

Invitation to our
Annual General Meeting.
Gerresheimer AG
April 30, 2014

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 30, 2014,**
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, 2013, of the Combined Management Report of Gerresheimer AG and the Group, including the Explanatory Report of the Management Board on the statements according to sec. 289 (4), 289 (5) and 315 (4) of the German Commercial Code (HGB), and of the Report of the Supervisory Board for financial year 2013 (December 1, 2012 – November 30, 2013)

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, Benrather Strasse 18–20, 40213 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 2013

in the amount of EUR 89,680,680.20

be appropriated as follows:

- | | |
|--|-------------------|
| a) Distribution to shareholders by payment of a dividend of EUR 0.70 per dividend-entitled share | EUR 21,980,000.00 |
| b) Carry-forward to new account | EUR 67,700,680.20 |

The dividend is to be paid out on May 2, 2014.

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 2013 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 2013 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, be elected as auditor for Gerresheimer AG and the Group for financial year 2014 (December 1, 2013 – November 30, 2014), 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 2014.

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.

Hans Peter Peters has resigned from his office as member of the Supervisory Board elected by the Annual General Meeting, his resignation taking effect at the end of the Annual General Meeting on April 30, 2014.

The Supervisory Board proposes that Dr. Axel Herberg, Senior Managing Director of The Blackstone Group Germany GmbH, resident in Duesseldorf, be elected as Supervisory Board member for the shareholders, with effect from the end of the Annual General Meeting on April 30, 2014, 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).

Dr. Axel Herberg (born 1958 in Werdohl, Germany, German citizenship) holds degrees in business administration and mechanical engineering; he gained his doctorate in economics in 1993. Dr. Herberg began his professional career in industry in 1983 before moving to McKinsey & Company in 1988. After joining the Gerresheimer Group in 1992, he was appointed to the Management Board of Gerresheimer Glas AG in 1996 and as Chief Executive Officer in 2000.

Until June 21, 2010 Dr. Herberg was Chief Executive Officer of Gerresheimer AG, since 2007 acting as the ultimate parent company of the Gerresheimer Group, and subsequently, at the proposal of shareholders holding more than 25% of voting rights in Gerresheimer AG, ordinary member of the Supervisory Board from September 1, 2010 to April 26, 2012.

It is intended that, if he is elected to the Supervisory Board, the members of the Supervisory Board will, following the 2015 Annual General Meeting, elect him as Chairman of the Supervisory Board as successor to Gerhard Schulze, whose term of office then comes to an end.

Dr. Herberg is a member of the following supervisory boards required under German law, in both cases of companies in the Blackstone portfolio:

Jack Wolfskin Ausruestung fuer Draussen GmbH & Co. KGaA (Chairman)
Leica Camera AG

Dr. Herberg is furthermore a member of comparable domestic and foreign controlling bodies of commercial enterprises, likewise in the Blackstone portfolio, as follows:

Jack Wolfskin Group (functional apparel, outdoor equipment, shoes)
JW Germany Holding GmbH (Chairman)

Leica Group (photography and sport optics)
Lisa Germany Holding GmbH

Mivisa Group (metal cans for food industry)
Mivisa Envases S.A.U., Spain (Chairman)
Adularia Inversiones 2010 S.L., Spain (Chairman)
Crisolito Inversiones 2010 S.L., Spain (Chairman)
Sofamen XXI, S.A.U., Spain (Chairman)
Twistoff, S.A., Spain (Chairman)

Blackstone sold the Mivisa Group to Crown Holdings Inc., USA, at the end of October 2013. On closing of this transaction following approval by the relevant merger control authorities, Dr. Herberg's mandates in the Mivisa Group will lapse.

Dr. Herberg is additionally a member of the Advisory Board of Vetter Pharma-Fertigungs GmbH & Co. KG.

