

**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 § 161 of the German Stock Corporation Act**

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Since its last declaration of 24 September 2007, Gerresheimer AG has complied with the recommendations of the "Government Commission on the German Corporate Governance Code" as amended on 14 June 2007 with the exceptions stated in such declaration.

Gerresheimer AG will furtheron comply with the recommendations of the "Government Commission on the German Corporate Governance Code" as amended on 6 June 2008 with the following exceptions:

1. Item 3.8, third sentence of the Code (Deductible for members of controlling bodies on D&O insurance)

Under the D&O insurance policy taken out by the Company for the members of its controlling bodies, no deductible for members of the Management Board or Supervisory Board is agreed. In the view of the Company, such a deductible would not be conducive to increased motivation and awareness of responsibility for members of the Management Board and Supervisory Board.

2. Item 4.2.2 paragraph 1 of the Code (responsibility of the full Supervisory Board for the Management Board compensation system)

According to the Rules for the Supervisory Board, the Presiding Committee decides on all aspects of the employment contracts of Management Board members, including compensation. The Supervisory Board believes that this approach is conducive to the efficiency of its work.

3. Item 4.2.3 paragraphs 4 and 5 of the Code (severance payment caps in Management Board contracts)

The Company believes that all payment terms of Management Board contracts shall be reserved to individual negotiations between the respective parties.

4. Item 4.2.5 of the Code (individualised reporting of Management Board remuneration)

In accordance with a resolution of the Shareholders' Meeting on 14 May 2007, the Company will not report Management Board remuneration on an individualised basis for five years.

5. Item 5.4.6, paragraph 2 of the Code (variable remuneration for Supervisory Board members)

The Company believes that a reasonable fixed remuneration for the Supervisory Board members is better suited to reflect the Supervisory Board's control function, which has to be fulfilled regardless of the success of the business.

6. 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.

9 September 2008

GERRESHEIMER AG

For the Supervisory Board

  
Gerhard Schulze

For the Management Board

  
Dr. Axel Herberg