

GERRESHEIMER

Proxy and instructions

to the voting right representative named by Gerresheimer AG for the Annual General Meeting on 29 April 2010.

Please send the completed form together with the admission ticket to the following address by 27 April 2010, 12:00 hours CEST at the latest.

Gerresheimer AG, Investor Relations, Benrather Str. 18 - 20, 40213 Düsseldorf, Germany
Fax: +49 211 6181-121 - Email: gerresheimer.ir@gerresheimer.com

Please observe the notes on voting right representation on the second page.

If you cannot attend the Annual General Meeting yourself and do not wish to authorise a third party to attend the Annual General Meeting in person, we offer you the following possibility to authorise the company's voting right representative.

Authorisation

I/we
 (Surname, first name of the declarer(s))

authorise the voting right representative of Gerresheimer AG, Mr Christian Brehm, Düsseldorf, with the right of sub-authorisation, to represent us at the Annual General Meeting on 29 April 2010 and exercise the voting rights for shares
 in accordance with admission ticket no.
 on my/our behalf in accordance with my/our instructions as follows.

Instructions

Please give instructions for each of the following agenda items. Your instructions relate in each case to the resolution proposal published in the electronic Bundesanzeiger.

Agenda items	Yes	No	Abstention
2 Appropriation of net earnings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of the actions of the Management Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of the actions of the Supervisory Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Election of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Supplementary election to the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Resolution on amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of the system for remuneration of the Management Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Any disclosable counter-applications or election proposals by shareholders on the agenda are promptly displayed on the Internet under www.gerresheimer.com. If the named voting right representative is authorised by you, any counter-applications addressed exclusively towards rejection of proposals by the management may be directly supported by you by giving the voting instruction "No" for the relevant agenda item. Counter-applications or election proposals which aim to achieve a contrary resolution are shown in the website with serial letters of the alphabet. If you wish to support the counter-applications or election proposals marked with these letters in the event of a vote, please put a cross in the following box for "Yes" against the appropriate letter for the counter-application or election proposal, or if not the box for "No" or "Abstain".

Letter identification of counter-application/election proposal	Yes	No	Abstain
A.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
C.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

.....
 Date, signature(s) or finalisation of declaration within the meaning of section 126b of the German Civil Code (BGB)



Notes on voting right representation

Proxy/instructions to the company's voting right representative

If you cannot attend the Annual General Meeting yourself and do not wish to authorise a third party to attend the Annual General Meeting in person, we offer you the possibility to authorise the company's voting right representative. You can issue a proxy and instructions to the voting right representative on the first page.

Please remember that your proxy and instructions to exercise voting rights are valid only if you have notified them in good time with proof of your shareholding and arranged for the admission ticket for your shares to be made out in your name.

Please send your admission ticket and fully completed proxy and instruction form to arrive by 27 April 2010, 12:00 hours CEST at the latest, to the following address:

**Gerresheimer AG, Investor Relations, Benrather Str. 18 - 20, 40213 Düsseldorf, Germany
Fax: +49 211 6181-121 - Email: gerresheimer.ir@gerresheimer.com**

The company's voting right representative may exercise the voting rights only in accordance with expressly issued instructions on the individual agenda items. Without such express instructions the voting rights are not represented. Only the proxy and instruction form printed on the first page may be used to issue the proxy.

Even after a proxy is issued to the company's voting right representative, you are entitled to attend the Annual General Meeting in person. Personal registration by you or your representative at the entrance to the Annual General Meeting will be deemed to constitute cancellation of the proxy and instructions issued to the voting right representative.

Disclosable shareholder applications (counter-applications) may be inspected on the company's website under www.gerresheimer.com in the Investor Relations section. Any comments by the management are also disclosed under this Internet address.

A counter-application which relates exclusively to rejection of the relevant proposal by the management can be supported by you by issuing voting instructions against the management proposal.

Please remember that the company's voting right representative is appointed exclusively to exercise voting rights in accordance with instructions and is not available to exercise other shareholder rights such as tabling questions or applications or making declarations. The voting right representative also cannot participate in voting on further counter-applications or other applications made during the Annual General Meeting. In such cases he will abstain from voting. If you wish your shareholder rights to be exercised beyond the extent described, the voting rights must be exercised by you in person or an authorised third party.