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

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

7. Resolution on amendments to the Articles of Association in relation to sec. 14 (Remuneration of the Supervisory Board) and sec. 3 (Announcements and information)

Variable remuneration for Supervisory Board members, which is currently short-term based, is to be based on the Company's long-term performance in order to comply with the recommendations of the German Corporate Governance Code now in force. The basis of assessment – currently Gerresheimer AG's prior-year adjusted consolidated net earnings per share – is therefore to be replaced with a three-year average. Supervisory Board members' fixed remuneration is also to be modified in certain respects. The Supervisory Board chairman's remuneration is thus to be raised to two and a half times the annual remuneration of ordinary Supervisory Board members (relative to fixed remuneration and variable components). Remuneration for membership of the Audit Committee is to be increased to EUR 10,000.00 for ordinary members and EUR 20,000.00 for the Audit Committee chairman. Remuneration for chairmanship and membership of the Nomination Committee is to be restricted to years in which this committee meets. The modified remuneration arrangements for Supervisory Board members are to apply from financial year 2014, which began on December 1, 2013.

The provision on announcements in sec. 3 of the Articles of Association is also to be amended: The Electronic Federal Law Gazette (Elektronischer Bundesanzeiger) has been renamed the Federal Law Gazette (Bundesanzeiger). This change is to be incorporated into the Articles of Association.

The Management Board and Supervisory Board therefore propose that resolutions be adopted as follows:

a) In sec. 3 (1) of the Articles of Association, the word 'electronic' is deleted. The new wording of the paragraph is as follows:

"Announcements by the Company are made in the Federal Law Gazette (Bundesanzeiger)."

b) Sec. 14 (2) of the Articles of Association is replaced by a new paragraph 2 as follows:

"The chairman of the Supervisory Board receives two and a half times and the deputy chairman one and half times the remuneration under paragraph 1. The chairman of the Audit Committee receives an additional fixed remuneration of EUR 20,000.00 and further members of the Audit Committee each receive an additional fixed remuneration of EUR 10,000.00. Chairmen of other committees receive an additional fixed remuneration of EUR 10,000.00 for each chairmanship and further members of other committees each receive an additional fixed remuneration of EUR 5,000.00 for each committee membership. Sentence 3 does not apply to the committee in accordance with section 27 (3) MitbestG. Remuneration for the chairmanship and membership of the Nomination Committee is restricted to years in which this committee meets. The provisions of this paragraph apply from financial year 2014, which began on December 1, 2013."

c) Sec. 14 (3) of the Articles of Association is replaced by a new paragraph 3 as follows:

“The members of the Supervisory Board furthermore receive variable remuneration. This amounts to EUR 100.00 per EUR 0.01 of Gerresheimer AG’s average adjusted consolidated net earnings per share in the past financial year and the two preceding financial years provided that this amount is at least EUR 0.50. If Gerresheimer AG’s average adjusted consolidated net earnings per share exceeds EUR 3.00, the amount in excess is not taken into account in calculating the variable remuneration. The adjusted consolidated net earnings per share is the consolidated net income reported in the consolidated financial statements 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, after minorities, divided by the shares already issued on the balance sheet date. The chairman of the Supervisory Board receives two and a half times and the deputy chairman one and half times the remuneration under this paragraph. The provisions of this paragraph apply from financial year 2014, which began on December 1, 2013.”

8. Resolution approving an Amendment Agreement to the Profit and Loss Transfer Agreement with Gerresheimer Holdings GmbH

Gerresheimer AG and Gerresheimer Holdings GmbH (“Subsidiary”), Duesseldorf, on March 5, 2014 signed an amendment agreement (“Amendment Agreement”) to the profit and loss transfer agreement (“Profit and Loss Transfer Agreement”) signed by the parties on December 8, 2004.

