

Combined Management Report and
Annual Financial Statements of
Gerresheimer AG for the financial year
December 1, 2012 to November 30, 2013

CONTENTS

2	Combined Management Report of Gerresheimer AG and the Gerresheimer Group
3	Annual Financial Statements
3	Income Statement
4	Balance Sheet
6	Notes to the Financial Statements and Appendices
12	Statement of Movements in Fixed Assets
14	List of Shareholdings
16	Supervisory Board and Management Board
18	Responsibility Statement
19	Independent Auditors' Report
20	Masthead

COMBINED MANAGEMENT REPORT OF GERRESHEIMER AG AND THE GERRESHEIMER GROUP

Financial year 2013 (December 1, 2012 to November 30, 2013)

The Management Report of Gerresheimer AG and the Group Management Report for financial year 2013 are combined in accordance with Section 315 (3) and Section 298 (3) of the German Commercial Code (Handelsgesetzbuch/HGB). The Combined Management Report is contained in the Annual Report.

The Annual Financial Statements of Gerresheimer AG and the Group Annual Report for financial year 2013 are available on the Internet at www.gerresheimer.com/investor-relations/reports.

The Annual Financial Statements and the Combined Management Report containing the Management Report of Gerresheimer AG for financial year 2013 are published in the Federal Law Gazette (Bundesanzeiger).

ANNUAL FINANCIAL STATEMENTS OF GERRESHEIMER AG

INCOME STATEMENT (HGB)

Financial year 2013 (December 1, 2012 to November 30, 2013)

	2013 in EUR	2012 in EUR k
Other operating income	11,911,574.00	11,411
Personnel expenses	-15,794,099.14	-16,316
Depreciation and amortization	-408,898.67	-367
Other operating expenses	-14,714,957.96	-16,164
Income from profit transfer	44,481,554.50	54,991
Income from long-term loans	45,802,844.04	45,803
Other interest and similar income	99,269.50	253
Interest and similar expenses	-15,847,704.99	-15,781
Result from ordinary operations	55,529,581.28	63,830
Income taxes	-15,783,714.87	-9,340
Other taxes	-64,946.81	-11
Net income	39,680,919.60	54,479
Retained earnings brought forward	49,999,760.60	15,931
Retained earnings	89,680,680.20	70,410

BALANCE SHEET (HGB)

as of November 30, 2013

ASSETS	Nov. 30, 2013	Nov. 30, 2012
	in EUR	in EUR k
Fixed assets		
Intangible assets	600,824.00	887
Property, plant and equipment	152,459.00	181
Financial assets	809,526,093.58	809,526
	810,279,376.58	810,594
Current assets		
Receivables and other assets	172,563,944.10	144,813
Cash and cash equivalents	110.12	1
	172,564,054.22	144,814
Prepaid expenses	1,499,883.06	1,913
Total assets	984,343,313.86	957,321

EQUITY AND LIABILITIES	Nov. 30, 2013 in EUR	Nov. 30, 2012 in EUR k
Equity		
Subscribed capital		
Authorized capital EUR 6,280,000.00 (prior year: EUR 6.280k)	31,400,000.00	31,400
Capital reserve	525,720,605.98	525,721
Retained earnings	89,680,680.20	70,410
	646,801,286.18	627,531
Provisions		
Tax provisions	12,088,033.95	5,837
Other provisions	9,432,810.00	8,318
	21,520,843.95	14,155
Liabilities	309,582,783.73	310,155
Deferred tax liabilities	6,438,400.00	5,480
Total equity and liabilities	984,343,313.86	957,321

NOTES TO THE FINANCIAL STATEMENTS (HGB)

of Gerresheimer AG for the Financial Year December 1, 2012 to November 30, 2013

PRELIMINARY NOTE

Gerresheimer AG is a large corporation under Section 267 (3) in conjunction with 264 d HGB.

Gerresheimer AG shares are traded with stock symbol GXI and ISIN DE000A0LD6E6. Gerresheimer shares have been included in the MDAX index since the end of December 2008.

