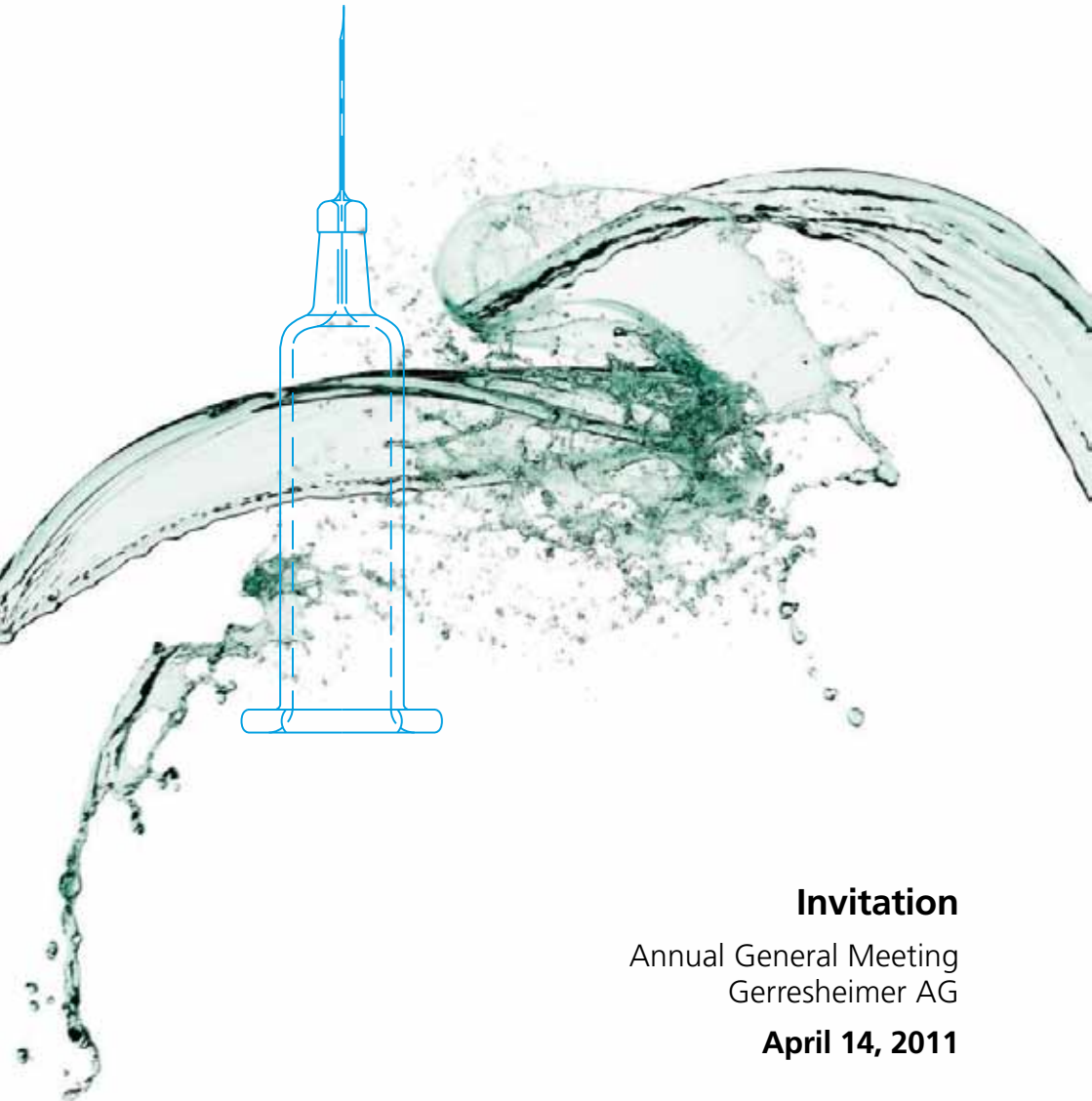


GERRESHEIMER



Invitation

Annual General Meeting
Gerresheimer AG

April 14, 2011

GERRESHEIMER

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 14, 2011**,
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, 2010, the Combined Management Report including the Report of the Management Board regarding the statements according to sections 289 (4) and 315 (4) of the German Commercial Code (HGB) as well as the Report of the Supervisory Board for the financial year 2010 (December 1, 2009 – November 30, 2010)

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 net earnings of Gerresheimer AG

The Management Board and the Supervisory Board propose that the net earnings for the financial year 2010 of Gerresheimer AG

totalling EUR 60,696,192.66

are appropriated as follows:

- a) Distribution to shareholders through payment of a dividend of EUR 0.50 per dividend-bearing share EUR 15,700,000.00
- b) Carryforward to new account EUR 44,996,192.66

The dividend is to be paid out on April 15, 2011.

