ANNUAL GENERAL MEETING

APRIL 18, 2013

GERRESHEIMER AG

GERRESHEIMER
ANNUAL GENERAL MEETING
OF GERRESHEIMER AG, DUESSELDORF

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

GERRESHEIMER

Gerresheimer AG
Duesseldorf
German Securities Identification Number (WKN) A0LD6E
International Securities Identification
Number (ISIN) DE000A0LD6E6
INVITATION TO THE
ANNUAL GENERAL MEETING

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

which will take place on Thursday, April 18, 2013,
at 10:00 a.m. (admission from 09:00 a.m.) CEST,
in the 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 the approved Consolidated Financial Statements, both as of November 30, 2012, the Combined Management Report of Gerresheimer AG and the Group, including the explanatory Report of the Management Board on the statements according to sections 289 (4), 289 (5) and 315 (4) of the German Commercial Code (HGB), as well as the Report of the Supervisory Board for the financial year 2012 (December 1, 2011 – November 30, 2012)

The documents named in agenda item 1 will be made available at the Annual General Meeting. In addition, they may be inspected on the Internet under www.gerresheimer.com/en/investor-relations/reports and in the registered offices of Gerresheimer AG at Benrather Strasse 18-20, 40213 Duesseldorf. They will also be sent promptly to shareholders free of charge on request.

No resolution will be passed on agenda item 1 since the law does not stipulate 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 the Supervisory Board propose that the retained earnings for the financial year 2012 of Gerresheimer AG amounting to EUR 70,409,760.60 are appropriated as follows:

a) Distribution to shareholders by payment of a dividend of EUR 0.65 per dividend-entitled share EUR 20,410,000.00

b) Carry-forward to new account EUR 49,999,760.60

The dividend is to be paid out on April 19, 2013.

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

The Management Board and the Supervisory Board propose that formal approval is granted to the members of the Management Board who held office during the financial year 2012 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 the Supervisory Board propose that formal approval is granted to the members of the Supervisory Board who held office during the financial year 2012 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 & Touche GmbH Wirtschaftsprüfungsgesellschaft, Duesseldorf, is elected as auditor for Gerresheimer AG and the Group for the financial year 2013, and auditor for a possible examination of the condensed financial statements and the interim management report for the first half year of the financial year 2013.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time of the summons for the Annual General Meeting the capital stock totals EUR 31,400,000. The capital stock is divided into 31,400,000 individual bearer shares. Each share gives one vote in the Annual General Meeting. The Company does not hold any of its own shares. At the time of the summons for the Annual General Meeting the total number of voting rights is therefore 31,400,000.

CONDITIONS FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING AND EXERCISING 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 by 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 documentation of their shareholding, as produced by the bank or financial services institute maintaining the securities custody account, relating to the start of March 28, 2013, 00:00 CET.

In relation to the Company, for the purpose of participating in the meeting or exercising voting rights, a shareholder is accepted only if proof of the shareholding is produced. Entitlement to participate and the extent of voting rights are then assessed exclusively in accordance with the shareholding on the documentation cut-off date. Changes in the shareholding after the documentation cut-off date are possible (no sale or purchase embargo) but have no significance for the participation entitlement and scope of voting rights. For the purpose of dividend entitlement, only the shareholding at the time of the profit distribution resolution by the Annual General Meeting is decisive and not the shareholding on the documentation cut-off date.

Only persons who produce such documentation are entitled to participate in the Annual General Meeting and cast votes. The registration and documentation must be drawn up in text form in English or German and be received by the Company by midnight on April 11, 2013 CEST, at the address stipulated below:

Gerresheimer AG
c/o DZ BANK AG
dwpbank WASHV
Landsberger Strasse 187
80687 Muenchen
Fax   +49 69 5099-1110
E-mail hv-eintrittskarten@dwpbank.de
Admission tickets for the Annual General Meeting will be sent to shareholders after receipt of the registration and shareholding documentation.

PROCEDURES FOR VOTING/VOTING RIGHT REPRESENTATION

Shareholders who are unable to attend the Annual General Meeting in person may arrange for their voting right in the Annual General Meeting to be exercised through an authorized agent, e.g. the bank or financial services institute maintaining the securities custody account, a shareholder association or another person of their choice. Timely registration and documentation of the shareholding in accordance with the above provisions is also required in the case of such authorization; this does not preclude authorization being granted after registration has been completed.