There is a profit and loss transfer agreement between Gerresheimer AG and Gerresheimer Holdings GmbH. Under this agreement, Gerresheimer Holdings GmbH is required to transfer all profits to Gerresheimer AG. In return, Gerresheimer AG must absorb any net loss.

Applying Section 315 (3) HGB read in conjunction with Section 298 (3) HGB, the Management Report of Gerresheimer AG for financial year 2013 has been combined with the Management Report of the Gerresheimer Group.

CLASSIFICATION PRINCIPLES

The classification of items in the balance sheet and the income statement is in accordance with Section 266 and 275 (2) HGB. For the sake of clarity, certain items are combined in the balance sheet and the income statement. These items are disclosed separately under the relevant headings in the Notes. The income statement has been prepared using the nature of expense method.

ACCOUNTING POLICIES

The annual financial statements of Gerresheimer AG are prepared in accordance with the provisions of the German Commercial Code (HGB) and the German Stock Corporation Act (Aktiengesetz/AktG).

Valuation principles for individual items:

ASSETS

Intangible assets are carried at purchase cost less amortization. Industrial property rights and similar rights acquired for valuable consideration are amortized over three to five years unless a different useful life applies by contractual agreement. Internally generated intangible assets are not recognized.

Property, plant and equipment is carried at purchase cost less depreciation. Property, plant and equipment is depreciated on a straight-line basis over an estimated useful life of three to thirteen years. Assets with a purchase cost between EUR 150 and EUR 1,000 are grouped on an annual basis and depreciated collectively over five years. Assets with a purchase cost of up to EUR 150 are recognized immediately as expense.

Financial assets are carried at purchase cost. If their attributable value is lower as of the balance sheet date, an impairment loss is recognized.

Receivables and other assets are carried at nominal value. Foreign currency receivables with a maturity of less than one year are translated at the spot rates on the balance sheet date.

Cash and cash equivalents are carried at nominal value.

Prepaid expenses are recognized, in accordance with the option under Section 250 (3) HGB, for accrued discounts on borrowing-related liabilities.

EQUITY AND LIABILITIES

Equity items are carried at nominal value.

Provisions are recognized at the settlement amount as dictated by prudent business judgment. Future price and cost increases are taken into account where there are sufficient objective indications that they are likely to occur. Provisions for liabilities falling due after more than one year are discounted at the maturity-matched average market interest rate of the last seven financial years as published by Deutsche Bundesbank.

The provision for phantom stocks is recognized at the intrinsic value of the phantom stocks and is accumulated over the period from the grant date to the earliest exercise date.

Liabilities are recognized at the settlement amount.

Deferred taxes are provided for on temporary differences between the amounts recognized for assets, liabilities, prepaid expenses and deferred income in the HGB balance sheet and their tax bases. Gerresheimer AG also provides for the deferred taxes of other companies in its tax group and for partnerships in Germany in which it holds an equity interest. Deferred taxes are provided for on the basis of the combined income tax rate of currently 29% for the tax group of which Gerresheimer AG is the parent. The combined income tax rate comprises corporate income tax (15%), trade tax (13.1%) and the solidarity surcharge (5.5%). In the case of partnerships, however, deferred taxes on temporary differences are provided for using a combined income tax rate comprising solely corporate income tax and the solidarity surcharge; this is currently 15.83%. Deferred tax assets and liabilities are presented on a net basis. Any net overall tax liability is recognized in the balance sheet as a deferred tax liability.

NOTES TO THE BALANCE SHEET

ASSETS

(1) Fixed assets

A disaggregation of items combined in the balance sheet and changes in those items in financial year 2013 are shown in the Statement of Movements in Fixed Assets in the appendices to these Notes.

(2) Intangible assets

Additions in financial year 2013 come to EUR 68k and mostly relate to software and licenses for software.

(3) Property, plant and equipment

Additions to property, plant and equipment in financial year 2013 total EUR 26k and relate to office equipment.

(4) Financial assets/shares in affiliated companies

Shares in affiliated companies amount to EUR 117,130k and relate to Gerresheimer Holdings GmbH.

