# GERRESHEIMER Q2

Interim Report

December 2008 – May 2009

# Key Facts
Second quarter of 2009

## Net sales slightly below prior year's level, robust earnings due to timely adjustments to cost base

- Growth in the pharma business
- More cyclical businesses (Cosmetics, Life Science Research) show a decline in demand
- Group net sales of EUR 264.4m below prior year's quarter (-4.3 %)
  - Group net sales excluding TPS reach EUR 251.6m (-2.2 %)
  - Net sales in Technical Plastic Systems with marked decline to EUR 12.8m (-33 %)
- Adjusted EBITDA margin attains 18.0 % after 19.4 % in prior year's quarter
  - Robust adjusted EBITDA margin of Group excluding TPS of 18.9 %
- Earnings per share of EUR 0.02 compared to EUR 0.14 in prior year's quarter
- Adjusted earnings per share amount to EUR 0.44 after EUR 0.53 in Q2 2008

## Further focussing on pharma & life science

- Technical Plastic Systems sold with effect from July 1, 2009
- Tubular Glass: Stable sales despite partial inventory reductions of customers
- Plastic Systems: Medical Plastic Systems remains growth driver
- Moulded Glass: Pharma business stable, demand for cosmetics displays heavy decline
- Life Science Research: Adjustment to production capacity due to spending cuts and inventory reductions of customers

# Group Key Figures (IFRS)

| Financial Year end November 30 | Q2 2009 | Q2 2008 | Q1–Q2 2009 | Q1–Q2 2008 | FY 2008 |
|---|---|---|---|---|---|
| **Results of Operations during the Reporting Period in EUR m** | | | | | |
| Net sales | 264.4 | 276.3 | 501.7 | 515.4 | 1,060.1 |
| Adjusted EBITDA [1] | 47.5 | 53.6 | 85.8 | 96.6 | 206.4 |
| in % of net sales | 18.0 | 19.4 | 17.1 | 18.7 | 19.5 |
| Adjusted EBITA [2] | 28.8 | 34.9 | 48.6 | 60.4 | 135.6 |
| in % of net sales | 10.9 | 12.6 | 9.7 | 11.7 | 12.8 |
| Net income | 0.9 | 5.6 | -0.1 | 8.2 | 4.5 |
| Adjusted net income [3] | 14.3 | 17.6 | 20.7 | 27.5 | 61.4 |
| **Net Assets as of the Reporting Date in EUR m** | | | | | |
| Total assets | 1,416.1 | 1,472.2 | 1,416.1 | 1,472.2 | 1,538.3 |
| Equity | 466.7 | 500.2 | 466.7 | 500.2 | 479.1 |
| Equity ratio in % | 33.0 | 34.0 | 33.0 | 34.0 | 31.1 |
| Net working capital | 200.3 | 216.5 | 200.3 | 216.5 | 163.0 |
| in % of net sales during the preceding 12 months | 19.1 | 21.1 | 19.1 | 21.1 | 15.4 |
| Capital expenditure (cumulated) | 20.4 | 16.7 | 31.2 | 34.2 | 107.8 |
| Net financial debt | 451.1 | 456.2 | 451.1 | 456.2 | 421.6 |
| Adjusted EBITDA leverage [4] | 2.3 | 2.3 | 2.3 | 2.3 | 2.0 |
| **Financial and Liquidity Position during the Reporting Period in EUR m** | | | | | |
| Cash flow from operating activities | 23.3 | 17.7 | -4.4 | 26.2 | 165.3 |
| Cash flow from investing activities | -20.3 | -5.1 | -30.5 | -63.8 | -133.4 |
| thereof cash paid for capital expenditure | -20.3 | -15.1 | -31.1 | -31.1 | -103.3 |
| Free cash flow before financing activities | 3.0 | 12.6 | -34.9 | -37.6 | 31.9 |
| **Employees** | | | | | |
| Employees as of the Reporting Date (total) | 9,826 | 10,311 | 9,826 | 10,311 | 10,177 |
| **Stock Data** | | | | | |
| Number of shares as of the Reporting Date in million | 31.4 | 31.4 | 31.4 | 31.4 | 31.4 |
| Share price [5] as of the Reporting Date in EUR | 16.31 | 34.90 | 16.31 | 34.90 | 27.10 |
| Market capitalization as of the Reporting Date in EUR m | 512.1 | 1,095.9 | 512.1 | 1,095.9 | 850.9 |
| Share price high [5] during the Reporting Period in EUR | 19.22 | 37.05 | 27.05 | 38.20 | 38.20 |
| Share price low [5] during the Reporting Period in EUR | 13.24 | 29.48 | 13.24 | 29.48 | 23.99 |
| Earnings per share in EUR | 0.02 | 0.14 | -0.04 | 0.20 | 0.02 |
| Adjusted earnings per share [6] in EUR | 0.44 | 0.53 | 0.63 | 0.82 | 1.83 |
| Dividend per share in EUR | – | – | – | – | 0.40 |

1) 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

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

3) 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

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

5) In each case Xetra closing price

6) Adjusted net income after minorities divided by 31.4m shares

# Segment Key Figures

## Tubular Glass

| in EUR m | Q2 2009 | Q2 2008 | Q1–Q2 2009 | Q1–Q2 2008 | FY 2008 |
|---|---|---|---|---|---|
| Net Sales [7] | 81.2 | 78.0 | 150.9 | 143.7 | 302.0 |
| Adjusted EBITDA [1] | 20.4 | 19.4 | 35.6 | 35.1 | 77.3 |
| in % of net sales | 25.1 | 24.9 | 23.6 | 24.4 | 25.6 |
| Capital expenditure (cumulated) | 3.8 | 5.2 | 6.9 | 11.5 | 38.4 |

## Plastic Systems

| in EUR m | Q2 2009 | Q2 2008 | Q1–Q2 2009 | Q1–Q2 2008 | FY 2008 |
|---|---|---|---|---|---|
| Net Sales [7] | 91.0 | 93.6 | 163.6 | 170.8 | 346.0 |
| thereof sales Technical Plastic Systems | 12.8 | 19.1 | 23.7 | 38.2 | 74.2 |
| Adjusted EBITDA [1] | 19.3 | 17.9 | 31.0 | 32.0 | 66.7 |
| in % of net sales | 21.2 | 19.1 | 18.9 | 18.7 | 19.3 |
| Capital expenditure (cumulated) | 4.7 | 8.2 | 8.2 | 15.3 | 35.8 |

## Moulded Glass

| in EUR m | Q2 2009 | Q2 2008 | Q1–Q2 2009 | Q1–Q2 2008 | FY 2008 |
|---|---|---|---|---|---|
| Net Sales [7] | 73.5 | 85.6 | 150.1 | 163.2 | 333.7 |
| Adjusted EBITDA [1] | 10.5 | 18.6 | 24.4 | 34.6 | 71.1 |
| in % of net sales | 14.3 | 21.7 | 16.3 | 21.2 | 21.3 |
| Capital expenditure (cumulated) | 11.1 | 3.0 | 14.4 | 6.4 | 30.2 |

## Life Science Research

| in EUR m | Q2 2009 | Q2 2008 | Q1–Q2 2009 | Q1–Q2 2008 | FY 2008 |
|---|---|---|---|---|---|
| Net Sales [7] | 21.8 | 22.6 | 44.2 | 44.4 | 92.8 |
| Adjusted EBITDA [1] | 1.8 | 2.7 | 4.1 | 5.1 | 11.3 |
| in % of net sales | 8.3 | 11.9 | 9.3 | 11.5 | 12.2 |
| Capital expenditure (cumulated) | 0.7 | 0.2 | 1.6 | 0.8 | 3.0 |

### Net sales [7] Q2 2009
by Segment

Tubular Glass
30 %

Plastic Systems
34 %

Moulded Glass
28 %

Life Science Research
8 %

### Adjusted EBITDA [8] Q2 2009
by Segment

Tubular Glass
39 %

Plastic Systems
37 %

Moulded Glass
20 %

Life Science Research
4 %

### Employees [9] as of May 31, 2009
by Segment

Tubular Glass
36 %

Plastic Systems
30 %

Moulded Glass
23 %

Life Science Research
11 %

[7] Net sales by segment include intercompany sales

[8] The total of the EBITDAs by segment does not include central functions

[9] The total number of employees by segment does not include central functions

# Content

# Gerresheimer AG Shares

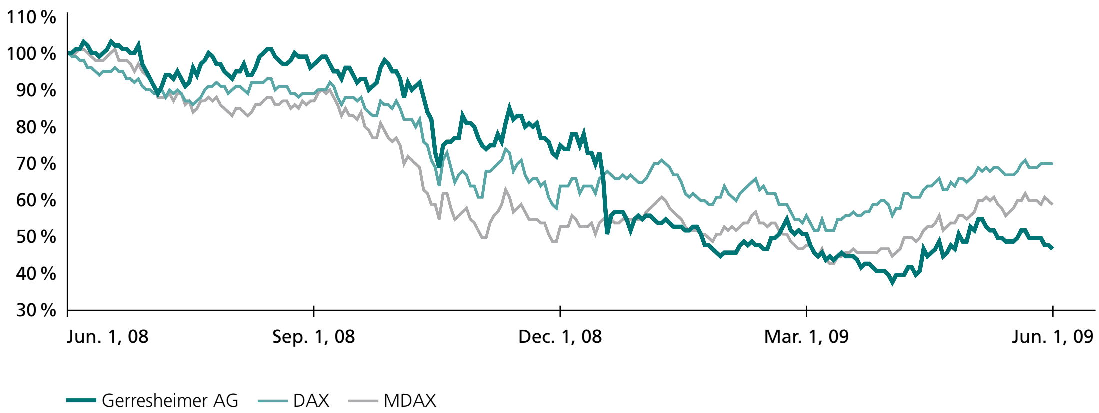
## Financial and Economic Crisis Still Acute

In the second quarter 2009 the worldwide financial and economic crisis continued to persist. The extensive measures of support on the part of governments and central banks led to a slight recovery of share prices. In this environment the MDAX und the DAX were able to pass into an upward movement from March onwards and were thereby able to end the first half of 2009 in positive territory. The MDAX recorded a plus of 7.3 % in the first half of the financial year 2009, while the DAX gained 5.8 %. However, shares of Gerresheimer finally decreased by 39.8 % in value in the first half of 2009, after they had in part considerably outperformed the selection indices beforehand.