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

The Management Board and Supervisory Board propose that formal approval is granted to the members of the Management Board who held office during the financial year 2010 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 is granted to the members of the Supervisory Board who held office during the financial year 2010 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 the Company and the Group for the financial year 2011, 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 2011.

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 bearer shares. Each share gives one vote in the Annual General Meeting, so the total number of voting rights is 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 24, 2011.

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 sales embargo) but have no significance for the participation entitlement and scope of voting rights. For the purpose of dividend entitlement 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 7, 2011 (CEST), at the address stipulated below:

Gerresheimer AG
c/o DZ BANK AG
dwpbank
WASHV
Wildunger Strasse 14
60487 Frankfurt am Main
Fax +49 69 5099-1110

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.

If a shareholder authorizes more than one person the Company may turn away one or more of these (section 134 (3) sentence 2 of the German Stock Corporation Act (AktG). The authorization, its revocation, and proof of power of attorney towards the Company must be in text form.

Proof of power of attorney may be sent by e-mail to the following address:

gerresheimer.ir@gerresheimer.com

In the case of authorization of banks, shareholder associations or persons equivalent to these according to section 135 (8) of the German Stock Corporation Act (AktG), it is generally necessary to take account of special points which should be checked with the party to be authorized.

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

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 given instructions. Without instructions the proxy is invalid. Only the proxy and instruction form enclosed with the admission ticket may be used for this purpose. 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 12, 2011, 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 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) of the German Stock Corporation Act (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 14, 2011 (CET) at the following address:

Gerresheimer AG
Management Board
Benrather Strasse 18-20
40213 Duesseldorf

Further comments on applications for additions to the agenda can be found under www.gerresheimer.com/en/investor-relations/annual-general-meeting.

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) of the German Stock Corporation Act (AktG) and proposals of shareholders on the election of Supervisory Board members or auditors pursuant to section 127 of the German Stock Corporation Act (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 March 30, 2011 (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) of the German Stock Corporation Act (AktG). Any comments by the Management Board or Supervisory Board on applications and election proposals received will also be published under the stated Internet address.

Over and above the reasons described in section 126 (2) of the German Stock Corporation Act (AktG) the Management Board also need not make available an election proposal pursuant to section 127 of the German Stock Corporation Act (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 supervisory boards and comparable controlling bodies within the meaning of section 125 (1) sentence 5 of the German Stock Corporation Act (AktG).

SHAREHOLDERS' INFORMATION RIGHT

We draw our shareholders' attention to the fact that, according to section 131 (1) of the German Stock Corporation Act (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 which is required for objective assessment of an item on the agenda. 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.

PUBLICATION ON THE WEBSITE AND IN THE ELECTRONIC BUNDESANZEIGER

The information and documentation pursuant to section 124a of the German Stock Corporation Act (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 14, 2011 has been published in the electronic German Federal Gazette (elektronischer Bundesanzeiger) on March 3, 2011.