(5) Financial assets/loans to affiliated companies

With effect from May 19, 2011 the Company granted Gerresheimer Glas GmbH a loan of EUR 296,100k due May 19, 2018. There is also a long-term loan to Gerresheimer Holdings GmbH carried at EUR 396,296k as of the November 30, 2013 reporting date. Interest on both loans is included in receivables from affiliated companies.

(6) Receivables and other assets

in EUR k	Nov. 30, 2013	Nov. 30, 2012
Receivables from affiliated companies	172,421	144,731
Other assets	143	83
	172,564	144,814

Receivables from affiliated companies relate in an amount of EUR 127,497k (prior year: EUR 89,068k) to cash pooling receivables from Gerresheimer Glas GmbH and in an amount of EUR 44,482k (prior year: EUR 54,991k) to profit transfers from Gerresheimer Holdings GmbH. The remaining receivables from affiliated companies in the amount of EUR 442k (prior year: EUR 672k) are mostly trade receivables. Receivables in the amount of EUR 138k (prior year: EUR 208k) fall due after more than one year.

As in the prior year, other assets fall due within one year.

(7) Cash and cash equivalents

This item relates to cash on hand.

(8) Prepaid expenses

Prepaid expenses mainly comprise unamortized discounts in connection with the bond issued on May 19, 2011. The discount comes to EUR 1,149k as of November 30, 2013 (prior year: EUR 1,406k) and is amortized in equal annual installments over the term of the bond until May 19, 2018.

EQUITY AND LIABILITIES

(9) Subscribed capital

The capital stock totals EUR 31,400k as of November 30, 2013, divided into 31,400,000 no-par-value shares.

(10) Capital reserve

As of November 30, 2013, the capital reserve amounts to EUR 525,721k. The amount results from two increases in the capital stock in 2007.

(11) Retained earnings

Retained earnings developed as follows in financial year 2013:

in EUR k	
Retained earnings as of November 30, 2012 before dividend payment	70,410
Dividend paid for financial year 2011/2012	-20,410
Net income	39,681
Retained earnings	89,681

(12) Authorized capital

The Management Board is authorized, subject to Supervisory Board approval, to increase the Company's capital stock by issuing new, no-par-value bearer shares for cash or non-cash consideration in one or more issues up to a total of EUR 15,700k by or before April 25, 2017.

(13) Tax provisions

These comprise the provision for trade tax (EUR 4,235k), for corporate income tax and solidarity surcharge (EUR 7,830k) and for other taxes (EUR 23k).

(14) Other provisions

Other provisions are mainly provisions for personnel expenses and Supervisory Board remuneration, the Annual General Meeting, the Annual Report and year-end closing costs.

(15) Liabilities

in EUR k	Nov. 30, 2013	Nov. 30, 2012
Bonds	308,033	308,033
Trade payables	473	903
Liabilities to affiliated companies	0	13
Other liabilities*	1,077	1,206
	309,583	310,155
*of which: taxes	1,046	1,061
social security	25	45

Gerresheimer AG issued a EUR 300m corporate bond on May 19, 2011. The bond (ISIN XS0626028566) has a term to maturity of seven years and an annual coupon of 5.00%. The interest of EUR 8,033k shown above falls due within one year. The issue price was 99.40%.

Trade payables in the amount of EUR 473k (prior year: EUR 903k) and other liabilities in the amount of EUR 1,077k (prior year: EUR 1,206k) fall due within one year.

(16) Deferred tax liabilities

Applying the option under Section 274 (1) sentence 2 HGB, deferred taxes are presented on a net basis. The offsetting of deferred tax assets and liabilities as of the balance sheet date results in a net deferred tax liability of EUR 6,438k (prior year: EUR 5,480k). The differences between amounts recognized for items in the HGB balance sheet and their tax bases giving rise to deferred tax assets mainly relate to pension provisions, liabilities and other provisions. The differences giving rise to deferred tax liabilities mainly relate to intangible assets, financial assets, land and special tax-allowable reserves under Section 6b of the German Income Tax Act (Einkommensteuergesetz/EstG).