## Improved Stock-Exchange Turnover of the Shares

At the end of the second quarter, on May 31, 2009, the market capitalization of Gerresheimer was EUR 512.1m. According to the index system of the German Stock Exchange, Gerresheimer therefore occupied 29th place in the MDAX ranking list (prior year's quarter: 28th position). In terms of stock-exchange turnover the shares were in 46th place on the cut-off date, compared with a 64th place at the end of the prior year's quarter. On average a total of 145,536 shares were traded each day in the second quarter 2009 (Q2 2008: 86,816 shares).

**Comparison of Gerresheimer AG Share Performance with MDAX and DAX**




## Extended Coverage of Gerresheimer Shares

In the course of the second quarter four banks, namely BHF-Bank, HSBC, Jefferies und UniCredit initiated coverage of Gerresheimer shares. Thereby the number of brokers whose analysts report on the shares rose to nineteen at the end of the second quarter. Ratings continued to be favorable, more precisely sixteen times the analysts rated our shares with "Buy", "Outperform" or "Overweight" and three times they assigned a "Hold" or "Neutral" recommendation.

| Company Research | | |
|---|---|---|
| Bankhaus Lampe | Deutsche Bank | Merck Finck & Co |
| Berenberg Bank | DZ Bank | Piper Jaffray |
| BHF-Bank | equinet | Sal. Oppenheim |
| Cazenove | HSBC | UniCredit |
| Cheuvreux | Jefferies | Viscardi |
| Commerzbank | MainFirst | WestLB |
| Credit Suisse | | |

## Annual General Meeting Decides to Pay Dividend for the Past Financial Year

The Annual General Meeting took place on April 29, 2009 in Düsseldorf. All proposed resolutions were agreed to by a large majority of votes. The agreed-upon dividend of EUR 0.40 per share was distributed on April 30, 2009.

## Standard & Poor's Confirms Rating for Gerresheimer

The rating agency Standard & Poor's has confirmed the current rating of BB+ for the Gerresheimer Group in May and continues to categorize the outlook as stable. The focus of the MDAX company on the pharma & life science industry is therefore assessed as positive and sustainable by the rating agency.

| Key Data for the Shares | Q2 2009 | Q2 2008 | Q1–Q2 2009 | Q1–Q2 2008 | FY 2008 |
|---|---|---|---|---|---|
| Number of shares as of the Reporting Date in million | 31.4 | 31.4 | 31.4 | 31.4 | 31.4 |
| Share price [1] as of the Reporting Date in EUR | 16.31 | 34.90 | 16.31 | 34.90 | 27.10 |
| Market capitalization as of the Reporting Date in EUR m | 512.1 | 1,095.9 | 512.1 | 1,095.9 | 850.9 |
| Share price high [1] during the Reporting Period in EUR | 19.22 | 37.05 | 27.05 | 38.20 | 38.20 |
| Share price low [1] during the Reporting Period in EUR | 13.24 | 29.48 | 13.24 | 29.48 | 23.99 |
| Earnings per share in EUR | 0.02 | 0.14 | -0.04 | 0.20 | 0.02 |
| Adjusted earnings per share [2] in EUR | 0.44 | 0.53 | 0.63 | 0.82 | 1.83 |
| Dividend per share in EUR | – | – | – | – | 0.40 |

[1] In each case Xetra closing price
[2] Adjusted net income after minorities divided by 31.4m shares

# Quarterly Group Management Report
December 2008 – May 2009

## BUSINESS ENVIRONMENT
In the reporting period from December 2008 until May 2009 the worldwide macroeconomic situation has continued to deteriorate dramatically. The production level in the first quarter 2009, particularly in Europe, was noticeably lower than still supposed in March 2009. Hence numerous forecasts were again revised downward during the course of the year. The economic performance in the leading industrial nations will also continue to decline in the second quarter 2009. Experts expect a decrease in the gross domestic product in the US by about 2.0 %. For the Eurozone, a fall in economic performance of about 4.7 % has been forecast. With regards to the German economy financial analysts are even anticipating a decline in gross domestic product of about 6.9 % on average for the second quarter 2009.

The market for pharma & life science products demonstrated its robustness also in the second quarter 2009. The demographic change and the accompanying increased demand for medical care as well as the rising prevalence of acute and chronic diseases enable stable growth in demand. The same is true for other market determinants, for example the trend towards patients' self-medication, which increasingly substitutes stationary and ambulatory care, and the increasing number of generics and biotech drugs. As in the first quarter 2009, some pharma companies continued to reduce their inventory levels also in the second quarter, owing to the economic conditions. This resulted in temporarily lower recorded sales of the suppliers to the pharma companies. Also, in the cosmetics industry lower sales were recorded due to the continued inventory reduction along with declining demand, particularly for high-priced cosmetics.

## BUSINESS DEVELOPMENT
Despite the continuing worldwide economic crisis and drastic economic downturn the Gerresheimer Group could increase sales by 11.4 % in the second quarter 2009 compared to the first quarter 2009. In comparison with the prior year quarter however, sales declined by a nominal 4.3 %. The main reasons for this development were continued reduction in inventory levels by some customers, weaker demand for labware glass and cosmetic products as well as a decline in orders received by the Technical Plastics Systems business. On the contrary however the market for primary plastic packaging remained robust.

The operating result also improved in the course of the first half of 2009. The adjusted EBITDA margin increased from 16.1 % in the first quarter 2009 to 18.0 % in the second quarter 2009. As a result of the considerably changed market environment however the adjusted EBITDA margin remained behind the comparative prior year figure of 19.4 %.

The global financial crisis as well as exchange rate fluctuations or the development of commodity prices had little influence on the operating result of the Gerresheimer Group in the reporting period. The long term financing structure with secured interest rates as well as contractually agreed liquidity reserves also offered the Group a sound foundation in the first half of 2009. Fluctuations in the US dollar/euro exchange rate essentially only led to translation effects, as sales invoiced in US dollar originate most exclusively from the North American production sites and a part of the Group's non-current debt is in the form of US dollar loans. Price fluctuations for raw materials and energy are substantially equalized by contractually agreed price escalation clauses, hedging transactions, productivity and price increases.

By furthering our focus on pharma & life science, the Technical Plastics Systems business was sold with effect from July 1, 2009. The sales of this business including the tools business, which was also sold amounted to EUR 74.2m in the financial year 2008 and to EUR 23.7m in the first half of 2009 (first half of 2008: EUR 38.2m). The purchase price including the debt taken over amounted to around EUR 12m.

## SALES DEVELOPMENT

The Gerresheimer consolidated sales of EUR 264.4m in the second quarter 2009 could not quite reach the comparative prior year quarter (EUR 276.3m). In the first half year total sales of EUR 501.7m could be generated compared to EUR 515.4m in the comparative prior year period. The consolidated sales include the considerably reduced sales of the Technical Plastics Systems business. This decline is attributable to the crisis in the automotive industry. As this business was sold with effect from July 1, 2009, initially the sales development excluding Technical Plastics Systems will be outlined and commented.

