Invitation to our
Annual General Meeting.
Gerresheimer AG
April 30, 2015
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 Thursday, April 30, 2015,
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


The documents referred to in agenda item 1 will be made available at the Annual General Meeting. They may additionally be viewed on the Internet at www.gerresheimer.com/en/investor-relations/reports and 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 2014

in the amount of EUR 108,106,360.83

be appropriated as follows:

a) Distribution to shareholders by payment of a dividend of EUR 0.75 per dividend-entitled share EUR 23,550,000.00

b) Carry-forward to new account EUR 84,556,360.83

The dividend is to be paid out on May 4, 2015.
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 2014 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 2014 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 Wirtschaftspruefungsgesellschaft, Duesseldorf, be elected as auditor for Gerresheimer AG and the Group for financial year 2015 (December 1, 2014 – November 30, 2015), 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 2015.

6. Resolution on supplementary election to the Supervisory Board
   In accordance with sec. 96 (1) and 101 (1) of the German Stock Corporation Act (AktG) in conjunction with sec. 7 (1) sentence 1 number 1 of the German Codetermination Act (MitbestG) and sec. 8 (1) of the Articles of Association, the Supervisory Board consists of six members elected by the Annual General Meeting and six elected by the employees.

   In accordance with the Articles of Association, Gerhard Schulze steps down as member of the Supervisory Board elected by the Annual General Meeting with effect from the close of the Annual General Meeting on April 30, 2015 for reasons of age.

   The Supervisory Board proposes that Andrea Abt, resident in Munich, be elected as Supervisory Board member for the shareholders, with effect from the end of the Annual General Meeting on April 30, 2015, for a term of office ending at the close of the Annual General Meeting that passes a resolution approving the actions of the Supervisory Board for financial year 2016 (December 1, 2015 – November 30, 2016).
Andrea Abt (born 1960 in Essen, nationality: German) holds a Master of Business Administration from the University of Toronto and a degree in philology. She commenced her career in industry with the Daimler-Benz Group in 1989, where she was in charge of various sales areas. From early 1997, Ms. Abt held a number of mainly commercial positions nationally and internationally within the Siemens Group. Most recently, from 2011 to the end of 2014, she was Head of Supply Chain Management (Procurement and Logistics) in the Siemens Infrastructure & Cities Sector. Since leaving the Siemens Group, Ms. Abt has provided management consultancy services and occupies posts on supervisory and advisory boards.

Andrea Abt is currently Non-Executive Director of Brammer plc, United Kingdom, and SIG plc, United Kingdom.

The Annual General Meeting is not bound by the Supervisory Board’s nomination for election.

On the Supervisory Board’s assessment, there are no personal or business relations within the meaning of item 5.4.1 of the German Corporate Governance Code between Andrea Abt and Gerresheimer AG, its Group companies, the executive bodies of Gerresheimer AG, or shareholders holding a material interest in Gerresheimer AG.

If Ms. Abt is elected, the twelve-member Supervisory Board of Gerresheimer AG will have four women members, comprising two shareholder and two employee representatives.
7. Resolution on approval of the remuneration system for Management Board members

On April 29, 2010, the Annual General Meeting of the Company approved the remuneration system for the members of the Management Board.

In its meeting on May 22, 2014 the Supervisory Board agreed some items for an amended remuneration system for Management Board members. The new Management Board remuneration system, which applies to Management Board contracts signed, amended or renewed on or after May 22, 2014, takes into account experience gained from the previous system as well as changes in market trends for specific remuneration components.

In addition, at its meeting on February 10, 2015, the Supervisory Board changed the pension arrangements to be granted on new appointments to the Management Board from a defined benefit pension plan to a defined contribution pension plan.

In accordance with sec. 120 (4) sentence 1 of the German Stock Corporation Act (AktG), a resolution approving the modified remuneration system is sought from the Annual General Meeting.

The new remuneration system is presented in detail in the Corporate Governance Report which is published on pages 22 and 23 of the Annual Report for 2014 and can be inspected on the Internet under www.gerresheimer.com/en/investor-relations/reports and in the business premises of Gerresheimer AG at its registered offices at Klaus-Bungert-Strasse 4, 40468 Duesseldorf.

The Management Board and Supervisory Board propose that the remuneration system for Management Board members is approved.
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 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 sec. 16 (1) of the Articles of Association, required to register before the meeting. They are also required by sec. 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. 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 Thursday, April 9, 2015 (“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 the shareholding after the record date are possible (no sale or purchase embargo) but have no significance for participation entitlement and scope of voting rights. The record date has no significance for dividend entitlement.