(17) Contingent liabilities

As security for affiliated companies' liabilities to banks, Gerresheimer AG has assumed joint liability in the form of a limited amount guarantee for EUR 400m. The resulting total joint liability for Gerresheimer AG in relation to affiliated company bank loans is EUR 175.9m as of the balance sheet date (prior year: EUR 136.4m). Outside of the senior facility agreement, there are also guarantees totaling EUR 9.6m (prior year: EUR 5.7m) for individual liabilities at various subsidiaries. To the best of our knowledge, no recourse is to be expected given the solid balance sheet and long-term financing of Gerresheimer AG and its subsidiaries.

(18) Other financial commitments

Lease and rental obligations amount to EUR 8,204k and relate to building rent, vehicles and IT equipment. Gerresheimer AG will move to a new building in summer 2014. A 10-year tenancy has been signed for the new building, "Klaus-Bungert-Strasse 4". The rental commitment of EUR 7,047k for the tenancy term is included in the total amount of lease and rental obligations.

NOTES TO THE INCOME STATEMENT

(19) Other operating income

Other operating income includes EUR 403k in prior-period income from the reversal of provisions (prior year: EUR 303k). The item also includes income from contractual services to subsidiaries and costs passed on. Currency translation accounts for income of EUR 2k in financial year 2013 (prior year: EUR 2k).

(20) Personnel expenses

Personnel expenses in financial year 2013 were EUR 14,733k for salaries (prior year: EUR 15,362k), EUR 1,060k for social security (prior year: EUR 951k) and EUR 1k for old-age pensions (prior year: EUR 3k).

(21) Depreciation and amortization

Information on depreciation and amortization is provided in the Statement of Movements in Fixed Assets.

(22) Other operating expenses

This item includes legal and consulting fees, IT costs, insurance costs, rental costs, travel expenses, advertising and promotion expenses, Supervisory Board remuneration and costs of the Annual General Meeting and the financial reports. Some of these expenses are offset against income from costs passed on. Other operating expenses also include charges for other services from affiliated companies. Currency translation accounts for expenses of EUR 1k (prior year: EUR 2k).

(23) Income from profit transfer

Income from profit transfer for financial year 2013 consists of the profits transferred from Gerresheimer Holdings GmbH.

(24) Income from long-term loans

Income from long-term loans came to EUR 45,803k in financial year 2013 (prior year: EUR 45,803k) and, as in the prior year, relates in its entirety to affiliated companies.

(25) Other interest and similar income

Other interest and similar income includes EUR 0k in interest income from affiliated companies (prior year: EUR 1k) and EUR 0k in income from discounting provisions (prior year: EUR 126k).

(26) Interest and similar expenses

Expense from the unwinding of discount on provisions was EUR 102k in financial year 2013 (prior year: EUR 71k).

(27) Income taxes

The tax expense for the financial year in the amount of EUR 15,783k (prior year: EUR 9,340k) consists of EUR 14,825k in current tax expense (prior year: EUR 10,417k) and EUR 958k in deferred tax expense (prior year: deferred tax income of EUR 1,077k). Current income taxes for the financial year include corporate income tax (EUR 4,674k; prior year: EUR 5,067k), trade tax (EUR 4,634k; prior year: EUR 4,951k) and solidarity surcharge (EUR 249k; prior year: EUR 276k) for the German tax group. Also included is tax expense for prior years relating in the amount of EUR 2,455k to corporate income tax (prior year: EUR 86k), in the amount of EUR 2,657k to trade tax (prior year: EUR 55k) and in the amount of EUR 156k to solidarity surcharge (prior year: tax income of EUR 18k).

OTHER NOTES

(28) Employees

On average, Gerresheimer AG had 87 salaried employees in financial year 2013 (prior year: 86 salaried employees). All employees fulfilled administrative functions.