The main substance of the Amendment Agreement between Gerresheimer AG and the Subsidiary is as follows:

- › In the Profit and Loss Transfer Agreement, the company name of the controlling enterprise is changed from Blitz 04-127 GmbH to Gerresheimer AG and the company name of the controlled enterprise is changed from Blitz 04-128 GmbH to Gerresheimer Holdings GmbH. The heading of the Profit and Loss Transfer Agreement is modified accordingly for clarification.
- › Sec. 1 (1) of the Profit and Loss Transfer Agreement is amended and now reads:

“Gerresheimer Holdings GmbH undertakes, without prejudice to any appropriation to or release of reserves under paragraph 2, to transfer to Gerresheimer AG – as provided in sec. 301 of the German Stock Corporation Act (Aktiengesetz/AktG), as amended – the entire profit that would have accrued without profit transfer, after deducting any loss carried forward from the prior year, commencing with the profit for the financial year beginning December 1, 2004.”

- › Sec. 1 (4) sentence 2 of the Profit and Loss Transfer Agreement is deleted.
- › Sec. 2 of the Profit and Loss Transfer Agreement is amended and now reads:
“The provisions of sec. 302 AktG, as amended, shall apply accordingly.”
- › Sec. 3 (1) of the Profit and Loss Transfer Agreement is amended and now reads:
“This Agreement is entered into subject to approval of the Shareholders’ Meeting of Gerresheimer Holdings GmbH and of the General Meeting of Gerresheimer AG. It shall enter into force on entry in the commercial register for Gerresheimer Holdings GmbH and shall apply commencing with the financial year of Gerresheimer Holdings GmbH beginning December 1, 2004. The amendments under the Amendment Agreement dated March 5, 2014 shall apply retrospectively from the beginning of the financial year in which all conditions for effectiveness of the Amendment Agreement are met.”
- › Sec. 3 (2) sentence 2 of the Profit and Loss Transfer Agreement is amended and now reads:
“This Agreement may be terminated at the earliest effective midnight on November 30, 2018 by six months’ notice to the end of the respective financial year or, if later, at the earliest effective the end of the financial year of the Subsidiary that ends at least five annual periods after the commencement of the financial year of the Subsidiary in which all conditions for effectiveness of the Amendment Agreement dated March 5, 2014 are met.”
- › Sec. 3 (3) sentence 2 of the Profit and Loss Transfer Agreement is amended and now reads:
“Gerresheimer AG may terminate this Agreement for cause with immediate effect at any time if the majority of voting rights attached to shares in Gerresheimer Holdings GmbH should cease to be attributable to Gerresheimer AG; furthermore, upon the transfer by Gerresheimer AG of assets in Gerresheimer Holdings GmbH, or upon the merger, split-off or liquidation of either party, or if there is a change in tax law regulations or in case law such that the fiscal unity between the two parties is affected.”
- › Sec. 4 of the Profit and Loss Transfer Agreement is supplemented with a new paragraph 5. This reads:
“In the interpretation of individual provisions of this Agreement, due regard shall be given to the requirements of sec. 14 and sec. 17 of the Corporation Tax Act (Körperschaftsteuergesetz/KStG), as amended, or any corresponding succeeding requirements. If any provision of this Agreement should conflict with sec. 2, sec. 2 shall take precedence.”
- › In all other respects, the provisions of the Profit and Loss Transfer Agreement remain unchanged.

Gerresheimer AG is the Subsidiary's sole shareholder. There is therefore no need to provide for compensation or settlement payments for outside shareholders in the Amendment Agreement to the Profit and Loss Transfer Agreement.

The Shareholders' Meeting of the Subsidiary has already approved the Amendment Agreement to the Profit and Loss Transfer Agreement.

The Management Board and Supervisory Board propose to resolve:

The Amendment Agreement signed on March 5, 2014 between Gerresheimer AG and Gerresheimer Holdings GmbH, Duesseldorf, amending the Profit and Loss Transfer Agreement dated December 8, 2004 is approved.

