

**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**

With the exception of the recommendation of number 5.4.1, paragraph 2 clause 1 Gerresheimer AG has complied with all recommendations of the "Government Commission on the German Corporate Governance Code" as amended on May 5, 2015.

Gerresheimer AG will in future comply with all recommendations of the "Government Commission on the German Corporate Governance Code" as amended on May 5, 2015, again with the following exception:

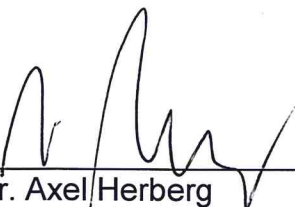
Number 5.4.1. paragraph 2 clause 1: The Supervisory Board has not defined a regular limit for length of membership on the Supervisory Board.

Justification: Suitability for performing the duties of the Supervisory Board depends in our opinion solely on the respective requirements of the company and the individual competences of the Supervisory Board members. We do not consider it to be meaningful to set a regular limit for length of membership on the Supervisory Board as the expert knowledge of experienced Supervisory Board members should be available to the company.

September 8, 2016

GERRESHEIMER AG

For the Supervisory Board



Dr. Axel Herberg

For the Management Board



Uwe Röhrhoff