

Invitation

TO OUR

ANNUAL GENERAL MEETING

GERRESHEIMER AG

APRIL 25, 2018

GERRESHEIMER

ANNUAL GENERAL MEETING OF GERRESHEIMER AG, DUESSELDORF

Congress Center Duesseldorf (CCD Ost),
Stockumer Kirchstrasse 61,
40474 Duesseldorf, Germany

GERRESHEIMER

Gerresheimer AG
Duesseldorf
German Securities Identification Number (WKN) A0LD6E
International Securities Identification
Number (ISIN) DE000A0LD6E6

INVITATION TO THE ANNUAL GENERAL MEETING

We hereby invite our shareholders to the
Annual General Meeting of Gerresheimer AG,

which will take place on Wednesday, April 25, 2018,
at 10:00 hrs CEST (admission from 09:00 hrs CEST),

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

AGENDA

1. Presentation of the adopted Annual Financial Statements of Gerresheimer AG and of the approved Consolidated Financial Statements, each as of November 30, 2017, of the Management Report of Gerresheimer AG, of the Consolidated Management Report and of the Report of the Supervisory Board for financial year 2017 (December 1, 2016 – November 30, 2017)

The documents referred to in agenda item 1 will be made available at the Annual General Meeting and additionally on the Internet at www.gerresheimer.com/en/investor-relations/annual-general-meeting. The adopted Annual Financial Statements of Gerresheimer AG, the approved Consolidated Financial Statements, the Management Report of Gerresheimer AG, the Consolidated Management Report and the Report of the Supervisory Board for financial year 2017 may be viewed at the registered office of Gerresheimer AG, Klaus-Bungert-Strasse 4, 40468 Duesseldorf. On request, they will also be promptly sent out to shareholders free of charge.

No resolution will be passed on agenda item 1 as the law does not require a resolution on the adopted Annual Financial Statements, the approved Consolidated Financial Statements and the other documents.

2. Resolution on appropriation of the retained earnings of Gerresheimer AG

The Management Board and Supervisory Board propose that the retained earnings of Gerresheimer AG for financial year 2017

in the amount of EUR 152,607,004.84

be appropriated as follows:

- | | |
|--|--------------------|
| a) Distribution to shareholders by
payment of a dividend of EUR 1.10
per dividend-entitled share | EUR 34,540,000.00 |
| b) Carry-forward to new account | EUR 118,067,004.84 |

The dividend is to be paid out on April 30, 2018.

3. Resolution on formal approval of the actions of the members of the Management Board

The Management Board and Supervisory Board propose that formal approval be granted to the members of the Management Board who held office during financial year 2017 for their actions in this period.

4. Resolution on formal approval of the actions of the members of the Supervisory Board

The Management Board and Supervisory Board propose that formal approval be granted to the members of the Supervisory Board who held office during financial year 2017 for their actions in this period.

5. Resolution on election of the auditor

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Duesseldorf, be elected as auditor for Gerresheimer AG and the Group for financial year 2018 (December 1, 2017 – November 30, 2018), and as auditor for a possible review of the condensed financial statements and of the interim management report for the first half year of financial year 2018.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time of convocation of the Annual General Meeting, the capital stock totals EUR 31,400,000. The capital stock is divided into 31,400,000 no-par-value bearer shares. Each share grants one vote in the Annual General Meeting. The total number of voting rights is thus 31,400,000. The Company does not hold any of its own shares.

CONDITIONS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING AND FOR THE EXERCISE OF VOTING RIGHTS

Shareholders who intend to participate in the Annual General Meeting and exercise their right to vote are, according to section 16 (1) of the Articles of Association, required to register before the meeting. They are also required under section 16 (2) of the Articles of Association to produce evidence of their entitlement to participate in the Annual General Meeting and exercise voting rights. For this purpose, they must submit confirmation of their shareholding issued by the bank or financial services institution holding their custody account. The proof of entitlement must relate to the start of the twenty-first day before the Annual General Meeting; i.e., 00:00 hrs CEST on Wednesday, April 4, 2018 ("record date").

In relation to the Company, only shareholders who have given proof of shareholding are deemed shareholders for the purpose of participating in the meeting or exercising voting rights. Entitlement to participate and the number of voting rights are determined solely with reference to a shareholder's shareholding at the record date. Changes in shareholdings after the record date are possible (no sale or purchase embargo), but have no significance with regard to participation entitlement and scope of voting rights. The record date has no significance in respect of dividend entitlement.