The following documents will be made available at the Annual General Meeting:

- › Transcript of the original Profit and Loss Transfer Agreement of December 8, 2004
- › Transcript of the Amendment Agreement dated March 5, 2014 amending the Profit and Loss Transfer Agreement dated December 8, 2004 (including the amended Profit and Loss Transfer Agreement)
- › Joint report of the Management Board of Gerresheimer AG and the Management Board of Gerresheimer Holdings GmbH on the Amendment Agreement dated March 5, 2014 amending the Profit and Loss Transfer Agreement dated December 8, 2004
- › Annual financial statements and management reports of Gerresheimer AG for the financial years 2011, 2012 and 2013
- › Annual financial statements of Gerresheimer Holdings GmbH for the financial years 2011, 2012 and 2013

These documents may additionally be viewed on the Internet at www.gerresheimer.com/en/investor-relations/reports and at the registered office of Gerresheimer AG, Benrather Strasse 18–20, 40213 Duesseldorf. On request, they will also be promptly sent out to shareholders free of charge.

9. Resolution approving a Domination Agreement with Gerresheimer Holdings GmbH

Gerresheimer AG and Gerresheimer Holdings GmbH (“Subsidiary”), Duesseldorf, on March 5, 2014 signed a Domination Agreement.

The main substance of the Domination Agreement between Gerresheimer AG and the Subsidiary is as follows:

- › The Subsidiary places the direction of its business under Gerresheimer AG (sec. 1 of the Domination Agreement).
- › Gerresheimer AG is entitled, through its executive bodies, to issue instructions to the Management Board of the Subsidiary. Notwithstanding the right to issue instructions, management and representation of the Subsidiary remains the responsibility of the Subsidiary's Management Board. The right to issue instructions does not extend to amendment, continuation or termination of the Domination Agreement (sec. 1 of the Domination Agreement).
- › In accordance with all requirements of sec. 302 AktG, as amended, Gerresheimer AG undertakes to absorb any losses incurred by the Subsidiary (sec. 2 of the Domination Agreement).
- › The Domination Agreement requires the approval of the Shareholders' Meeting of the Subsidiary and the General Meeting of Gerresheimer AG in order to be effective and enters into force on entry in the commercial register for the Subsidiary (sec. 3 (1) and (2) of the Domination Agreement).
- › The Domination Agreement is entered into for an indefinite term and can be terminated without cause by six months' notice to the end of any financial year of the Subsidiary. The Domination Agreement may additionally be terminated for cause with immediate effect (sec. 3 (3) and (4) of the Domination Agreement).
- › If any provision of the Domination Agreement is or becomes ineffective or unenforceable, the validity of the remainder of the Domination Agreement is unaffected. Any ineffective or unenforceable provision is deemed replaced by a provision lawfully coming as close as possible in economic outcome to the ineffective or unenforceable provision. In the interpretation of individual provisions of the Domination Agreement, due regard must be given to sec. 14 and sec. 17 KStG, as amended, and sec. 2 of the Domination Agreement takes precedence over any provisions of the Domination Agreement conflicting with it (sec. 4 of the Domination Agreement).

Gerresheimer AG is the Subsidiary's sole shareholder. There is therefore no need to provide for compensation or settlement payments for outside shareholders in the Domination Agreement.

The Shareholders' Meeting of the Subsidiary has already approved the Domination Agreement.

The Management Board and Supervisory Board propose to resolve:

The Domination Agreement dated March 5, 2014 between Gerresheimer AG and Gerresheimer Holdings GmbH, Duesseldorf, is approved.

The following documents will be made available at the Annual General Meeting:

- › Transcript of the Domination Agreement dated March 5, 2014
- › Joint report of the Management Board of Gerresheimer AG and the Management Board of Gerresheimer Holdings GmbH on the conclusion and the substance of the Domination Agreement dated March 5, 2014
- › Annual financial statements and management reports of Gerresheimer AG for the financial years 2011, 2012 and 2013
- › Annual financial statements of Gerresheimer Holdings GmbH for the financial years 2011, 2012 and 2013

These documents may additionally be viewed on the Internet at www.gerresheimer.com/en/investor-relations/reports and at the registered office of Gerresheimer AG, Benrather Strasse 18–20, 40213 Duesseldorf. On request, they will also be promptly sent out to shareholders free of charge.

