.34	1.83	-26.8
Dividend per share in EUR	-	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.

GERRESHEIMER

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