If the consolidated sales are adjusted by the sales of the Technical Plastic Systems business the sales of the first half of 2009 remained on the level of sales achieved in the first half of 2008. The sales in the second quarter 2009 of EUR 251.6m are slightly behind the sales of the comparative prior year quarter of EUR 257.2m. As expected some pharma customers continued to reduce their inventory levels in the second quarter, even if the extent of this development varied regionally. The sales in the segments Tubular Glass and Plastic Systems where primary pharmaceutical plastic packaging is produced, show growth rates in comparison with the prior year figures. Sales reductions in comparison with the prior year in the Moulded Glass segment result from the more cyclical cosmetics business.

| in EUR m | **Q2 2009** | Q2 2008 | Change in % | **Q1–Q2 2009** | Q1–Q2 2008 | Change in % |
|---|---|---|---|---|---|---|
| **Sales** | | | | | | |
| Tubular Glass | 81.2 | 78.0 | 4.1 | 150.9 | 143.7 | 5.0 |
| Plastic Systems | 78.2 | 74.5 | 5.0 | 139.9 | 132.6 | 5.5 |
| Moulded Glass | 73.5 | 85.6 | -14.1 | 150.1 | 163.2 | -8.0 |
| Life Science Research | 21.8 | 22.6 | -3.5 | 44.2 | 44.4 | -0.5 |
| **Sub-total** | **254.7** | **260.7** | **-2.3** | **485.1** | **483.9** | **0.2** |
| Intragroup sales | -3.1 | -3.5 | -11.4 | -7.1 | -6.7 | 6.0 |
| **Sales** | **251.6** | **257.2** | **-2.2** | **478.0** | **477.2** | **0.2** |
| Technical Plastic Systems | 12.8 | 19.1 | -33.0 | 23.7 | 38.2 | -38.0 |
| **Total sales** | **264.4** | **276.3** | **-4.3** | **501.7** | **515.4** | **-2.7** |

Sales by the Tubular Glass division in the second quarter of 2009 totalled EUR 81.2m, exceeding sales of the comparative prior year quarter of EUR 78.0m by 4.1 % (on a like-for-like exchange rate basis sales are on the same level as the comparative prior year quarter). In the first half of 2009 the Tubular Glass segment grew by EUR 7.2m to EUR 150.9m. Sales growth of 5 % could therefore be achieved in the first half of 2009 (on a like-for-like exchange rate 0.4 %). Good ampoules and vials sales in Europe and China mainly contributed to this development. The expected continuing reduction in inventory levels of some pharma companies, especially in North America, had a contrary effect. The installation of the third RTF® facility was completed as scheduled, so that the customer-specific validation process could be started.

Sales by the Plastic Systems division increased by 5.0 % to EUR 78.2m in the second quarter of 2009 compared to the prior year quarter. On a like-for-like exchange rate basis sales increased by 7.3 %. In the first half of 2009 sales grew by EUR 7.3m to EUR 139.9m thereby achieving a plus of 5.5 % (on a like-for-like exchange rate 7.7 %). The main growth driver was again the Medical Plastics Systems business of Gerresheimer Wilden, where sales especially for inhalers and pen systems increased. When analyzing the sales growth in the Plastic System segment one must consider, that the negative balance arising from acquisitions and disposals made in the prior financial year could be more than compensated. The sales lost from the disposal of the Consumer Healthcare business and from the aluminium business were marginally higher than the gains achieved through the acquisition of Gerresheimer Zaragoza and Gerresheimer São Paulo.

Our Moulded Glass division generated sales of EUR 73.5m in the second quarter 2009. This is a decline in sales of 14.1 % compared to the prior year period. On a like-for-like exchange rate basis the sales of this division decreased by 16.8 %. In the first six months of the financial year 2009 sales declined by 8.0 % (on a like-for-like exchange rate basis by 10.7 %) to EUR 150.1m. The main driver for this development was weak demand in the cosmetics business. While the pharma business basically achieved the prior year level on a like-for-like exchange rate basis, the cosmetics business recorded a considerable decline. This is primarily the result of declining demand from the point of view of the end customer as well as further reductions in inventory levels in the entire supply chain.

Sales by the Life Science Research division of EUR 21.8m in the second quarter 2009 were only marginally lower than the sales in the comparative prior year quarter of EUR 22.6m, however decreased by 15.6 % on a like-for-like exchange rate basis. In the first half of 2009 the nominal sales also remained on the same level as the comparative prior year period however decreased by 12.7 % on a like-for-like exchange rate basis. The reduction in inventory levels by dealers and end customers as well as reduced demand for reuseable labware glass, which is again attributable to reductions in research and development expenditure, are causing the temporary decline in the business development.

The sales of the Technical Plastic Systems (TPS) business declined by 33 % from EUR 19.1m in the comparative prior year quarter to EUR 12.8m in the current reporting period. The sales reduction resulting from the ongoing crisis in the automotive industry was therefore not as strong as it had been in the first quarter, where the TPS business had recorded a decline of 48 %. As already mentioned, the TPS business was sold with effect from July 1, 2009.

## RESULTS OF OPERATIONS

Despite the continuing difficult economic and market environment the Gerresheimer Group could increase its operating result in the course of the first half year. Adjusted EBITDA increased from EUR 38.3m in the first quarter of 2009 by 23 % to EUR 47.5m in the second quarter, however remained behind the comparative prior year quarter figure (Q2 2008: EUR 53.6m).

| in EUR m | Q2 2009 | Q2 2008 | Change in % | Q1–Q2 2009 | Q1–Q2 2008 | Change in % |
|---|---|---|---|---|---|---|
| **Adjusted EBITDA** | | | | | | |
| Tubular Glass | 20.4 | 19.4 | 5.2 | 35.6 | 35.1 | 1.4 |
| Plastic Systems | 19.3 | 17.9[1] | 7.8 | 31.7 | 32.0[1] | -0.9 |
| Moulded Glass | 10.5 | 18.6 | -43.5 | 24.4 | 34.6 | -29.5 |
| Life Science Research | 1.8 | 2.7 | -33.3 | 4.1 | 5.1 | -19.6 |
| **Sub-total** | **52.0** | **58.6** | **-11.3** | **95.8** | **106.8** | **-10.3** |
| Central function/Consolidation | -4.5 | -5.0 | -10.0 | -9.3 | -10.2 | -8.8 |
| **Adjusted EBITDA** | **47.5** | **53.6** | **-11.4** | **86.5** | **96.6** | **-10.5** |
| Technical Plastic Systems | 0.0 | –[1] | – | -0.7 | –[1] | – |
| **Total Adjusted EBITDA** | **47.5** | **53.6** | **-11.4** | **85.8** | **96.6** | **-11.2** |

[1] The adjusted EBITDA of the Technical Plastic Systems business of the comparative prior year period is not available due to the fact that the divestment was carried out in the course of the financial year and is therefore included in the Plastic Systems segment

Adjusted EBITDA for the Tubular Glass division increased by 5.2 % to EUR 20.4m in the second quarter and by EUR 0.5m or 1.4 % to EUR 35.6m in the first half of 2009 respectively. The EBITDA margin increased from 21.8 % in the first quarter 2009 to 25.1 % in the second quarter 2009, thereby slightly exceeding the prior year figure of 24.9 %. The capacity adjustments to individual product areas as well as cost reductions implemented in the first quarter are noticeable in the improved operating result.

The adjusted EBITDA for the Plastic Systems division increased by 7.8 % to EUR 19.3m in the second quarter compared to the prior year period. In the first half of 2009 the adjusted EBITDA of EUR 31.7m achieved is on prior year level. In the prior year periods the positive result contributions of the Technical Plastics Systems business are included, which are shown separately in 2009. Excluding the TPS business the margin of the Plastic Systems division increased from 20.1 % in the first quarter 2009 to 24.7 % in the second quarter 2009. The driver of this positive development was first and foremost the strong sales growth of the Medical Plastic Systems business.

In the Moulded Glass division adjusted EBITDA declined by EUR 8.1m in the second quarter 2009 compared to the second quarter 2008 and in the first half of 2009 by EUR 10.2m compared to the first half of 2008. The sales decrease in this division, which has accelerated in the second compared to the first quarter, is a result of a reduction in inventory levels which again is attributable to decreased demand for higher priced cosmetic products; this has led to a reduction in contribution margins. Furthermore, additional costs for the routine furnace overhaul as well as the merger of two furnaces, the process of which started at the beginning of May, have also burdened the result. Capacity and cost adjustments have been implemented.

In the Life Science Research division adjusted EBITDA declined as a result of reduced sales by EUR 0.9m to EUR 1.8m in the second quarter 2009 and by EUR 1.0m to EUR 4.1m in the first half of 2009 respectively. The capacity and cost adjustments implemented in the first quarter were continued in the second quarter and especially affected the plants producing reusable labware glass.

Despite the considerable sales decrease the adjusted EBITDA of the Technical Plastics Systems business was at break-even in the second quarter 2009 and with EUR -0.7m only slightly negative in the first half of 2009.