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 Wednesday, April 9, 2014 ("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 Wednesday, April 23, 2014 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 GXI2014@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 GX12014@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:

GX12014@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 Monday, April 28, 2014 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 Sunday, March 30, 2014. Please send applications to the following address:

Gerresheimer AG
Management Board
Benrather Strasse 18–20
40213 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 Thursday, January 30, 2014. 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
Benrather Strasse 18–20
40213 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 Tuesday, April 15, 2014 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. In addition, in relation to agenda items 8 and 9, under sec. 293g (3) and sec. 295 (1) sentence 2 AktG each shareholder must on request be provided with information in the Annual General Meeting with respect to all affairs of the subsidiary referred to which are material to the signing of the agreement.

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 2014

Gerresheimer AG
The Management Board

TRAVEL INFORMATION

Annual General Meeting of Gerresheimer AG, April 30, 2014

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.



GROUP KEY FIGURES (IFRS)

Financial Year end November 30	2013	Pro forma ⁸⁾ 2012	Change in %
Results of Operations during Reporting Period in EUR m			
Revenues	1,265.9	1,219.1	3.8
Adjusted EBITDA ¹⁾	249.8	239.9	4.1
in % of revenues	19.7	19.7	–
Adjusted EBITA ²⁾	166.2	157.8	5.2
in % of revenues	13.1	13.0	–
Result from operations	132.9	131.8	0.8
Net income	68.5	68.3	0.3
Adjusted net income ³⁾	103.5	88.3	17.2
Net Assets at Reporting Date in EUR m			
Total assets	1,615.8	1,555.9	3.8
Equity	563.4	538.2	4.7
Equity ratio in %	34.9	34.6	–
Net working capital	201.9	175.2	15.2
in % of revenues of the preceding twelve months	15.9	14.4	–
Capital expenditure	119.1	118.9	0.2
Net financial debt	416.6	366.5	13.7
Adjusted EBITDA leverage ⁴⁾	1.7	1.5	13.3
Financial and Liquidity Position during Reporting Period in EUR m			
Cash flow from operating activities	146.7	173.6	-15.5
Cash flow from investing activities	-168.6	-148.6	-13.5
thereof cash paid for capital expenditure	-119.0	-118.9	-0.1
Free cash flow before financing activities	-21.9	25.0	>-100
Employees			
Employees as of the reporting date (total)	11,239	10,952	2.6
Stock Data			
Number of shares at reporting date in million	31.4	31.4	unch.
Share price ⁵⁾ at reporting date in EUR	49.67	39.41	26.0
Market capitalization at reporting date in EUR m	1,559.6	1,237.5	26.0
Share price high ⁵⁾ during reporting period in EUR	50.14	41.34	–
Share price low ⁵⁾ during reporting period in EUR	37.60	31.00	–
Earnings per share in EUR	1.98	1.98	unch.
Adjusted earnings per share ⁶⁾ in EUR	3.08	2.62	17.6
Dividend per share in EUR	0.70 ⁷⁾	0.65	7.7

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 (including profit attributable to non-controlling interests) 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⁾ Retrospective restatement due to the early adoption of IAS 19 (revised in 2011) from December 1, 2012. A detailed explanation of the effects from the restatement can be found in the notes to the Consolidated Financial Statements in the Annual Report 2013.

GERRESHEIMER

Gerresheimer AG

Benrather Strasse 18–20
40213 Duesseldorf
Germany

Tel +49 211 61 81 -00

Fax +49 211 61 81 -295

E-mail info@gerresheimer.com

www.gerresheimer.com