(29) Members of Governing Bodies

The members of the Management Board of Gerresheimer AG were:

- ▶ Mr. Uwe Röhrhoff, Moenchengladbach, Germany, Chairman and Member of the Management Board for Tubular Glass Converting and Tubing (since October 1, 2013) and for Moulded Glass
- ▶ Mr. Rainer Beaujean, Meerbusch, Germany, Member of the Management Board (since December 1, 2012), Chief Financial Officer (since February 1, 2013) and Member of the Management Board for Life Science Research (since October 1, 2013)
- ▶ Mr. Andreas Schütte, Meerbusch, Germany, Member of the Management Board for Tubular Glass Syringe Systems (since October 1, 2013) and for Plastic Systems
- ▶ Mr. Stefan Grote, Delmenhorst, Germany, Member of the Management Board for Tubular Glass and Life Science Research (until September 30, 2013)
- ▶ Mr. Hans-Jürgen Wiecha, Korschenbroich, Germany, Chief Financial Officer (until January 31, 2013)

Each Management Board member may represent the Company jointly with another Management Board member or an authorized signatory (Prokurist).

Management Board remuneration consisting of fixed salary (including fringe benefits) and performance-linked bonuses came to EUR 4,212k in financial year 2013 (prior year: EUR 3,484k). The recommendations of the German Corporate Governance Code on the presentation of Management Board remuneration were complied with in financial year 2013. The prior-year figures have been restated for comparability.

Further remuneration in financial year 2013 consisted of the granting, in connection with the appointment of Rainer Beaujean to the Management Board, of a total of 110,000 new stock appreciation rights (tranches 7 and 8) that relate to a period up to 2013 and had no cash effect in financial year 2013. The grant date fair value of the stock appreciation rights was EUR 345k.

A severance payment in the amount of EUR 1,550k was also made to Stefan Grote under the terms of his contract of service on the Management Board.

Details on Management Board remuneration for financial year 2013 are provided in the Remuneration Report in the Combined Management Report.

A list of the members of the Supervisory Board in financial year 2013 is included in these Notes.

The total remuneration paid to members of the Supervisory Board for financial year 2013 came to EUR 1,001k (prior year: EUR 965k). Details on Supervisory Board remuneration for financial year 2013 are provided in the Remuneration Report in the Combined Management Report.

(30) Shareholdings

An overview of the Company's shareholdings is included at the end of these Notes.

(31) Notifications from shareholders of the Company in accordance with the German Securities Trading Act (Wertpapierhandelsgesetz/WpHG)

Sec. 160 (1) No. 8 of the German Stock Corporation Act (Aktiengesetz/AktG) requires disclosure of any shareholding notified in accordance with sec. 20 (1) or (4) AktG or sec. 21 (1) or (1a) WpHG. The required disclosure includes the content of the notification published in accordance with sec. 20 (6) AktG or sec. 25 (1) WpHG.

February 16, 2010

Mr. Gilchrist B. Berg, USA, notified us pursuant to sec. 21 (1) WpHG that his share of voting rights in Gerresheimer AG on January 25, 2010 exceeded the threshold of 3% and amounts to 3.10% (974,402 voting rights). All voting rights are attributable to Mr. Berg pursuant to sec. 22 (1) sentence 1 no. 6 WpHG in conjunction with sec. 22 (1) sentence WpHG. Furthermore, 2.61% (819,315 voting rights) are attributable to Mr. Berg pursuant to sec. 22 (1) sentence 1 no. 1 WpHG.

May 23, 2012

Edinburgh Partners Limited, Edinburgh, Great Britain, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on May 22, 2012 exceeded the threshold of 3% and now amounts to 3.11% (976,414 voting rights). All voting rights are attributable to Edinburgh Partners Limited pursuant to sec. 22 (1) sentence 1 no. 6 WpHG.