Only persons who have given proof of shareholding at 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 and must be received by the Company at the address stated below by 24:00 hrs CEST on Thursday, April 23, 2015 at the latest:

Gerresheimer AG
c/o AAA HV Management GmbH
Ettore-Bugatti-Strasse 31
51149 Koeln, Germany
Fax +49 2203 20229-11
E-mail GXI2015@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 right in the Annual General Meeting to be exercised through a proxy, 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 appoints more than one proxy, the Company may turn down 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.

Without prejudice to sec. 135 AktG, the granting of proxy, its revocation, and proof toward the Company shall be made in written form.

Proxy can be granted using the form sent 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 sent out 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 GXI2015@aaa-hv.de

A separate proxy can also be issued in writing. 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 sent electronically to the following e-mail address:

GXII2015@aaa-hv.de

If proxy is issued to a credit institution, an institution or enterprise treated as a credit institution under sec. 135 (10) and sec. 125 (5) AktG, a shareholder association, or a person to whom sec. 135 (1) to (7) AktG apply accordingly under sec. 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, enterprises or persons treated as credit institution in sec. 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. The Company-designated proxy may only exercise voting rights on the basis of express and clear instructions on specific items of the agenda. If there is no express and clear instruction for 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 orders to speak, to raise objections against 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 sent out 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 latest by 12:00 hrs CEST on Tuesday, April 28, 2015 at the address of Gerresheimer AG given above.

Further details about participation in the Annual General Meeting and the issuance of proxies and instructions – including during the Annual General Meeting – are sent out 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 Chief Executive Officer's speech 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 sec. 122 (2) AktG, shareholders whose shares amount in aggregate to one-twentieth of the capital stock (corresponding to EUR 1,570,000) or represent an amount of the share capital corresponding to EUR 500,000 may demand that items be put on the agenda and published. Each new item must be accompanied by an explanation or a draft resolution. Application must be sent in writing to the Management Board and must be received no later than 24:00 hrs CEST on Monday, March 30, 2015. Please send applications 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 three months prior to the date of the Annual General Meeting; i.e., since at least 00:00 hrs CET on Friday, January 30, 2015. Sec. 70 AktG applies. For proof of ownership, confirmation from the shareholder’s custodian bank or financial services institute will suffice.
SHAREHOLDER MOTIONS AND NOMINATIONS

Counter-motions to Management Board and Supervisory Board proposals on specific items of the agenda, in accordance with sec. 126 (1) AktG, and shareholder nominations for the election of Supervisory Board members or auditors, in accordance with sec. 127 AktG, shall be sent, stating the grounds for the motion, 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 sec. 126 (2) and (3) AktG, orderly shareholder motions and nominations received at the above address by 24:00 hrs CEST on Wednesday, April 15, 2015 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 sec. 126 (2) AktG, the Management Board need not make available an election nomination under sec. 127 AktG if, among other things, the nomination does not state the candidate's name, practiced occupation and place of residence. Nominations for election as a member of the Supervisory Board also need not be made available if no information is included on the nominated Supervisory Board candidate's membership in other supervisory boards required by law; information on the candidate's membership in comparable domestic and foreign controlling bodies of enterprises should be added (see sec. 127 sentence 3 AktG in conjunction with sec. 124 (3) and 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 sec. 131 (1) AktG: The Management Board must, in the Annual General Meeting, 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 SEC. 122 (2), 126 (1), 127, 131 (1) AKTG

Further notes on applications for additional items on the agenda under sec. 122 (2) AktG, on counter-motions under sec. 126 (1) AktG and nominations under sec. 127 AktG as well as on the right of information under sec. 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 sec. 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 2015

Gerresheimer AG
The Management Board
TRAVEL INFORMATION

Annual General Meeting of Gerresheimer AG, April 30, 2015
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 stop CCD Osteingang.
## MULTI-YEAR OVERVIEW