Only individuals who have given proof of shareholding as of the record date and register for the Annual General Meeting are entitled to participate in the Annual General Meeting and to vote. Registration and proof of shareholding must be made in written form in English or German, to be received by the Company at the address stated below at the latest by 24:00 hrs CEST on Wednesday, April 18, 2018:

Gerresheimer AG
c/o AAA HV Management GmbH
Ettore-Bugatti-Strasse 31
51149 Koeln, Germany
Fax +49 2203 20229-11
E-mail GXI2018@aaa-hv.de

Admission tickets for the Annual General Meeting will be sent out to shareholders after receipt of the registration and proof of shareholding.

PROCEDURES FOR VOTING/PROXY

Shareholders who are unable to attend the Annual General Meeting in person may arrange for their voting rights in the Annual General Meeting to be exercised through a proxy, e.g. the bank or financial services institution maintaining the securities custody account, a shareholder association or another person of their choice. If a shareholder grants a proxy to more than one person, the Company can reject one or more of them. Timely registration and proof of shareholding as set out in the foregoing provisions are still required if a proxy is used; this does not rule out the granting of proxy after registration.

The granting and revocation of a proxy and proof of authorization vis-à-vis the Company must be made in written form; this is without prejudice to section 135 AktG.

Proxy may be granted using the form transmitted with the admission ticket. A form is also available for download from the corporate website at www.gerresheimer.com/en/investor-relations/annual-general-meeting. A proxy form will also be transmitted to each shareholder on request. Requests should be sent to:

Gerresheimer AG
c/o AAA HV Management GmbH
Ettore-Bugatti-Strasse 31
51149 Koeln, Germany
Fax +49 2203 20229-11
E-mail GX12018@aaa-hv.de

A separate proxy may also be issued in written form. If use is made of this option, please see the proxy form on the website for details to be included.

Without prejudice to other means of submitting proof of proxy required by law, proof of proxy may be transmitted electronically to the following e-mail address:

GX12018@aaa-hv.de

If proxy is issued to a credit institution, an institution or undertaking equivalent to a credit institution under sections 135 (10) and 125 (5) AktG, a shareholder association, or a person to whom section 135 (1) to (7) AktG applies accordingly under section 135 (8) AktG, the proxy holder must keep the proxy form for review; the proxy form must also be completed in full and may only contain stipulations relating to the exercise of voting rights. We request that shareholders wishing to grant proxy to a credit institution, a shareholder association or any other of the institutions, undertakings or persons treated as a credit institution under section 135 AktG consult with them on the proxy and in particular on the form taken by the proxy.

As a service to shareholders, we provide the option of exercising their voting rights through a Company-designated proxy. Here, too, the shareholders must register for the Annual General Meeting on a timely basis and provide timely proof of their shareholding as set out in the foregoing provisions (see Conditions for participation in the Annual General Meeting and for the exercise of voting rights). The Company-designated proxy may only exercise voting rights on the basis of clearly expressed instructions regarding specific items of the agenda. Failing any clearly expressed instruction regarding a given item, the Company-designated proxy will abstain from voting on that item. The Company requests shareholders to note that the Company-designated proxy does not accept mandates to speak, to raise objections to Annual General Meeting resolutions, to ask questions or to table motions. Prior to the Annual General Meeting, the Company-designated proxy can solely be appointed by using the proxy and instruction form transmitted with admission tickets and made available on the Internet at www.gerresheimer.com/en/investor-relations/annual-general-meeting. Proxies granted to the Company-designated proxy prior to the Annual General Meeting must be issued in writing, using the proxy and instruction form, and must be received at the address of Gerresheimer AG given above at the latest by 24:00 hrs CEST on Tuesday, April 24, 2018.

Further details about participation in the Annual General Meeting and the issuance of proxies and instructions—including during the Annual General Meeting—are transmitted to shareholders with the admission tickets. The same information is also available for viewing on the Internet at www.gerresheimer.com/en/investor-relations/annual-general-meeting.

ANNUAL GENERAL MEETING WEBCAST

The opening of the Annual General Meeting by the chairman of the meeting, the explanation of the Report of the Supervisory Board by the Chairman of the Supervisory Board, and the speech of the Speaker of the Management Board will be broadcast live on the Internet. All shareholders and interested members of the public can follow the webcast at www.gerresheimer.com/en/investor-relations/annual-general-meeting.