The authorization, its revocation, and proof of power of attorney towards the Company must be in text form. In the case of authorization of banks, shareholder associations or equivalent persons or institutions according to section 135 AktG, as well as revocation of such authorization and appropriate documentation towards the Company, the provisions of the law apply, particularly section 135 AktG, as well as supplementary requirements stipulated by the parties to be authorized as the case may be. In this regard we would ask our shareholders to check with the relevant parties to be authorized.

Without prejudice to any other method required by law for the transmission of proof of power of attorney, it is permitted that proof of power of attorney may be sent to the following e-mail address:

GXI2013@aaa-hv.de

A form for the granting of a written proxy will be enclosed with the admission ticket, and will also be sent to each shareholder on request. The request should be addressed to:

Gerresheimer AG
c/o AAA HV Management GmbH
Ettore-Bugatti-Strasse 31
51149 Koeln
Fax +49 2203 20229-11
E-mail GXI2013@aaa-hv.de
In addition, we offer our shareholders the possibility to be represented in ballots by a voting right representative nominated by the Company. This representative may exercise voting rights only on the basis of expressly and clearly stated instructions for the individual agenda items. In the absence of express and clear instructions for individual agenda items, the voting right representative nominated by the Company will abstain from voting on the relevant agenda item or items. The Company draws its shareholders’ attention to the fact that the voting right representative nominated by the Company does not accept any orders to speak, to raise objections about Annual General Meeting resolutions, to ask questions or to table motions. Prior to the Annual General Meeting only the proxy and instruction form enclosed with the admission ticket or provided in the Internet under www.gerresheimer.com/en/investor-relations/annual-general-meeting may be used for authorization of the voting right representative nominated by the Company. Proxies for the voting right representative must be granted in writing, using the authorization and instruction form, and must be received at the latest by Tuesday, April 16, 2013, 12:00 noon CEST, at the above-mentioned address of Gerresheimer AG.

Further details about participation in the Annual General Meeting and the issue of proxies and instructions – also during the Annual General Meeting – will be sent to shareholders together with the admission ticket. Similar information can also be found on the Internet under www.gerresheimer.com/en/investor-relations/annual-general-meeting.

BROADCAST OF THE ANNUAL GENERAL MEETING ON THE INTERNET

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

APPLICATIONS FOR ADDITIONS TO THE AGENDA

Pursuant to section 122 (2) AktG, shareholders whose shares together make up one twentieth part of the capital stock (equivalent to EUR 1,570,000) or a proportionate amount of EUR 500,000 may demand that items are placed on the agenda and publicized. Each new item must be accompanied by a statement of reasons or a resolution paper. The demand must be addressed to the Management Board in writing and received by it at the latest by midnight on March 18, 2013 CET. We would request that any such demand is sent to the following address:

Gerresheimer AG
Management Board
Benrather Strasse 18-20
40213 Duesseldorf
Applicants must produce documentation proving that they have held their shares for at least three months before the date of the Annual General Meeting, i.e. from Friday, January 18, 2013, 00:00 CET, at the latest. Compliance with section 70 AktG is required. Appropriate confirmation from the institute maintaining the securities custody account is sufficient for documentation purposes.

APPLICATIONS AND ELECTION PROPOSALS BY SHAREHOLDERS

Reasoned counter-applications against a proposal of the Management Board and Supervisory Board on a particular agenda item pursuant to section 126 (1) AktG and proposals of shareholders on the election of Supervisory Board members or auditors pursuant to section 127 AktG must be sent exclusively to the following address. Counter-applications and election proposals sent to any other address are not taken into account.

Gerresheimer AG
Investor Relations
Benrather Strasse 18-20
40213 Duesseldorf
Fax +49 211 6181-121
E-mail gerresheimer.ir@gerresheimer.com

Orderly applications and election proposals of shareholders which are received by midnight on April 3, 2013 CEST at the latest at the above address with proof of the applicant’s shareholder status will be promptly made available under the Internet address www.gerresheimer.com/en/investor-relations/annual-general-meeting subject to section 126 (2) and (3) AktG. Any comments which may be made by the Management Board or Supervisory Board on applications and election proposals received will also be published under the stated Internet address. Each shareholder’s right to table counter-applications on the various agenda items and election proposals during the Annual General Meeting, even without prior notification to the Company, is unaffected. Counter-applications and election proposals which are notified to the Company in good time beforehand will be considered in the Annual General Meeting only if presented verbally at the Meeting.