<table>
<thead>
<tr>
<th>Financial Year-end November 30</th>
<th>2014</th>
<th>2013</th>
<th>Change in %①</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Results of Operations during Reporting Period in EUR m</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Revenues</td>
<td>1,290.0</td>
<td>1,265.9</td>
<td>1.9</td>
</tr>
<tr>
<td>Adjusted EBITDA①</td>
<td>253.4</td>
<td>249.8</td>
<td>1.4</td>
</tr>
<tr>
<td>in % of revenues</td>
<td>19.6</td>
<td>19.7</td>
<td>–</td>
</tr>
<tr>
<td>Adjusted EBITA②</td>
<td>165.9</td>
<td>166.2</td>
<td>-0.2</td>
</tr>
<tr>
<td>in % of revenues</td>
<td>12.9</td>
<td>13.1</td>
<td>–</td>
</tr>
<tr>
<td>Result from operations</td>
<td>129.9</td>
<td>132.9</td>
<td>-2.3</td>
</tr>
<tr>
<td>Net income</td>
<td>72.9</td>
<td>68.5</td>
<td>6.4</td>
</tr>
<tr>
<td>Adjusted net income③</td>
<td>97.9</td>
<td>103.5</td>
<td>-5.5</td>
</tr>
<tr>
<td><strong>Net Assets at Reporting Date in EUR m</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total assets</td>
<td>1,655.9</td>
<td>1,615.8</td>
<td>2.5</td>
</tr>
<tr>
<td>Equity</td>
<td>604.4</td>
<td>563.4</td>
<td>7.3</td>
</tr>
<tr>
<td>Equity ratio in %</td>
<td>36.5</td>
<td>34.9</td>
<td>–</td>
</tr>
<tr>
<td>Net working capital</td>
<td>233.1</td>
<td>201.9</td>
<td>15.4</td>
</tr>
<tr>
<td>in % of revenues of the preceding twelve months</td>
<td>18.1</td>
<td>15.9</td>
<td>–</td>
</tr>
<tr>
<td>Capital expenditure</td>
<td>126.6</td>
<td>119.1</td>
<td>6.3</td>
</tr>
<tr>
<td>Net financial debt</td>
<td>423.8</td>
<td>416.6</td>
<td>1.7</td>
</tr>
<tr>
<td>Adjusted EBITDA leverage④</td>
<td>1.7</td>
<td>1.7</td>
<td>–</td>
</tr>
<tr>
<td><strong>Financial and Liquidity Position during Reporting Period in EUR m</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash flow from operating activities</td>
<td>158.3</td>
<td>146.7</td>
<td>7.9</td>
</tr>
<tr>
<td>Cash flow from investing activities</td>
<td>-125.0</td>
<td>-168.6</td>
<td>25.9</td>
</tr>
<tr>
<td>thereof cash paid for capital expenditure</td>
<td>-125.6</td>
<td>-119.0</td>
<td>-5.5</td>
</tr>
<tr>
<td>Free cash flow before financing activities</td>
<td>33.3</td>
<td>-21.9</td>
<td>&gt;100</td>
</tr>
<tr>
<td><strong>Employees</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employees as of the reporting date (total)</td>
<td>11,096</td>
<td>11,239</td>
<td>-1.3</td>
</tr>
<tr>
<td><strong>Stock Data</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Number of shares at reporting date in million</td>
<td>31.4</td>
<td>31.4</td>
<td>–</td>
</tr>
<tr>
<td>Share price⑤ at reporting date in EUR</td>
<td>44.44</td>
<td>49.67</td>
<td>-10.5</td>
</tr>
<tr>
<td>Market capitalization at reporting date in EUR m</td>
<td>1,395.4</td>
<td>1,559.6</td>
<td>-10.5</td>
</tr>
<tr>
<td>Share price high⑥ during reporting period in EUR</td>
<td>56.42</td>
<td>50.14</td>
<td>–</td>
</tr>
<tr>
<td>Share price low⑥ during reporting period in EUR</td>
<td>42.31</td>
<td>37.60</td>
<td>–</td>
</tr>
<tr>
<td>Earnings per share in EUR</td>
<td>2.11</td>
<td>1.98</td>
<td>6.6</td>
</tr>
<tr>
<td>Adjusted earnings per share⑦ in EUR</td>
<td>2.89</td>
<td>3.08</td>
<td>-6.2</td>
</tr>
<tr>
<td>Dividend per share in EUR</td>
<td>0.75⑦</td>
<td>0.70</td>
<td>–</td>
</tr>
</tbody>
</table>

① Adjusted EBITDA: Earnings before income taxes, net finance expense, amortization of fair value adjustments, extraordinary depreciation, depreciation and amortization, restructuring expenses, and one-off income and expenses.
② Adjusted EBITA: Earnings before income taxes, net finance expense, amortization of fair value adjustments, extraordinary depreciation, restructuring expenses, and one-off income and expenses.
③ Adjusted net income: Consolidated net income 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.
④ Adjusted EBITDA leverage: The relation of net financial debt to adjusted EBITDA of the preceding twelve months.
⑤ Xetra closing price.
⑥ Adjusted net income after non-controlling interests divided by 31.4m shares.
⑦ Proposed appropriation of net earnings.
⑧ The change has been calculated on a EUR k basis.