June 13, 2012

1. Threadneedle Asset Management Holdings Limited, London, Great Britain, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on June 4, 2012 exceeded the threshold of 5% and now amounts to 5.04% (1,582,427 voting rights). All voting rights are attributable to Threadneedle Asset Management Holdings Limited pursuant to sec. 22 (1) sentence 1 no. 6 WpHG in conjunction with sec. 22 (1) sentence 2 WpHG. Thereof 0.06% (18,626 voting rights) are additionally attributed to Threadneedle Asset Management Holdings Limited pursuant to sec. 22 (1) sentence 1 no. 1 WpHG.
2. Threadneedle Asset Management Limited, London, Great Britain, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on June 4, 2012 exceeded the threshold of 5% and now amounts to 5.04% (1,582,427 voting rights). All voting rights are attributable to Threadneedle Asset Management Limited pursuant to sec. 22 (1) sentence 1 no. 6 WpHG.

July 16, 2012

We received the following notification pursuant to sec. 25 (1) WpHG on April 18, 2012:

1. Issuer: Gerresheimer AG, Benrather Strasse 18-20, 40213 Duesseldorf, Germany
2. Notifier: Eton Park Master Fund, Ltd., Grand Cayman, Cayman Islands
3. Way of reaching threshold: Threshold shortfall
4. Affected reporting thresholds: 5%
5. Date at which the threshold was met: July 10, 2012
6. Notifier share of voting rights: 4.92% (1,544,217 voting rights), relates to the total quantity of voting rights of the issuer in the amount of: 31,400,000
7. Details on the share of voting rights: Share of voting rights on the basis of (financial/other) instruments pursuant to sec. 25 WpHG: 4.92% (1,544,217 voting rights), thereof indirectly held: 0% (0 voting rights) share of voting rights pursuant to sec. 21, 22 WpHG: 0% (0 voting rights)

July 16, 2012

We received the following notification pursuant to sec. 25 (1) WpHG on July 12, 2012:

1. Issuer: Gerresheimer AG, Benrather Strasse 18-20, 40213 Duesseldorf, Germany
2. Notifier: Eton Park Overseas Fund, Ltd., Grand Cayman, Cayman Islands
3. Way of reaching threshold: Threshold shortfall
4. Affected reporting thresholds: 5%
5. Date at which the threshold was met: July 10, 2012
6. Notifier share of voting rights: 4.92% (1,544,217 voting rights), relates to the total quantity of voting rights of the issuer in the amount of: 31,400,000
7. Details on the share of voting rights: Share of voting rights on the basis of (financial/other) instruments pursuant to sec. 25 WpHG: 4.92% (1,544,217 voting rights), thereof indirectly held: 4.92% (1,544,217 voting rights), share of voting rights pursuant to sec. 21, 22 WpHG: 0% (0 voting rights)
8. Details on (financial/other) instruments pursuant to sec. 25 WpHG: Chain of companies controlled by it: Eton Park Master Fund, Ltd.

July 18, 2012

Correction of the announcement published on July 16, 2012 pursuant to sec. 26 (1) sentence 1 WpHG:

We received the following notification pursuant to sec. 25 (1) WpHG on July 12, 2012:

1. Issuer: Gerresheimer AG, Benrather Strasse 18-20, 40213 Duesseldorf, Germany
2. Notifier: Eton Park Overseas Fund, Ltd., Camana Bay, Grand Cayman, Cayman Islands
3. Way of reaching threshold: Threshold shortfall
4. Affected reporting thresholds: 5%
5. Date at which the threshold was met: July 10, 2012
6. Notifier share of voting rights: 4.92% (1,544,217 voting rights), relates to the total quantity of voting rights of the issuer in the amount of: 31,400,000

7. Details on the share of voting rights: share of voting rights on the basis of (financial/other) instruments pursuant to sec. 25 WpHG: 4.92% (1,544,217 voting rights), thereof indirectly held: 4.92% (1,544,217 voting rights), share of voting rights pursuant to sec. 21, 22 WpHG: 0% (0 voting rights)

8. Details on (financial/other) instruments pursuant to sec. 25 WpHG: Chain of companies controlled by it: Eton Park Master Fund, Ltd.