The following table shows the reconciliation of adjusted EBITDA to the consolidated result for the period.

| in EUR m | **Q2 2009** | Q2 2008 | Change | **Q1–Q2 2009** | Q1–Q2 2008 | Change |
|---|---|---|---|---|---|---|
| **Adjusted EBITDA** | **47.5** | **53.6** | **-6.1** | **85.8** | **96.6** | **-10.8** |
| Restructuring expenses | 0.8 | 0.7 | 0.1 | 1.5 | 1.2 | 0.3 |
| Exceptional income/expense [1)] | 1.4 | 1.7 | -0.3 | 1.7 | 3.0 | -1.3 |
| **EBITDA** | **45.3** | **51.2** | **-5.9** | **82.6** | **92.4** | **-9.8** |
| Fair value amortization [2)] | 9.5 | 9.3 | 0.2 | 19.1 | 18.1 | 1.0 |
| Depreciation | 18.7 | 18.7 | 0.0 | 37.2 | 36.2 | 1.0 |
| Impairment loss | 5.3 | 4.6 | 0.7 | 5.3 | 4.6 | 0.7 |
| **Profit from operations** | **11.8** | **18.6** | **-6.8** | **21.0** | **33.5** | **-12.5** |
| Finance costs -net [3)] | -10.0 | -10.2 | 0.2 | -20.7 | -20.3 | -0.4 |
| Income taxes | -0.8 | -2.8 | 2.0 | -0.4 | -5.0 | 4.6 |
| **Consolidated profit for the period** | **1.0** | **5.6** | **-4.6** | **-0.1** | **8.2** | **-8.3** |
| Minority interests | 0.4 | 1.2 | -0.8 | 1.0 | 1.9 | -0.9 |
| **Profit attributable to equity holders of the parent** | **0.6** | **4.4** | **-3.8** | **-1.1** | **6.3** | **-7.4** |
| **Adjusted Net Income** | **14.3** | **17.6** | **-3.3** | **20.7** | **27.5** | **-6.8** |

1) The item “Exceptional income/expense” comprises one-off items which cannot be taken as an indicator of ongoing business operations. These include, for example, various expenses for reorganization and structure changes which are not reportable as “restructuring expenses” according to IFRS

2) Amortization of fair value adjustments relates to the assets identified at fair value in connection with the acquisitions of Gerresheimer Group GmbH by Blackstone in December 2004, Gerresheimer Vaerlose in December 2005, Gerresheimer Wilden in January 2007, the pharma glass business of Comar Inc. in March 2007, USA, the new formation of the Kimble Chase joint venture in July 2007 as well as the acquisitions of Gerresheimer Zaragoza and Gerresheimer São Paulo in January 2008

3) Finance costs (net) comprise interest income and expenses in relation to the net financial debt of the Gerresheimer Group. In addition, interest expenses for pension provisions less expected income from fund assets are included

Starting from adjusted EBITDA the restructuring expenses and exceptional income/expense reconcile to EBITDA. The balance of restructuring expenses and exceptional income/expense has continued to decrease considerably compared to the prior year periods and especially includes restructuring measures of the Plastics Systems segment in the second quarter 2009. Increased fair value amortization and depreciation in the reporting period is attributable to the two acquisitions Gerresheimer Zaragoza and Gerresheimer São Paulo, as well as to the high investment volume towards the end of the previous financial year. An accounting loss of EUR 5.3m arose in the second quarter from the sale of the Technical Plastics Systems business.

The finance costs are on the same level as the prior year both from the point of view of the quarter and for the half year. After considering income taxes a positive consolidated result of EUR 1.0m and adjusted net income of EUR 14.3m arises despite the one-off accounting loss arising from the sale of the Technical Plastics Systems business. The consolidated result for the first half year 2009 is at break-even. Adjusted net income for the first half year 2009 amounts to EUR 20.7m.

## NET ASSETS

| Assets | May 31, 2009<br>in EUR m | in % | Nov. 30, 2008<br>in EUR m | in % |
|---|---|---|---|---|
| Non-current assets | 1,036.6 | 73.2 | 1,081.2 | 70.3 |
| Current assets | 379.5 | 26.8 | 457.1 | 29.7 |
| **Balance sheet total** | **1,416.1** | **100.0** | **1,538.3** | **100.0** |
| **Equity and Liabilities** | | | | |
| Equity and minority interests | 466.7 | 33.0 | 479.1 | 31.1 |
| Non-current liabilities | 610.1 | 43.1 | 642.8 | 41.8 |
| Current liabilities | 339.3 | 23.9 | 416.4 | 27.1 |
| **Balance sheet total** | **1,416.1** | **100.0** | **1,538.3** | **100.0** |
| **Net financial debt** | **451.1** | **31.9** | **421.6** | **27.4** |
| **Net working capital** | **200.3** | **14.1** | **163.0** | **10.6** |

Compared to November 30, 2008, the balance sheet total of the Gerresheimer Group has decreased by EUR 122.2m to EUR 1,416.1m at May 31, 2009.

Non-current assets have declined by EUR 44.6m to EUR 1,036.6m in absolute terms; however in relation to the balance sheet total they have increased from 70.3 % to 73.2 %. The reduction is attributable to normal depreciation as well as to the fair value amortization which were higher than the investments made in the reporting period.

The reduction in current assets from EUR 457.1m to EUR 379.5m particularly reflects the reduction in cash and cash equivalents. In the first quarter these were used to pay investments made in 2008 and in April 2009 to pay the dividend to the shareholders.

Consolidated equity of the Gerresheimer Group including minority interests has declined to EUR 466.7m which is mainly attributable to the dividend payment of EUR 12.6m being made. The equity ratio has however increased from 31.1 % to 33.0 %.

The non-current liabilities of EUR 610.1m at the end of May 2009 have declined from EUR 642.8m at the end of November 2008 by EUR 32.7m; however in line with the relative change of non-current assets they increased from 41.8 % to 43.1 % of the balance sheet total. In that the non-current assets are to 104 % covered by equity and non-current assets (November 30, 2008: 104 %).

Current liabilities have declined from EUR 416.4m to EUR 339.3m which is primarily attributable to a reduction in liabilities in connection with investments made in the prior financial year.

Net financial debt has increased to EUR 451.1m at May 31, 2009 (November 30, 2008: EUR 421.6m; May, 2008: EUR 456.2m). Besides seasonal fluctuations in net working capital this is attributable to the already mentioned payments of liabilities arising from investments made in 2008 as well as to the dividend payment made in April this year.

The structure of the **net financial debt** of Gerresheimer AG is shown in the following table:

| in EUR m | May 31, 2009 | Nov. 30, 2008 |
|---|---|---|
| **Financial debt** | | |
| Senior facilities | | |
| Term Loan [1] | 239.0 | 256.4 |
| Revolving Credit Facility [1] | 55.5 | 53.8 |
| **Total senior facilities** | **294.5** | **310.2** |
| Senior Notes | 126.0 | 126.0 |
| Local borrowings [1] | 47.6 | 53.4 |
| Capitalized lease obligations [2] | 22.4 | 27.1 |
| **Total financial debt** | **490.5** | **516.7** |
| Cash and cash equivalents [2] | 39.4 | 95.1 |
| **Net financial debt** | **451.1** | **421.6** |
| **Adjusted LTM EBITDA [3]** | **195.1** | **206.4** |
| **Adjusted EBITDA Leverage** | **2.3** | **2.0** |

[1] For translation of US dollar loans to euros the following exchange rates were used: as at November 30, 2008: EUR 1.00/USD 1.2727; as at May 31, 2009: EUR 1.00/USD 1.4098

[2] Included herein are EUR 0.7m cash and cash equivalents as well as capitalized lease obligations of the disposal group

[3] Cumulated adjusted EBITDA of the last 12 months

At May 31, 2009 Gerresheimer reports net financial debt of EUR 451.1m (November 30, 2008: EUR 421.6m). The increase is primarily attributable to the reduction in cash and cash equivalents employed to finance investments made in the last quarter of 2008 as well as to pay the dividend to the shareholders. The adjusted EBITDA leverage has increased from 2.0 at November 30, 2008 to 2.3 at May 31, 2009.

In June 2007 Gerresheimer concluded a new agreement on Credit Facilities totalling EUR 450m with a minimum term of five years with Commerzbank Aktiengesellschaft and The Royal Bank of Scotland plc as the facility agents. The new Credit Facilities comprise a long Term Loan totalling EUR 275.0m and a long term Revolving Loan of EUR 175.0m. The new credit facilities may be drawn either in euro, US dollars and further foreign currencies. In May 2008 Gerresheimer obtained an extension of one year for EUR 412m of the Senior Credit Facilities with terms and conditions unchanged. Therefore, the remaining term to maturity for the majority of the bank loans is four years.

At May 31, 2009 EUR 55.5m of the Revolving Credit of EUR 175.0m had been drawn. The remainder is available, for example, to finance investments and acquisitions and for other operating purposes.

The bond of EUR 126.0m issued in Luxembourg is due for repayment in the year 2015.

**Net working capital** (inventories plus trade receivables and prepayments less trade payables and payments received on account) for the Gerresheimer Group increased in the reporting period by EUR 37.3m to EUR 200.3m as at May 31, 2009 compared to November 30, 2008 (EUR 163.0m). Payments of investments made in 2008 in connection with seasonal fluctuations in the individual quarters, have contributed to the absolute increase in net working capital. Based on the sales of the past 12 months, net working capital has improved from 21.1 % to 19.1 % compared to the comparative prior year quarter.

## CASH FLOW STATEMENT
(Abbreviated version)

| in EUR m | Dec. 1, 2008– May 31, 2009 | Dec. 1, 2007– May 31, 2008 |
|---|---|---|
| Cash flow from operating activities | -4.4 | 26.2 |
| Cash flow from investing activities | -30.5 | -63.8 |
| Cash flow from financing activities | -17.7 | -10.0 |
| Changes in cash and cash equivalents | -52.6 | -47.6 |
| Exchange rate related change in cash and cash equivalents | -3.1 | -0.2 |
| Cash and cash equivalents at the beginning of the period | 94.4 | 80.3 |
| Cash and cash equivalents at the end of the period | 38.7 | 32.5 |

The cash outflow from operating activities in the first six months of 2009 amounted to EUR 4.4m (prior year: cash inflow of EUR 26.2m). In the first quarter especially liabilities had to be paid in connection with investments made in the financial year 2008. In the second quarter 2009 a cash inflow from operating activities of EUR 23.3m could be generated.