Over and above the reasons described in section 126 (2) AktG the Management Board also need not make available an election proposal pursuant to section 127 AktG if the proposal does not contain the candidate’s name, occupation and place of residence. Proposals for the election of a Supervisory Board member need also not be made available if no information is enclosed about the membership of the proposed Supervisory Board candidate in other legally required German supervisory boards and comparable controlling bodies within the meaning of section 125 (1) sentence 5 AktG.
SHAREHOLDERS’ INFORMATION RIGHT

We draw our shareholders’ attention to the fact that, according to section 131 (1) AktG, they have the following information right: Each shareholder must on demand in the Annual General Meeting be given information by the Management Board about matters of the Company if this is required for objective assessment of an item on the agenda and no right exists to refuse information. The information duty also extends to the legal and business relationships of the Company with an affiliated company and to the position of the Group and of the companies included in the Consolidated Financial Statements.

FURTHER NOTES ON SHAREHOLDER RIGHTS ACCORDING TO SECTIONS 122 (2), 126 (1), 127 AND 131 (1) AKTG

Further notes on supplementary applications to the agenda according to section 122 (2) AktG, counter-applications according to section 126 (1) AktG, election proposals according to section 127 AktG and information rights according to section 131 (1) AktG can be found under www.gerresheimer.com/en/investor-relations/annual-general-meeting.

PUBLICATION ON THE WEBSITE AND IN THE BUNDESANZEIGER

The information and documentation pursuant to section 124a AktG can be inspected and downloaded from the Internet under www.gerresheimer.com/en/investor-relations/annual-general-meeting. All documents legally required to be made available to the Annual General Meeting will be displayed in the Annual General Meeting.

The invitation to the Annual General Meeting on April 18, 2013 has been published in the Bundesanzeiger (Federal German Law Gazette) on March 8, 2013.

Duesseldorf, March 2013

Gerresheimer AG
The Management Board
TRAVEL INFORMATION

Annual General Meeting of Gerresheimer AG, April 18, 2013
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 Car
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 und 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 stop CCD Osteingang.
## GROUP KEY FIGURES (IFRS)

### Financial Year End November 30

#### Results from Operations during the Reporting Period in EUR m

<table>
<thead>
<tr>
<th></th>
<th>2012</th>
<th>2011</th>
<th>Change in %</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenues</td>
<td>1,219.1</td>
<td>1,094.7</td>
<td>11.4</td>
</tr>
<tr>
<td>Adjusted EBITDA&lt;sup&gt;1&lt;/sup&gt;</td>
<td>236.5</td>
<td>217.3</td>
<td>8.8</td>
</tr>
<tr>
<td>in % of revenues</td>
<td>19.4</td>
<td>19.9</td>
<td></td>
</tr>
<tr>
<td>Adjusted EBITA&lt;sup&gt;2&lt;/sup&gt;</td>
<td>154.5</td>
<td>136.9</td>
<td>12.9</td>
</tr>
<tr>
<td>in % of revenues</td>
<td>12.7</td>
<td>12.5</td>
<td></td>
</tr>
<tr>
<td>Result from operations</td>
<td>128.4</td>
<td>109.3</td>
<td>17.5</td>
</tr>
<tr>
<td>Net income</td>
<td>66.5</td>
<td>54.4</td>
<td>22.2</td>
</tr>
<tr>
<td>Adjusted net income&lt;sup&gt;3&lt;/sup&gt;</td>
<td>86.5</td>
<td>80.6</td>
<td>7.3</td>
</tr>
</tbody>
</table>

#### Net Assets as of the Reporting Date in EUR m

<table>
<thead>
<tr>
<th></th>
<th>2012</th>
<th>2011</th>
<th>Change in %</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total assets</td>
<td>1,557.7</td>
<td>1,515.1</td>
<td>2.8</td>
</tr>
<tr>
<td>Equity</td>
<td>580.1</td>
<td>552.2</td>
<td>5.1</td>
</tr>
<tr>
<td>Equity ratio in %</td>
<td>37.2</td>
<td>36.4</td>
<td></td>
</tr>
<tr>
<td>Net working capital</td>
<td>175.2</td>
<td>172.5</td>
<td>1.6</td>
</tr>
<tr>
<td>in % of revenues of the preceding twelve months</td>
<td>14.4</td>
<td>15.8</td>
<td></td>
</tr>
<tr>
<td>Capital expenditure</td>
<td>118.9</td>
<td>86.2</td>
<td>37.9</td>
</tr>
<tr>
<td>Net financial debt</td>
<td>366.5</td>
<td>364.6</td>
<td>0.5</td>
</tr>
<tr>
<td>Adjusted EBITDA leverage&lt;sup&gt;4&lt;/sup&gt;</td>
<td>1.5</td>
<td>1.7</td>
<td>-1.8</td>
</tr>
</tbody>
</table>