APPLICATIONS FOR ADDITIONS TO THE AGENDA

Under section 122 (2) AktG, shareholders whose shares amount in aggregate to one-twentieth of the capital stock (corresponding to EUR 1,570,000) or represent a proportionate amount of EUR 500,000 may request that items be put on the agenda and published. Each new item must be accompanied by an explanation or a proposal for a resolution. Requests must be sent in writing to the Management Board, to be received no later than 24:00 hrs CEST on Sunday, March 25, 2018. Please send such requests to the following address:

Gerresheimer AG
Management Board
Klaus-Bungert-Strasse 4
40468 Duesseldorf, Germany

Applicants must prove that they have owned their shares for at least 90 days prior to the date upon which their request is received and that they will hold the shares until the Management Board has reached a decision on the request (section 122 (2) sentence 1 AktG in conjunction with section 122 (1) sentence 3 AktG). Section 70 AktG applies. For proof of ownership, confirmation from the shareholder's custodian bank will suffice.

SHAREHOLDER MOTIONS AND NOMINATIONS

Counter-motions to Management Board and Supervisory Board proposals on specific items of the agenda, in accordance with section 126 (1) AktG, and shareholder nominations for the election of Supervisory Board members or auditors, in accordance with section 127 AktG, must be sent, stating the grounds for the motion, exclusively to the following address. Counter-motions and nominations sent to any other address will not be considered.

Gerresheimer AG
Investor Relations
Klaus-Bungert-Strasse 4
40468 Duesseldorf, Germany
Fax +49 211 6181-121
E-mail gerresheimer.ir@gerresheimer.com

Without prejudice to section 126 (2) and (3) AktG, orderly shareholder motions and nominations received at the above address by no later than 24:00 hrs CEST on Tuesday, April 10, 2018 will, following proof of the applicant's shareholder status, be made available without delay at the Internet address www.gerresheimer.com/en/investor-relations/annual-general-meeting. Any position taken by the Management Board or Supervisory Board on motions and nominations received will be published at the same Internet address. The foregoing does not affect the right of any shareholder to bring counter-motions on the various items of the agenda, and to make nominations for election, during the Annual General Meeting with or without notifying the Company in advance. Counter-motions and election nominations received by the Company by the prescribed date will only be considered in the Annual General Meeting if brought verbally at the meeting.

In addition to the grounds set out in section 126 (2) and (3) AktG, the Management Board need not make available an election nomination under section 127 AktG if, among other things, the nomination does not state the candidate's name, practiced occupation and place of residence (see section 127 sentence 3 AktG in conjunction with section 124 (3) sentence 4 AktG). Similarly, nominations for election as a member of the Supervisory Board need not be made available if no information is included on the nominated Supervisory Board candidate's membership in other statutory supervisory boards; information on the candidate's membership in comparable domestic or foreign controlling bodies should be enclosed (see section 127 sentence 3 AktG in conjunction with section 125 (1) sentence 5 AktG).

RIGHT OF SHAREHOLDERS TO INFORMATION

We request shareholders to note that they have a right to information as follows under section 131 (1) AktG: In the Annual General Meeting, the Management Board must give each shareholder on request information on the Company's affairs to the extent that the information is needed for proper appraisal of an item of the agenda and provided that there is no right to refuse the information. The duty to provide information extends to the Company's legal and business relations with any affiliated company as well as to the situation of the Group and of the entities included in the consolidated financial statements.

FURTHER NOTES ON SHAREHOLDERS' RIGHTS UNDER SECTIONS 122 (2), 126 (1), 127, 131 (1) AKTG

Further notes on requests for additional items on the agenda under section 122 (2) AktG, on counter-motions under section 126 (1) AktG and nominations under section 127 AktG as well as on the right to information under section 131 (1) AktG are provided at www.gerresheimer.com/en/investor-relations/annual-general-meeting.

PUBLICATION ON THE WEBSITE

The information and documents required under section 124a AktG can be viewed and downloaded on the Internet at www.gerresheimer.com/en/investor-relations/annual-general-meeting. All documents required by law to be made available at the Annual General Meeting will be on display at the Annual General Meeting.