The net cash outflow from investing activities totalled EUR 30.5m, which is well below the prior year level of EUR 63.8m. The prior year figure comprised the acquisition of Gerresheimer Zaragoza and Gerresheimer São Paulo, which account for the majority of investments made besides investments in tangible assets.

The net cash flow from financing activities totalled EUR 17.7m. These funds were employed in particular for the payment of the dividend to the shareholders as well as for the repayment of loans.

## CAPITAL EXPENDITURE

| in EUR m | Q2 2009 | Q2 2008 | Change | Q1–Q2 2009 | Q1–Q2 2008 | Change |
|---|---|---|---|---|---|---|
| Tubular Glass | 3.8 | 5.2 | -1.4 | 6.9 | 11.5 | -4.6 |
| Plastic Systems | 4.7 | 8.2 | -3.5 | 8.2 | 15.3 | -7.1 |
| Moulded Glass | 11.1 | 3.0 | 8.1 | 14.4 | 6.4 | 8.0 |
| Life Science Research | 0.7 | 0.2 | 0.5 | 1.6 | 0.8 | 0.8 |
| Central | 0.1 | 0.1 | 0.0 | 0.1 | 0.2 | -0.1 |
| **Total capital expenditure** | **20.4** | **16.7** | **3.7** | **31.2** | **34.2** | **-3.0** |

In the second quarter 2009 the Gerresheimer Group invested EUR 20.4m (comparative prior year quarter: EUR 16.7m). In the first half of 2009 investments in tangible assets of EUR 31.2m (first half of 2008: EUR 34.2m) were made. A main focus continued to be on capacity expansions aimed at achieving further growth, namely, as in the first quarter 2009, investments for the third production facility for RTF® syringes or for the development of the production of pen systems as well as for the expansion of clean rooms. In addition first advance payments in the segment Moulded Glass have been made in connection with routine furnace overhauls as well as for the merging of two furnaces.

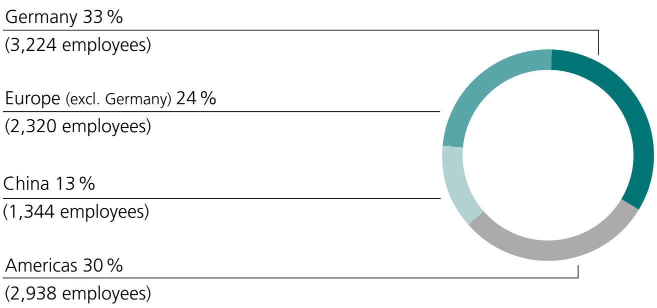
To optimize cash flow, the investment volume for the financial year 2009 has been reduced from EUR 100 – 105m to EUR 85 – 90m. Cut-backs will be made amongst others regarding the postponement of planned capacity expansions in areas, which are currently not fully utilized due to decreased sales.

## EMPLOYEES

As at May 31, 2009 the Gerresheimer Group employed 9,826 people. Compared to November 30, 2008 the number of employees has decreased by 351. The reduction is attributable to restructurings in the Technical Plastic Systems business as well as to adjustments to the personnel structure in the Americas.

At May 31, 2009 the Gerresheimer Group, employed 5,544 people in Europe (including 3,224 in Germany), 2,938 in Americas (including Mexico, Brazil and Argentina) and 1,344 in China.

**Employees by Region**
(Total number: 9,826)




## REPORT ON RISKS AND OPPORTUNITIES

Gerresheimer continues to focus on growth in the market for pharmaceutical primary packaging. Global economic trends, exchange rate factors, rising material and energy prices and uncertainties about the future development of national healthcare systems represent risks which may affect the course of business in the long term. We are conscious of these risks and carry out regular reviews.

For 2009 experts unanimously believe that the macroeconomic environment will shrink. An economic recovery is expected only towards the middle / end of 2010. Various experts believe that the crisis will hit Europe and the USA particularly hard. Germany is also affected by a drastically declining economic performance.

Currently, no risks which could threaten the Gerresheimer Group´s existence are identifiable.

## PARTICULAR EVENTS AFTER THE BALANCE SHEET DATE

With effect from July 1, 2009 the Technical Plastics Systems business was sold in the course of further focussing on pharma & life science. The sales of this business including the sales of the tools business which was also sold amounted to EUR 74.2m in the financial year 2008. In the first six months of the reporting period sales of EUR 23.7m were generated (first half of 2008: EUR 38.2m). The purchase price, including the debt taken over by the purchaser amounts to around EUR 12m.

## OUTLOOK – ECONOMIC ENVIRONMENT

The following statements on the Gerresheimer Group's future business performance and the assumptions made as regards the economic development of our markets deemed to be significant in this respect are based on our assessments which we believe are realistic in accordance with the information currently available to us. However, these assessments entail uncertainty and present the unavoidable risk that the developments may not actually occur either in line with the tendency or the degree to which they were forecast.

After the considerable decline in the world economy, which resulted from the acute financial market crisis in autumn 2008, world production has continued to deteriorate considerably in the first quarter 2009. The economic downturn continued vehemently both in the industrialized and emerging markets. The strong recession is also manifested in the projections of the economic development in 2009, which have been corrected downwards in the course of the year. Financial analysts and economic experts therefore expect a decline of about -2.7 % in the USA (forecast in March: -2.5 %) and in Europe of around -4.2 % (forecast March: -2.2 %) in the year 2009. Especially for Germany the new expectation by the Institute for Worldwide Economic Research (Institut für Weltwirtschaft) of -6.0 % is worse than the expected -3.7 % at the start of the year.

## OUTLOOK – FUTURE BUSINESS PERFORMANCE

Despite uncertainties in connection with the ongoing economic development of the global economy, volatile commodity and energy prices and an increase in exchange rate volatility, we continue to expect a stable business development for the pharma business. We incurred a considerable decline in demand in the more cyclical Cosmetics and Life Science Research businesses in the first half year. Forecasts regarding the further development of these businesses for the remaining financial year are difficult due to the poor visibility; however we currently do not expect a recovery of these markets in the short term.

At present no one can say with absolute certainty how the financial crisis will impact the real economy and therefore the Group's suppliers and customers. Consequently, forecasts entail an ever greater degree of uncertainty. One-off effects in particular due to a relatively high number of product launches and general overhauls of furnaces may lead to a temporary decline in the adjusted EBITDA margin compared to 2008. As a consequence of the introduced cost containment measures we expect that the operating result will remain on a high level.

Our sound balance sheet and long term financing structure as well as our good operating performance will enable us to continue our growth strategy in the pharma & life science segment going forward.

# Quarterly Consolidated Financial Statements

December 2008 – May 2009

## CONSOLIDATED INCOME STATEMENT (IFRS)

for the Period from December 1, 2008 to May 31, 2009

| in EUR k | Note | **March 1, 09– May 31, 09** | March 1, 08– May 31, 08 | **Dec. 1, 08– May 31, 09** | Dec. 1, 07– May 31, 08 |
|---|---|---|---|---|---|
| Sales | | 264,341 | 276,280 | 501,689 | 515,397 |
| Cost of sales 1) | | -192,320 | -197,280 | -370,143 | -371,563 |
| **Gross profit 1)** | | **72,021** | **79,000** | **131,546** | **143,834** |
| Selling expenses 1) | | -31,257 | -34,223 | -62,345 | -65,004 |
| General administrative expenses | | -18,677 | -21,171 | -37,816 | -39,776 |
| Other operating income | | 4,380 | 5,466 | 9,713 | 9,315 |
| Restructuring expenses | (4) | -791 | -737 | -1,525 | -1,197 |
| Other operating expenses | | -14,011 | -9,834 | -18,652 | -13,812 |
| Share of results of associated companies | | 136 | 102 | 83 | 103 |
| **Result from ordinary activities** | | **11,801** | **18,603** | **21,004** | **33,463** |
| Financial income | | 448 | 147 | 759 | 652 |
| Financial expenses | | -10,416 | -10,387 | -21,458 | -20,990 |
| | | -9,968 | -10,240 | -20,699 | -20,338 |
| **Consolidated profit before income taxes** | | **1,833** | **8,363** | **305** | **13,125** |
| Income taxes | (7) | -904 | -2,756 | -444 | -5,000 |
| **Consolidated profit for the period** | | **929** | **5,607** | **-139** | **8,125** |
| Attributable to minority interests | | 378 | 1,173 | 1,004 | 1,862 |
| Attributable to equity holders of the parent | | 551 | 4,434 | -1,143 | 6,263 |
| **Earnings per share (in Euro) 2)** | | **0.02** | **0.14** | **-0.04** | **0.20** |

1) The functional costs include amortization of fair value adjustments. The prior year figures were adjusted accordingly, see Note (5)

2) The earnings per share figure stated here also corresponds to the diluted EPS as no further shares have been issued

*Notes (1) to (13) are an integral part of these Consolidated Quarterly Financial Statements*