#### Financial and Liquidity Position during the Reporting Period in EUR m

<table>
<thead>
<tr>
<th></th>
<th>2012</th>
<th>2011</th>
<th>Change in %</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash flow from operating activities</td>
<td>173.6</td>
<td>129.8</td>
<td>33.7</td>
</tr>
<tr>
<td>Cash flow from investing activities</td>
<td>-148.6</td>
<td>-159.0</td>
<td>6.5</td>
</tr>
<tr>
<td>thereof cash paid for capital expenditure</td>
<td>-118.9</td>
<td>-86.2</td>
<td>-37.9</td>
</tr>
<tr>
<td>Free cash flow before financing activities</td>
<td>25.0</td>
<td>-29.2</td>
<td>&gt;100</td>
</tr>
</tbody>
</table>

#### Employees

<table>
<thead>
<tr>
<th></th>
<th>2012</th>
<th>2011</th>
<th>Change in %</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employees as of the reporting date (total)</td>
<td>10,952</td>
<td>10,212</td>
<td>7.2</td>
</tr>
</tbody>
</table>

#### Stock Data

<table>
<thead>
<tr>
<th></th>
<th>2012</th>
<th>2011</th>
<th>Change in %</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of shares as of the reporting date in million</td>
<td>31.4</td>
<td>31.4</td>
<td>–</td>
</tr>
<tr>
<td>Share price&lt;sup&gt;5&lt;/sup&gt; as of the reporting date in EUR</td>
<td>39.41</td>
<td>31.17</td>
<td>26.4</td>
</tr>
<tr>
<td>Market capitalization as of the reporting date in EUR m</td>
<td>1,237.5</td>
<td>978.7</td>
<td>26.4</td>
</tr>
<tr>
<td>Share price high&lt;sup&gt;6&lt;/sup&gt; during the reporting period in EUR</td>
<td>41.34</td>
<td>36.62</td>
<td>–</td>
</tr>
<tr>
<td>Share price low&lt;sup&gt;5&lt;/sup&gt; during the reporting period in EUR</td>
<td>31.00</td>
<td>28.30</td>
<td>–</td>
</tr>
<tr>
<td>Earnings per share in EUR</td>
<td>1.92</td>
<td>1.61</td>
<td>19.3</td>
</tr>
<tr>
<td>Adjusted earnings per share&lt;sup&gt;6&lt;/sup&gt; in EUR</td>
<td>2.56</td>
<td>2.44</td>
<td>4.9</td>
</tr>
<tr>
<td>Dividend per share in EUR</td>
<td>0.65&lt;sup&gt;7&lt;/sup&gt;</td>
<td>0.60</td>
<td>8.3</td>
</tr>
</tbody>
</table>

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<sup>1</sup> Adjusted EBITDA: Earnings before income taxes, financial result, amortization of fair value adjustments, extraordinary depreciation, depreciation and amortization, restructuring expenses and one-off income and expenses.

<sup>2</sup> Adjusted EBITA: Earnings before income taxes, financial result, amortization of fair value adjustments, extraordinary depreciation, restructuring expenses and one-off income and expenses.

<sup>3</sup> Adjusted net income: Consolidated profit (including profit attributable to non-controlling interests) before non-cash amortization of fair value adjustments, special effects from restructuring expenses, extraordinary depreciation, one-off costs connected with the refinancing in the financial year 2011, the balance of one-off income and expenses (including significant non-cash expenses) and the related tax effects.

<sup>4</sup> Adjusted EBITDA leverage: The relation of net financial debt to adjusted EBITDA of the preceding twelve months.

<sup>5</sup> In each case Xetra closing price.

<sup>6</sup> Adjusted net income after non-controlling interests divided by 31.4m shares.

<sup>7</sup> Proposed appropriation of net earnings.