

Proxy and Instructions
to the Company's voting right representative
Annual General Meeting of Gerresheimer AG
at 10:00 a.m. CEST on April 26, 2017



Congress Center Duesseldorf (CCD Ost), Stockumer Kirchstrasse 61
 40474 Duesseldorf, Room L, M, R

If you do not attend the Annual General Meeting yourself and do not authorize a third party to attend the Annual General Meeting in person, we offer you the possibility to authorize the Company's voting right representative. To do so, please send the completed form (in text form) together **with the admission ticket** or a photocopy thereof by post, telefax or electronically (email) to be received at the following address by **April 24, 2017, 12:00 noon CEST** at the latest:

Gerresheimer AG
c/o AAA HV Management GmbH
Ettore-Bugatti-Strasse 31, 51149 Koeln, Germany
email: GX12017@aaa-hv.de
fax: +49 2203 20229-11

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

AUTHORIZATION

I/we*, _____
 (Surname, first name) (Postcode) (Place of residence)

authorize the voting right representative of Gerresheimer AG, Mr. Christian Brehm, Duesseldorf, under release from the restrictions of section 181 German Civil Code (BGB), to represent me/us* at the Annual General Meeting of Gerresheimer AG on April 26, 2017 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. The voting right representative has the right to sub-authorize third persons. The following instructions are also binding upon any sub-authorized person.

INSTRUCTIONS

Please give instructions for each of the following agenda items. Your instructions relate in each case to the resolution proposal of the management regarding agenda items 2 to 8 published in the German Federal Gazette (Bundesanzeiger). Multiple selections in a single line will be considered void.

Agenda item	Yes	No	Abstain
2 Appropriation of retained earnings of Gerresheimer AG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of the actions of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of the actions of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Election of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 New Elections to the Supervisory Board			
6a) Election of Ms Andrea Abt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6b) Election of Ms Dr. Karin Dorrepaal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6c) Election of Mr Dr. Axel Herberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6d) Election of Mr Dr. Peter Noé	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6e) Election of Mr Theodor Stuth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6f) Election of Mr Udo J. Vetter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Creation of new authorized capital with the possibility of exclusion of shareholders' subscription rights and corresponding amendment of section 4 (4) of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 New Authorization to issue convertible bonds or warrant bonds (or combinations of such instruments) with the possibility of excluding shareholders' subscription rights, creation of new conditional capital and corresponding amendment of section 4 (5) of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*) Delete as appropriate.

Any disclosable shareholder counter-applications or election proposals with regard to the agenda are promptly displayed on the Internet under www.gerresheimer.com/en/investor-relations/annual-general-meeting. If the voting right representative nominated by Gerresheimer AG is authorized 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 on 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”. Multiple selections in a single line will be considered void.

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"/>

Place/Date / Signature or other finalization of declaration [in text form within the meaning of section 126b of the German Civil Code (BGB)]

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Notes on voting right representation by the Company’s voting right representative

Proxy/instructions to the Company’s voting right representative

If you do not attend the Annual General Meeting yourself and do not authorize a third party to attend the Annual General Meeting in person, we offer you the possibility to authorize the Company’s voting right representative. You can issue a proxy and instructions to the voting right representative by means of the form above. Please send the completed form (in text form) by post, telefax or electronically (email) to be received at the above contact address (Gerresheimer AG, c/o AAA HV Management GmbH, Ettore-Bugatti-Strasse 31, 51149 Koeln, Germany, or by fax: +49 2203 20229-11, or by email: GX12017@aaa-hv.de) by **April 24, 2017, 12:00 noon CEST** at the latest. Please also provide your admission ticket or a photocopy thereof together with the completed form. Alternatively, you can use the proxy and instruction form enclosed with your admission ticket. Shareholders present or represented at the Annual General Meeting may issue a proxy and instructions to the Company’s voting right representative even during the meeting using the form enclosed with the voting card block handed out at the Annual General Meeting.

Please remember that your proxy and instructions to exercise voting rights are valid only if you have registered for the Annual General Meeting in good time with proof of your shareholding.

The Company’s voting right representative may exercise the voting rights only in accordance with expressly and clearly stated instructions on the individual agenda items. In the absence of express and clear instructions for individual agenda items, the voting right representative is not entitled to exercise voting rights to this extent and will abstain in the event of a ballot. Apart from the form enclosed with the voting card block handed out at the Annual General Meeting for issuing a proxy and instructions during the Annual General Meeting, only the above proxy and instruction form or the form enclosed with your admission ticket may be used to issue the proxy and the instructions.

Even after a proxy is issued to the Company’s voting right representative, you are entitled to attend the Annual General Meeting in person. You can revoke the proxy in text form. Changes to the instructions to the voting right representative before the Annual General Meeting should be sent to the Company **by April 24, 2017, 12:00 noon CEST**, at the above contact address. A form to change instructions to the Company’s voting right representative is available under www.gerresheimer.com/en/investor-relations/annual-general-meeting.

Disclosable shareholder applications (counter-applications) and election proposals may be inspected on the Company’s website under gerresheimer.com/en/investor-relations/annual-general-meeting. Any comments by the management are also disclosed under this Internet address.

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 can also participate in voting on further counter-applications, election proposals and other applications made during the Annual General Meeting only if you have issued appropriate instructions on the counter-applications or election proposals identified by letters in the form. Otherwise the voting right representative is not entitled to exercise voting rights to this extent and will abstain in the event of a ballot.