# CONSOLIDATED BALANCE SHEET (IFRS)
as of May 31, 2009

| ASSETS in EUR k | May 31, 2009 | Nov. 30, 2008 |
|---|---|---|
| **Non-current assets** | | |
| Intangible assets | 517,920 | 538,452 |
| Property, plant and equipment | 455,202 | 481,820 |
| Investment property | 3,545 | 3,545 |
| Financial Assets | 3,337 | 3,337 |
| Investments accounted for using the equity method | 3,288 | 3,606 |
| Other financial assets | 8,518 | 6,310 |
| Deferred tax assets | 44,857 | 44,179 |
| | **1,036,667** | **1,081,249** |
| **Current assets** | | |
| Inventories | 160,761 | 154,063 |
| Trade receivables | 135,549 | 142,983 |
| Income tax receivables | 2,500 | 1,927 |
| Other financial assets | 362 | 11,299 |
| Other receivables | 22,150 | 21,262 |
| Cash and cash equivalents | 38,710 | 94,368 |
| Assets and disposal group held for sale | 19,436 | 31,130 |
| | **379,468** | **457,032** |
| **Total assets** | **1,416,135** | **1,538,281** |

| EQUITY AND LIABILITIES in EUR k | May 31, 2009 | Nov. 30, 2008 |
|---|---|---|
| **Equity** | | |
| Subscribed capital | 31,400 | 31,400 |
| Capital reserve | 513,827 | 513,827 |
| Cash flow hedge reserve | -7,143 | -8,233 |
| Currency translation reserve | 7,867 | 3,114 |
| Retained earnings | -119,687 | -105,984 |
| **Equity attributable to equity holders of the parent** | **426,264** | **434,124** |
| Minority interests | 40,398 | 44,968 |
| | **466,662** | **479,092** |
| **Non-current liabilities** | | |
| Deferred tax liabilities | 74,322 | 79,833 |
| Provisions for pensions and similar obligations | 140,906 | 145,251 |
| Other provisions | 7,934 | 7,464 |
| Financial liabilities | 386,975 | 410,202 |
| | **610,637** | **642,750** |
| **Current liabilities** | | |
| Provisions for pensions and similar obligations | 14,700 | 15,153 |
| Other provisions | 50,218 | 53,965 |
| Trade payables | 94,327 | 137,858 |
| Financial liabilities | 114,502 | 122,508 |
| Income tax liabilities | 4,833 | 15,131 |
| Other liabilities | 48,219 | 55,253 |
| Liabilities directly associated with assets and disposal group held for sale | 12,537 | 16,571 |
| | **339,336** | **416,439** |
| | **949,473** | **1,059,189** |
| **Total equity and liabilities** | **1,416,135** | **1,538,281** |

*Notes (1) to (13) are an integral part of these Quarterly Financial Statements*

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (IFRS)
from December 1, 2008 to May 31, 2009

| in EUR k | Subscribed Capital | Capital Reserve | Cash flow hedge reserve |
|---|---|---|---|
| **As of December 1, 2007** | **31,400** | **513,827** | **-4,245** |
| Change in the consolidated group | – | – | – |
| Changes in the fair value of interest rate swaps | – | – | -196 |
| Fair value of interest rate swaps recognized in profit or loss | – | – | -73 |
| Currency translation differences | – | – | 200 |
| **Total profit or loss recognized directly in equity** | **–** | **–** | **-69** |
| Result | – | – | – |
| **Total result** | **–** | **–** | **-69** |
| Distribution | – | – | – |
| **As of May 31, 2008** | **31,400** | **513,827** | **-4,314** |
| **As of December 1, 2008** | **31,400** | **513,827** | **-8,233** |
| Changes in fair values of interest rate swaps | – | – | 2,190 |
| Fair value of interest rate swaps recognized in profit or loss | – | – | -1,760 |
| Currency translation differences | – | – | 660 |
| **Total profit or loss recognized directly in equity** | **–** | **–** | **1,090** |
| Result | – | – | – |
| **Total result** | **–** | **–** | **1,090** |
| Distribution | – | – | – |
| **As of May 31, 2009** | **31,400** | **513,827** | **-7,143** |

*Notes (1) to (13) are an integral part of these Quarterly Financial Statements*

| Currency translation differences | Retained earnings | Total retained earnings | Equity holders of the parent | Minority interest | Total equity |
|---|---|---|---|---|---|
| **18,539** | **-94,157** | **-75,618** | **465,364** | **34,495** | **499,859** |
| – | – | – | – | 37 | 37 |
| – | – | – | -196 | – | -196 |
| – | – | – | -73 | – | -73 |
| 8,085 | – | 8,085 | 8,285 | -1,395 | 6,890 |
| **8,085** | **–** | **8,085** | **8,016** | **-1,395** | **6,621** |
| – | 6,263 | 6,263 | 6,263 | 1,862 | 8,125 |
| **8,085** | **6,263** | **14,348** | **14,279** | **467** | **14,746** |
| – | -12,560 | -12,560 | -12,560 | -1,880 | -14,440 |
| **26,624** | **-100,454** | **-73,830** | **467,083** | **33,119** | **500,202** |
| **3,114** | **-105,984** | **-102,870** | **434,124** | **44,968** | **479,092** |
| – | – | – | 2,190 | – | 2,190 |
| – | – | – | -1,760 | – | -1,760 |
| 4,753 | – | 4,753 | 5,413 | -4,404 | 1,009 |
| **4,753** | **–** | **4,753** | **5,843** | **-4,404** | **1,439** |
| – | -1,143 | -1,143 | -1,143 | 1,004 | -139 |
| **4,753** | **-1,143** | **3,610** | **4,700** | **-3,400** | **1,300** |
| – | -12,560 | -12,560 | -12,560 | -1,170 | -13,730 |
| **7,867** | **-119,687** | **-111,820** | **426,264** | **40,398** | **466,662** |

# CONSOLIDATED CASH FLOW STATEMENT (IFRS)
## for the Period from December 1, 2008 to May 31, 2009

| in EUR k | **Dec. 1, 2008– May 31, 2009** | Dec. 1, 2007– May 31, 2008 |
|---|---|---|
| Consolidated profit/loss for the period | -139 | 8,125 |
| Income taxes | 444 | 5,000 |
| Depreciation of property, plant and equipment | 38,436 | 36,504 |
| Amortization of intangible assets | 17,923 | 17,860 |
| Impairment loss | 5,277 | 4,565 |
| Change in valuation of equity-accounted investments | -83 | -103 |
| Change in provisions | -5,705 | -2,241 |
| Change in provisions for pensions and similar obligations | -6,253 | -7,112 |
| Gain/loss on the disposal of non-current assets | -69 | -2,057 |
| Financial result | 20,699 | 20,338 |
| Interest paid | -19,241 | -15,755 |
| Interest received | 694 | 493 |
| Income taxes paid | -18,903 | -1,820 |
| Income taxes received | 1,065 | 837 |
| Change in net working capital: | | |
| Change in inventories | -11,385 | -25,919 |
| Change in trade receivables and other assets | 18,005 | -11,881 |
| Change in trade payables and other liabilities | -49,167 | -1,654 |
| Other non-cash expenses/income | 3,964 | 962 |
| **Cash flow from operating activities** | **-4,438** | **26,142** |
| Cash received from disposals of non-current assets | 596 | 3,044 |
| Cash paid for investments: | | |
| in property, plant and equipment | -30,865 | -29,538 |
| in intangible assets | -257 | -1,599 |
| in financial assets | – | – |
| Cash paid out for the acquisition of subsidiaries, net of cash received | – | -35,670 |
| **Cash flow from investing activities** | **-30,526** | **-63,763** |

| in EUR k | Dec. 1, 2008 – May 31, 2009 | Dec. 1, 2007 – May 31, 2008 |
|---|---|---|
| Distributions to third parties | -13,730 | -14,440 |
| Raising of loans | 10,931 | 27,555 |
| Repayment of loans | -10,443 | -19,104 |
| Repayment of finance lease liabilities | -4,422 | -3,976 |
| **Cash flow from financing activities** | **-17,664** | **-9,965** |
| **Changes in cash and cash equivalents** | **-52,628** | **-47,586** |
| Change in cash and cash equivalents of the disposal group | 37 | – |
| Exchange rate related change in cash and cash equivalents | -3,067 | -176 |
| Cash and cash equivalents at the beginning of the period | 94,368 | 80,266 |
| **Cash and cash equivalents at the end of the period** | **38,710** | **32,504** |

*Notes (1) to (13) are an integral part of these Quarterly Financial Statements*

# NOTES TO THE QUARTERLY CONSOLIDATED FINANCIAL STATEMENTS

of Gerresheimer AG for the period from December 1, 2008 to May 31, 2009

**(1) Reporting principles**

The Gerresheimer Group based in Düsseldorf (Germany) comprises Gerresheimer AG and its direct and indirect subsidiaries.

The present quarterly Consolidated Financial Statements were drawn up in accordance with the International Financial Reporting Standards (IFRS) by the International Accounting Standards Board (IASB) in so far as they should be applied in the EU (section 315a of the German Commercial Code/HGB), and in accordance with IAS 34 "Interim Financial Reporting". These notes to the quarterly consolidated financial statements therefore do not contain all the information and details required by IFRS for Consolidated Financial Statements at the end of a financial year, and should be read in conjunction with the consolidated financial statements as at November 30, 2008. The present financial statements have not been audited.