July 18, 2012

Correction of the announcement published on July 16, 2012 pursuant to sec. 26 (1) sentence 1 WpHG:

We received the following notification pursuant to sec. 25 (1) WpHG on July 12, 2012:

1. Issuer: Gerresheimer AG, Benrather Strasse 18-20, 40213 Duesseldorf, Germany
2. Notifier: Eton Park Overseas Fund, Ltd., Camana Bay, Grand Cayman, Cayman Islands
3. Way of reaching threshold: Threshold shortfall
4. Affected reporting thresholds: 5%
5. Date at which the threshold was met: July 10, 2012
6. Notifier share of voting rights: 4.92% (1,544,217 voting rights), relates to the total quantity of voting rights of the issuer in the amount of: 31,400,000
7. Details on the share of voting rights: Share of voting rights on the basis of (financial/other) instruments pursuant to sec. 25 WpHG: 4.92% (1,544,217 voting rights), thereof indirectly held: 4.92% (1,544,217 voting rights), share of voting rights pursuant to sec. 21, 22 WpHG: 0% (0 voting rights)
8. Details on (financial/other) instruments pursuant to sec. 25 WpHG: Chain of companies controlled by it: Eton Park Master Fund, Ltd.

November 21, 2012

Allianz Global Investors Europe GmbH, Frankfurt on the Main, Germany, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on November 16, 2012 exceeded the threshold of 3% and now amounts to 3.05% (957,652 voting rights). Thereof 2.02% (634,315 voting rights) pursuant to sec. 22 (1) sentence 1 no. 6 WpHG are attributable to Allianz Global Investors Europe GmbH.

April 26, 2013

Templeton Investment Counsel, LLC, Wilmington, Delaware, USA, notified us pursuant to Section 21 (1) WpHG that its share of voting rights in Gerresheimer AG on April 24, 2013 exceeded the threshold of 3%, thus amounting to 3.02% (948,376 voting rights). All of the voting rights are attributable to Templeton Investment Counsel, LLC, pursuant to Section 22 (1) Sentence 1 No. 6 WpHG.

October 24, 2013

BlackRock Advisors Holdings, Inc., New York, USA, notified us pursuant to Section 21 (1) WpHG that its share of voting rights in Gerresheimer AG on October 18, 2013 exceeded the threshold of 3%, thus amounting to 3.04% (954,128 voting rights). All of the voting rights are attributable to BlackRock Advisors Holdings, Inc., pursuant to Section 22 (1) Sentence 1 No. 6 WpHG read in conjunction with Section 22 (1) Sentence 2 WpHG.

November 14, 2013

Publication of notification pursuant to Section 26 (1) Sentence 1 WpHG

1. Morgan Stanley & Co. LLC, Wilmington, Delaware, USA, notified us pursuant to Section 21 (1) WpHG that its share of voting rights in Gerresheimer AG on November 8, 2013 exceeded the threshold of 3%, thus amounting to 3.18% (998,435 voting rights).
2. Morgan Stanley Domestic Holdings, Inc., Wilmington, Delaware, USA, notified us pursuant to Section 21 (1) WpHG that its share of voting rights in Gerresheimer AG on November 8, 2013 exceeded the threshold of 3%, thus amounting to 3.18% (998,435 voting rights). All voting rights are attributable to Morgan Stanley Domestic Holdings, Inc., pursuant to Section 22 (1) Sentence 1 No. 1 WpHG. Attributed voting rights were held through the following company controlled by the above where that company's share of voting rights in Gerresheimer AG amounted to 3% or more: Morgan Stanley & Co. LLC.
3. Morgan Stanley Capital Management, LLC, Wilmington, Delaware, USA, notified us pursuant to Section 21 (1) WpHG that its share of voting rights in Gerresheimer AG on November 8, 2013 exceeded the threshold of 3%, thus amounting to 3.18% (998,435 voting rights). All of the voting rights are attributable to Morgan Stanley Capital Management, LLC, pursuant to Section 22 (1) Sentence 1 No. 1 WpHG. Attributed voting rights were held through the following companies controlled by the above where those companies' share of voting rights in Gerresheimer AG each amounted to 3% or more: Morgan Stanley Domestic Holdings, Inc., Morgan Stanley & Co. LLC
4. Morgan Stanley, Wilmington, Delaware, USA, notified us pursuant to Section 21 (1) WpHG that its share of voting rights in Gerresheimer AG on November 8, 2013 exceeded the threshold of 3%, thus amounting to 3.18% (998,435 voting rights). All of the voting rights are attributable to Morgan Stanley pursuant to Section 22 (1) Sentence 1 No. 1 WpHG. Attributed voting rights were held through the following companies controlled by the above where those companies' share of voting rights in Gerresheimer AG each amounted to 3% or more: Morgan Stanley Capital Management, LLC, Morgan Stanley Domestic Holdings, Inc., Morgan Stanley & Co. LLC

