

**Declaration of the Management Board and Supervisory Board  
of Gerresheimer AG on the recommendations of the  
“Government Commission on the German Corporate Governance Code”,  
pursuant to Section 161 of the German Stock Corporation Act**

Since the submission of the most recent Statement of Compliance on September 4, 2019 until March 20, 2020, Gerresheimer AG has complied with all recommendations of the “Government Commission on the German Corporate Governance Code” as amended on February 7, 2017, with the exception of such recommendation cited and explained in said Statement of Compliance.

Gerresheimer AG has complied with all recommendations of the “Government Commission on the German Corporate Governance Code” as amended on December 16, 2019 which became effective on March 20, 2020 (“Code 2020”), since Code 2020 came into effect and will continue to comply with these recommendations in the future, in each case with the following exceptions:

1. The Company will only make available on its website the Rules of Procedure for the Supervisory Board in the future. In this respect, the recommendation in D.1 of Code 2020 has not yet been complied with.

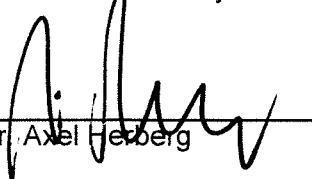
2. The recommendation in D.7 of Code 2020, which states that the Supervisory Board should meet on a regular basis without the Management Board, is not being complied with. While the Presiding Committee generally meets regularly without the Management Board, the Supervisory Board only meets regularly without the Management Board when personnel matters relating to the Management Board are to be discussed. In the case of other topics, any non-participation of the Management Board marks a situational exception.

3. Section G.I. of Code 2020 contains new and in some cases amended recommendations regarding remuneration of the Management Board. The following such recommendations are either not complied with or not completely complied with by the current remuneration system for Management Board members that was approved by the Annual General Meeting of Gerresheimer AG on April 30, 2015: G.1 (determining the remuneration system), G.3 (disclosure of the appropriate peer group for assessment of adequate compensation), G.10 (variable remuneration predominantly granted as share-based remuneration; accessible only after a period of four years) G.11 (retaining or reclaiming variable remuneration components). On June 9, 2021, the Supervisory Board will present an amended remuneration system for Management Board members to the Annual General Meeting for its approval (pursuant to Section 120a(3) of the German Stock Corporation Act).

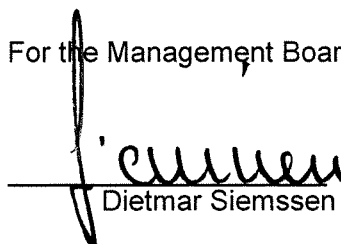
September 3, 2020

GERRESHEIMER AG

For the Supervisory Board:

  
Dr. Axel Herberg

For the Management Board:

  
Dietmar Siemssen