The income statement was drawn up using the function of expense method. Restructuring expenses are shown separately because of their significance. The same accounting principles generally apply as in the annual financial statements for 2008.

The following interpretations were applied for the first time:

- IFRIC 12, Service Concessions Arrangements
- IFRIC 13, Customer Loyalty Programmes

The adoption of these amended pronouncements has no effect on the Group's net assets, financial position and results of operation.

In preparing the quarterly Consolidated Financial Statements in accordance with prevailing accounting principles, estimates and assumptions are made which have an effect on the valuation of assets and liabilities, the disclosure of contingent liabilities and assets as of the balance sheet date as well as on the amount of income and expenses in the reporting period. Although the estimates are made to the best of management's knowledge of current events and transactions, the actual future results may differ from the estimates.

The consolidated financial statements are in euros, the functional currency of the parent company. Conversion of the major currencies in the Group was based on the following exchange rates:

| | Closing rate for EUR as of | | Average rate for EUR as of | |
|---|---|---|---|---|
| Currency | **May 31, 2009** | Nov. 30, 2008 | **Dec. 1, 2008 – May 31, 2009** | Dec. 1, 2007 – May 31, 2008 |
| 1 BRL | 0.3531 | 0.3366 | 0.3325 | 0.3825 |
| 1 CZK | 0.0373 | 0.0397 | 0.0371 | 0.0392 |
| 1 DKK | 0.1343 | 0.1342 | 0.1342 | 0.1341 |
| 1 GBP | 1.1456 | 1.2050 | 1.1125 | 1.3142 |
| 1 MXN | 0.0543 | 0.0591 | 0.0541 | 0.0616 |
| 1 PLN | 0.2234 | 0.2649 | 0.2284 | 0.2833 |
| 1 RMB | 0.1039 | 0.1150 | 0.1102 | 0.0923 |
| 1 SEK | 0.0937 | 0.0970 | 0.0926 | 0.1064 |
| 1 USD | 0.7093 | 0.7857 | 0.7530 | 0.6587 |

The Consolidated Financial Statements of Gerresheimer AG as at November 30, 2008 are published in the online edition of the electronic Federal Law Gazette (elektronischer Bundesanzeiger) in the German language and on the Internet at www.gerresheimer.com.

## (2) Seasonal effects on business activity

The business is subject to seasonal influences, as sales in Europe and North America are usually lowest in the holiday period in December/January and during the summer months.

## (3) Changes in the group of consolidated companies

**Sale of the Technical Plastics Business**

The Gerresheimer Group sold the Technical Plastics Systems business (TPS) on July 1, 2009. The business, which primarily manufactures plastic system components for suppliers to the automotive industry, was not part of the pharma & life science business and fell short of meeting the margin expectations of the Gerresheimer Group. The sales process was started through an international invitation for bids on August 1, 2008. In accordance with IFRS 5 the income and expenses generated to the date of disposal are included in the result of continued operations. Due to the fact that the sale was not completed at May 31, 2009, the assets and liabilities have been shown separately in the balance sheet in the lines “Assets and disposal group held for sale” and “Liabilities directly associated with assets and disposal group held for sale”. Assets held for sale, disposal groups as well as the directly associated liabilities have been valued at fair values less selling costs in accordance with IFRS 5. The resultant accounting loss of EUR 5.3m is included in the income statement as an impairment loss within other operating expenses in the Plastic Systems segment.

Assets held for sale are made up as follows at May 31, 2009:

| in EUR k | |
|---|---|
| **Assets** | |
| Property, plant and equipment | 1,397 |
| Inventory | 8,598 |
| Other assets | 8,204 |
| Cash and cash equivalents | 711 |
| Deferred tax assets | 526 |
| **Assets and disposal group held for sale** | **19,436** |
| **Liabilities** | |
| Other provisions | 1,342 |
| Financial liabilities | 4,290 |
| Payments received on account of orders | 1,086 |
| Trade payables | 3,321 |
| Miscellaneous other liabilities | 2,498 |
| **Liabilities directly associated with assets and disposal group held for sale** | **12,537** |

## Notes to the abbreviated Quarterly Consolidated Financial Statements

### (4) Restructuring expenses

In the reporting period as in the comparable prior year period, restructuring expenses relate mainly to measures to cut costs and increase efficiency in production, marketing and administration in various subsidiaries of the Gerresheimer Group. The restructuring expenses comprise personnel expenses of EUR 1.1m (comparative prior year quarter: EUR 0.7m).

### (5) Amortization of fair value adjustments

The following table shows the fair value adjustments resulting from the acquisitions of Gerresheimer Group GmbH in 2004 through a company controlled by Blackstone, Gerresheimer Vaerloese at the end of December 2005, Gerresheimer Wilden at the start of January 2007, the pharma glass business of Comar Inc. in March 2007, the formation of the Kimble Chase joint venture in July 2007 and the acquisitions of Gerresheimer Zaragoza and Gerresheimer São Paulo at the end of January 2008.

| in EUR m | Fair value adjustments Carrying value as of May 31, 2009 | **Amortization of fair value adjustments Q1–Q2 2009** | Amortization of fair value adjustments Q1–Q2 2008 |
|---|---|---|---|
| Customer base | 96.6 | 13.6 | 13.5 |
| Orders on hand | 0.0 | 0.0 | 0.1 |
| Brand names | 29.7 | 0.0 | 0.0 |
| Technologies | 12.8 | 1.7 | 1.4 |
| Process know-how | 1.9 | 1.7 | 1.8 |
| Land | 5.9 | 0.0 | 0.0 |
| Buildings | 10.6 | 0.3 | 0.2 |
| Machinery | 8.1 | 1.8 | 1.1 |
| | **165.6** | **19.1** | **18.1** |

The amortization of the fair value adjustments is disclosed in the functional areas and no longer as a separate item in the income statement as in the prior year quarters. Of the total EUR 18.1m fair value amortization in the prior year six month period, EUR 4.5m relate to cost of sales and EUR 13.6m to selling expenses. The values of the comparative prior year period have been adjusted accordingly. Of the EUR 19.1m fair value amortization of the current half year period EUR 5.5m relate to cost of sales and EUR 13.6m to selling expenses.

The brand names contained in the above table were identified as intangible assets with an indefinite useful economic life. Brand names are therefore no longer amortized on a straight line basis but are subjected to an impairment test at least once a year in accordance with IFRS 3 "Business Combinations" and the revised IAS 36 "Impairment of Assets" and IAS 38 "Intangible Assets".

### (6) Gerresheimer stock appreciation rights (phantom stocks)

A share-based remuneration system and virtual shares were introduced in the financial year 2007. Details of the phantom stock program can be found in the notes to the consolidated financial statements as at November 30, 2008.

On July 5, 2008 the second tranche of phantom stocks was granted. The terms and conditions for this new tranche are identical to those of the first tranche given in 2007.

For determining the fair value of the phantom stocks a recognized option price model (binomial model) was used. The volatility of the target value in the first half of 2009 was set at 54.5 % p.a. and the employee fluctuation rate set at 8 %. As a risk-free interest rate the yield on Federal German bonds of 1.25 % p.a. was taken.

| | Tranche 1 | Tranche 2 |
|---|---|---|
| Grant date | June 11, 2007 | July 5, 2008/ June 11, 2007 |
| Term of tranche | October 31, 2009 | October 31, 2010 |
| End of vesting period | July 4, 2008 | June 16, 2009 |
| Issue price (in EUR) | 40.00 | 34.40 |
| Target price (in EUR) | 43.20 | 37.15 |
| Number of stock appreciation rights issued | 520,000 | 524,500 |
| Exercise threshold (in %) | 8.0 | 8.0 |
| Fair value (in EUR k) | 10 | 244 |
| Maximum pay-out amount (in EUR k) | 5,200 | 4,511 |

In addition to the first and second tranche referred to above, in the years 2007 and 2009 the board members and a few further employees were granted additional tranches for the years 2009–2014. Based on the above assumptions, the fair value of the 2009–2014 tranches is EUR 1,641k at the balance sheet date.

### (7) Income tax expenses

The main components of income tax reported in the abbreviated consolidated income statement are as follows:

| in EUR k | **Q1–Q2 2009** | Q1–Q2 2008 |
|---|---|---|
| Current income tax (expense (-)/income) | -7,127 | -7,478 |
| Deferred income tax (expense (-)/income) | 6,683 | 2,478 |
| | **-444** | **-5,000** |

### (8) Dividend paid / Distributions to third parties

In the Annual General Meeting on April 29, 2009 a resolution was passed to pay a dividend of EUR 0.40 per share. This corresponds to a total dividend distribution of EUR 12.6m.

The dividends to minority shareholders of EUR 2.3m (including a guaranteed dividend which was recorded as a liability in 2007) were made to Chase Scientific Glass Inc., USA, which has a 49 % shareholding in the joint venture Kimble Chase Life Science and Research Products LLC.

In the prior year period a distribution of EUR 2.6m was made. Of that EUR 2.3m related to Chase Scientific Glass Inc., USA. A further EUR 0.3m was distributed to the minority shareholder Zhenjiang Shuangfeng Glass Co. Ltd.