Duesseldorf, March 2018

Gerresheimer AG
The Management Board

TRAVEL INFORMATION

Annual General Meeting of Gerresheimer AG, April 25, 2018

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

Arrival by Car

North Rhine-Westphalia possesses an extremely well developed motorway network that will get you quickly to Duesseldorf and the CCD Congress Center Duesseldorf. More than 1,200 parking spaces are available right by the CCD Congress Center Duesseldorf. Just follow the signs to Messe Duesseldorf. When you reach the immediate congress centre environs, follow the special signs CCD Ost and the parking signs P4. If necessary, the big car parks at Messe Duesseldorf can also be used.

Arrival by Train

The main station (Hauptbahnhof) on Konrad-Adenauer-Platz is located centrally in downtown Duesseldorf. The U78/U79 trams and the 722 bus will take you quickly and conveniently to the CCD Congress Center Duesseldorf. Take the U78 (from the direction of the city centre) and the U79 (from the direction of the city centre, Kaiserswerth, Wittlaer and Duisburg) to the Messe Ost/Stockumer Kirchstrasse stop. From there it is a roughly 10-minute walk, across Stockumer Kirchstrasse, to the CCD Congress Center Duesseldorf. Alternatively you can take the 722 bus to the last stop, Messe Congress Center.



MULTI-YEAR OVERVIEW

Financial Year-end November 30	2017	2016	Change in % ⁸⁾
Results of Operations during Reporting Period in EUR m			
Revenues	1,348.3	1,375.5	-2.0
Adjusted EBITDA ¹⁾	310.8	307.8	1.0
in % of revenues	23.1	22.4	–
Adjusted EBITA ²⁾	219.5	220.9	-0.6
in % of revenues	16.3	16.1	–
Result from operations	180.8	180.5	0.2
Adjusted net income ³⁾	130.0	130.4 ⁹⁾	-0.3
Net Assets as of Reporting Date in EUR m			
Total assets	2,444.1	2,374.3	2.9
Equity	789.5	763.3	3.4
Equity ratio in %	32.3	32.1	–
Net working capital	185.7	200.3	-7.3
in % of revenues of the last twelve months	13.8	14.6	–
Capital expenditure	118.6	113.2	4.8
Net financial debt	712.7	788.2	-9.6
Adjusted EBITDA leverage ⁴⁾	2.3	2.6	–
Financial and Liquidity Position during Reporting Period in EUR m			
Cash flow from operating activities	219.2	173.5	26.3
Cash flow from investing activities	-112.1	7.9	< -100.0
<i>thereof cash paid for capital expenditure</i>	-116.5	-110.7	-5.2
Free cash flow before financing activities	107.1	181.3	-40.9
Employees			
Employees as of the reporting date (total)	9,749	9,904	-1.6
Stock Data			
Number of shares at reporting date in million	31.4	31.4	–
Share price ⁵⁾ at reporting date in EUR	67.06	68.85	-2.6
Market capitalization at reporting date in EUR m	2,105.7	2,161.9	-2.6
Share price high ⁵⁾ during reporting period in EUR	78.01	76.86	–
Share price low ⁵⁾ during reporting period in EUR	61.03	57.10	–
Earnings per share in EUR	3.21	3.87	-17.1
Adjusted earnings per share ⁶⁾ in EUR	4.06	4.07 ¹⁰⁾	-0.2
Dividend per share in EUR	1.10⁷⁾	1.05	4.8

¹⁾ Adjusted EBITDA: Earnings before income taxes, net finance expense, amortization of fair value adjustments, depreciation and amortization, impairment losses, restructuring expenses, and one-off income and expenses.

²⁾ Adjusted EBITA: Earnings before income taxes, net finance expense, amortization of fair value adjustments, impairment losses, restructuring expenses, and one-off income and expenses.

³⁾ Adjusted net income: Consolidated net income before non-cash amortization of fair value adjustments, restructuring expenses, impairment losses, one-off income and expenses (including significant non-cash expenses), and the relevant tax effects.

⁴⁾ Adjusted EBITDA leverage: The relation of net financial debt to adjusted EBITDA of the last twelve months according to the credit agreement currently in place.

⁵⁾ Xetra closing price.

⁶⁾ Adjusted earnings from continuing operations per share after non-controlling interests divided by 31.4m shares.

⁷⁾ Proposed appropriation of retained earnings.

⁸⁾ The change has been calculated on a EUR k basis.

⁹⁾ Adjusted net income from continuing operations.

¹⁰⁾ Adjusted earnings from continuing operations per share after non-controlling interests.

NOTES

GERRESHEIMER

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