Duesseldorf, March 2011

Gerresheimer AG
The Management Board

Travel Information

Annual General Meeting of Gerresheimer AG, April 14, 2011

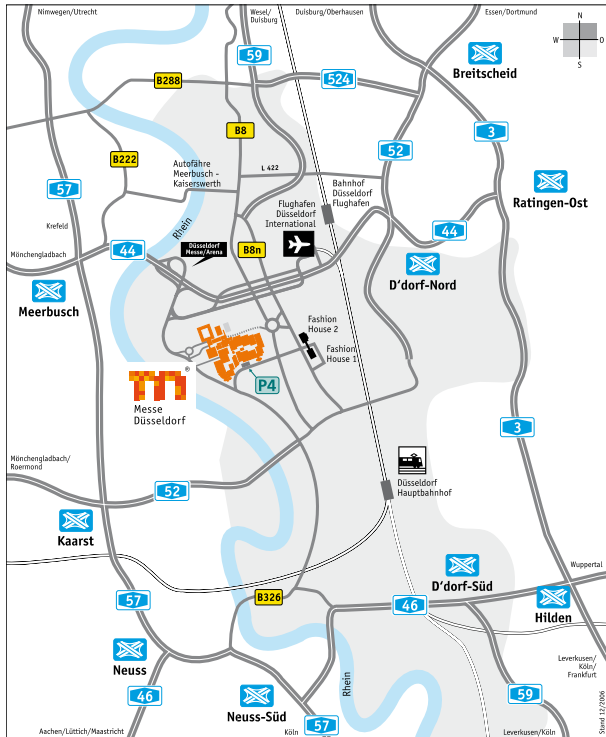
Congress Center Duesseldorf (CCD Ost), Stockumer Kirchstrasse 61, 40474 Duesseldorf, Room L, M, R

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 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	2010	2009	Change in %
Results from Operations during the Reporting Period in EUR m			
Revenues	1,024.8	1,000.2	+2.5
Revenues excluding Technical Plastic Systems ¹⁾	1,024.8	970.8	+5.6
Adjusted EBITDA ²⁾	204.5	185.9	+10.0
in % of revenues	20.0	18.6	–
Adjusted EBITA ³⁾	123.5	109.7	+12.5
in % of revenues	12.0	11.0	–
Result from operations	95.0	60.5	+57.0
Net income	46.7	7.0	>100
Adjusted net income ⁴⁾	65.8	45.2	+45.6
Net Assets as of the Reporting Date in EUR m			
Total assets	1,357.8	1,340.6	+1.3
Equity	529.4	480.2	+10.2
Equity ratio in %	39.0	35.8	–
Net working capital	151.2	144.4	+4.7
in % of revenues of the preceding 12 months	14.8	14.4	–
Capital expenditure	73.2	86.4	-15.3
Net financial debt	311.0	373.3	-16.7
Adjusted EBITDA leverage ⁵⁾	1.5	2.0	–
Financial and Liquidity Position during the Reporting Period in EUR m			
Cash flow from operating activities	159.8	117.4	+36.0
Cash flow from investing activities	-69.5	-86.8	-19.9
thereof cash paid for capital expenditure	-73.1	-86.3	-15.3
Free cash flow before financing activities	90.3	30.7	>100
Employees			
Employees as of the reporting date (total)	9,475	9,343	+1.4
Stock Data			
Number of shares as of the reporting date in million	31.4	31.4	–
Share price ⁶⁾ as of the reporting date in EUR	28.20	23.05	+22.3
Market capitalization as of the reporting date in EUR m	885.5	723.8	+22.3
Share price high ⁶⁾ during the reporting period in EUR	29.85	27.05	–
Share price low ⁶⁾ during the reporting period in EUR	22.09	13.24	–
Earnings per share in EUR	1.38	0.18	>100
Adjusted earnings per share ⁷⁾ in EUR	1.95	1.34	+45.5
Dividend per share in EUR	0.50 ⁸⁾	–	>100

¹⁾ The Technical Plastic Systems business was sold with effect from July 1, 2009.

²⁾ 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.

³⁾ Adjusted EBITA: Earnings before income taxes, financial result, amortization of fair value adjustments, extraordinary depreciation, restructuring expenses and one-off income and expenses.

⁴⁾ Adjusted net income: Consolidated profit before non-cash amortization of fair value adjustments, special effects from restructuring expenses, extraordinary depreciation, the balance of one-off income and expenses (including significant non-cash expenses) and the related tax effects.

⁵⁾ Adjusted EBITDA leverage: The relation of interest-bearing net debt to adjusted EBITDA of the preceding 12 months.

⁶⁾ In each case Xetra closing price.

⁷⁾ Adjusted net income after non-controlling interests divided by 31.4m shares.

⁸⁾ Proposed appropriation of net earnings.

GERRESHEIMER

Gerresheimer AG

Benrather Strasse 18-20

40213 Duesseldorf

Germany

Phone +49 211 6181-257

Fax +49 211 6181-121

E-mail gerresheimer.ir@gerresheimer.com

www.gerresheimer.com