### (9) Financial liabilities

In June 2007 Gerresheimer entered into a new agreement for credit facilities totalling EUR 450m with Commerzbank Aktiengesellschaft and The Royal Bank of Scotland plc as the facility agents. The new Senior Facilities comprise a Term Loan of EUR 275.0m and a Revolving Credit Facility of EUR 175.0m. The facilities initially had terms up to June 2012 and are secured by a pledge of the shares in Gerresheimer Group GmbH. In May 2008 Gerresheimer obtained an extension of one year for EUR 412m of the Credit Facility. Therefore, the term for this part of the Credit Facility is now June 2013. The Revolving Credit of EUR 175.0m is available, for example, to finance investments and acquisitions and for other operating purposes. A total of EUR 55.5m had been drawn at May 31, 2009.

The bond of EUR 126.0m issued in Luxembourg is due for repayment in the year 2015.

### (10) Other financial commitments

Commitments under rental and operating lease agreements as well as from capital expenditure commitments amount to EUR 32.4m at May 31, 2009 and have increased by EUR 3.2m compared to November 30, 2008 which is mainly attributable to higher capital expenditure commitments in connection with a routine furnace repair as well as to newly agreed to leasing agreements.

### (11) Segment report

The Gerresheimer Group comprises the four divisions of Tubular Glass, Plastic Systems, Moulded Glass and Life Science Research. Segment reporting is in line with the Company's strategic focus.

| By division<br>in EUR m | | Tubular Glass | Plastic Systems | Moulded Glass | Life Science Research | Head office | Group |
|---|---|---|---|---|---|---|---|
| Segment sales | **Q1–Q2 09** | 150.9 | 163.6 | 150.1 | 44.2 | 0.0 | 508.8 |
| | Q1–Q2 08 | 143.7 | 170.8 | 163.2 | 44.4 | 0.0 | 522.1 |
| Thereof intragroup sales | **Q1–Q2 09** | -6.9 | 0.0 | -0.1 | -0.1 | 0.0 | -7.1 |
| | Q1–Q2 08 | -5.6 | 0.0 | -1.1 | 0.0 | 0.0 | -6.7 |
| Sales third parties | **Q1–Q2 09** | 144.0 | 163.6 | 150.0 | 44.1 | 0.0 | 501.7 |
| | Q1–Q2 08 | 138.1 | 170.8 | 162.1 | 44.4 | 0.0 | 515.4 |
| Share of profit/loss of associated compnies | **Q1–Q2 09** | 0.0 | 0.0 | 0.1 | 0.0 | 0.0 | 0.1 |
| | Q1–Q2 08 | 0.1 | 0.0 | 0.0 | 0.0 | 0.0 | 0.1 |
| Adjusted EBITDA | **Q1–Q2 09** | 35.6 | 31.0 | 24.4 | 4.1 | -9.3 | 85.8 |
| | Q1–Q2 08 | 35.1 | 32.0 | 34.6 | 5.1 | -10.2 | 96.6 |
| Depreciation and amortization | **Q1–Q2 09** | -13.0 | -8.6 | -14.2 | -1.3 | -0.1 | -37.2 |
| | Q1–Q2 08 | -11.2 | -10.8 | -13.0 | -1.2 | 0.0 | -36.2 |
| Adjusted EBITA | **Q1–Q2 09** | 22.6 | 22.4 | 10.2 | 2.8 | -9.4 | 48.6 |
| | Q1–Q2 08 | 23.9 | 21.2 | 21.6 | 3.9 | -10.2 | 60.4 |
| Amortization of fair value adjustments | **Q1–Q2 09** | -2.2 | -12.3 | -2.0 | -0.9 | -1.7 | -19.1 |
| | Q1–Q2 08 | -2.2 | -11.3 | -2.0 | -0.9 | -1.7 | -18.1 |
| Adjusted EBIT | **Q1–Q2 09** | 20.4 | 10.1 | 8.2 | 1.9 | -11.1 | 29.5 |
| | Q1–Q2 08 | 21.7 | 9.9 | 19.6 | 3.0 | -11.9 | 42.3 |
| Restructuring/one-off expenses and income | **Q1–Q2 09** | -0.7 | -2.2 | -0.7 | -0.2 | 0.6 | -3.2 |
| | Q1–Q2 08 | -1.2 | -1.7 | -0.6 | -0.3 | -0.4 | -4.2 |
| Impairment loss | **Q1–Q2 09** | 0.0 | -5.3 | 0.0 | 0.0 | 0.0 | -5.3 |
| | Q1–Q2 08 | 0.0 | -4.6 | 0.0 | 0.0 | 0.0 | -4.6 |
| Result from operations | **Q1–Q2 09** | 19.7 | 2.6 | 7.5 | 1.7 | -10.5 | 21.0 |
| | Q1–Q2 08 | 20.5 | 3.6 | 19.0 | 2.7 | -12.3 | 33.5 |
| Financial result | **Q1–Q2 09** | -8.7 | -3.0 | -1.3 | 0.0 | -7.7 | -20.7 |
| | Q1–Q2 08 | -8.3 | -3.0 | -1.8 | 0.0 | -7.2 | -20.3 |
| Consolidated profit or loss before income taxes | **Q1–Q2 09** | – | – | – | – | – | 0.3 |
| | Q1–Q2 08 | – | – | – | – | – | 13.2 |
| Income taxes | **Q1–Q2 09** | – | – | – | – | – | -0.4 |
| | Q1–Q2 08 | – | – | – | – | – | -5.0 |
| Consolidated profit or loss for the period | **Q1–Q2 09** | – | – | – | – | – | -0.1 |
| | Q1–Q2 08 | – | – | – | – | – | 8.2 |

Transfer prices between the segments are based on customary market terms on an arm's-length basis.

### (12) Related-party disclosures (IAS 24)

In the course of our business operations we have business relations to companies which are connected to members of the Supervisory Board of Gerresheimer AG. This business results mainly from trade and service relationships conducted on the basis of normal market prices and conditions, and totalled EUR 3.5m in the first half of 2009.

Until April 18, 2008 related parties of the Gerresheimer Group included BCP Murano II S.à.r.l., Luxembourg, an indirect subsidiary of Blackstone Capital Partners IV, Cayman Islands. Before its IPO in June 2007, Gerresheimer AG was a direct subsidiary of BCP Murano II S.à.r.l., Luxembourg. In the course of the IPO of Gerresheimer AG, BCP Murano II S.à.r.l. surrendered shares from its holding in Gerresheimer AG with the result that the shareholding of BCP Murano II S.à.r.l. in Gerresheimer AG fell to 24.96 %. On April 18, 2008 BCP Murano II S.à.r.l. sold its entire holding in Gerresheimer AG to various institutional investors.

In the financial year 2008, there were no service relationships or financing transactions with the companies of the Blackstone Group.

### (13) Events after the balance sheet date

The Gerresheimer Group sold the Technical Plastics business on July 1, 2009. The assets and liabilities sold have been included as assets and liabilities available for sale in the balance sheet as at May 31, 2009 and the expected accounting loss from this transaction is included in these Quarterly Financial Statements.

No further events of material importance for the net assets, financial position and results of operation of the Gerresheimer Group occurred after May 31, 2009.

The Management Board released the quarterly consolidated financial statements after discussion with the examination board of the audit committee on July 14, 2009.

# Responsibility Statement

To the best of our knowledge, and in accordance with the applicable reporting principles for interim financial reporting, the interim consolidated financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the group, and the interim management report of the group includes a fair review of the development and performance of the business and the position of the group, together with a description of the principal opportunities and risks associated with the expected development of the group for the remaining months of the financial year.

Düsseldorf, Germany, July 14, 2009

The Management Board

Dr. Axel Herberg    Hans-Jürgen Wiecha    Uwe Röhrhoff    Dr. Max Raster    Andreas Schütte

# Financial Calendar

| | |
|---|---|
| **October 15, 2009** | Interim Report 3rd Quarter 2009 |
| **February 10, 2010** | Annual Report 2009 |
| **April 29, 2010** | Annual General Meeting in Düsseldorf |

# Imprint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**Note to the Interim Report**
This Interim Report is the English translation of the original German version; in case of deviations between these two the German version prevails.

**Note regarding the rounding of figures**
Due to the commercial rounding of figures and percentages small deviations may occur.

**Disclaimer**
This Interim Report contains certain future-oriented statements. Future-oriented statements include all statements which do not relate to historical facts and events and contain future-oriented expressions such as "believe", "estimate", "assume", "expect", "forecast", "intend", "could" or "should" or expressions of a similar kind. Such future-oriented statements are subject to risks and uncertainties since they relate to future events and are based on the Company's current assumptions, which may not in the future take place or be fulfilled as expected. The Company points out that such future-oriented statements provide no guarantee for the future and that actual events including the financial position and profitability of the Gerresheimer Group and developments in the economic and regulatory fundamentals may vary substantially (particularly on the down side) from those explicitly or implicitly assumed or described in these statements. Even if the actual results for the Gerresheimer Group, including its financial position and profitability and the economic and regulatory fundamentals, are in accordance with such future-oriented statements in this Interim Report, no guarantee can be given that this will continue to be the case in the future.

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