After the balance sheet date:**December 6, 2013**

1. Morgan Stanley & Co. LLC, Wilmington, Delaware, USA, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on December 3, 2013 passed below the threshold of 3%, thus amounting to 2.58% (810,085 voting rights).
2. Morgan Stanley Domestic Holdings, Inc., Wilmington, Delaware, USA, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on December 3, 2013 passed below the threshold of 3%, thus amounting to 2.58% (810,085 voting rights). All voting rights are attributable to Morgan Stanley Domestic Holdings, Inc., pursuant to sec. 22 (1) sentence 1 no. 1 WpHG.
3. Morgan Stanley Capital Management, LLC, Wilmington, Delaware, USA, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on December 3, 2013 passed below the threshold of 3%, thus amounting to 2.58% (810,085 voting rights). All voting rights are attributable to Morgan Stanley Capital Management, LLC, pursuant to sec. 22 (1) sentence 1 no. 1 WpHG.

4. Morgan Stanley, Wilmington, Delaware, USA, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on December 3, 2013 passed below the threshold of 3%, thus amounting to 2.58% (810,085 voting rights). All voting rights are attributable to Morgan Stanley pursuant to sec. 22 (1) sentence 1 no. 1 WpHG.

(32) Auditor fees

The auditor fees recognized in the financial year amounted to EUR 152k (prior year: EUR 124k) for the audit of financial statements, EUR 4k (prior year: EUR 14k) for other assurance services, EUR 28k (prior year: EUR 23k) for tax advisory services and EUR 36k (prior year: EUR 5k) for other services.

(33) Corporate governance

The Management Board and Supervisory Board of Gerresheimer AG jointly issued the declaration of compliance in accordance with Section 161 of the German Stock Corporation Act (Aktiengesetz/AktG) on September 4, 2013. The declaration has been made permanently available to the public on the Company's website.

(34) Proposal for appropriation of retained earnings

We will be submitting to the Annual General Meeting a proposal to appropriate the retained earnings of Gerresheimer AG for the financial year 2013 as follows:

in EUR	
Retained earnings before dividend distribution	89,680,680
Payment of dividend of EUR 0.70 per no-par-value share	21,980,000
Carried forward	67,700,680

(35) Events after the balance sheet date

No events have arisen since the balance sheet date that are expected to have a material impact on the net assets, financial position or results of operations of Gerresheimer AG.

(36) Group relationships

Gerresheimer AG must prepare consolidated financial statements as a parent company within the meaning of Section 290 HGB. In accordance with Section 315a HGB, Gerresheimer AG prepares IFRS consolidated financial statements.

Duesseldorf, Germany, January 20, 2014

Gerresheimer AG
The Management Board

STATEMENT OF MOVEMENTS IN FIXED ASSETS

in EUR k	Purchase cost			Nov. 30, 2013
	Dec. 1, 2012	Additions	Disposals	
Intangible assets				
Industrial property rights and similar rights	1,887	68	0	1,955
	1,887	68	0	1,955
Property, plant and equipment				
Operating and office equipment	535	26	0	561
	535	26	0	561
Financial assets				
Shares in affiliated companies	117,130	0	0	117,130
Loans to affiliated companies	692,396	0	0	692,396
	809,526	0	0	809,526
	811,948	94	0	812,042

	Accumulated depreciation and amortization			Carrying amount		
	Dec. 1, 2012	Charge	Disposals	Nov. 30, 2013	Nov. 30, 2013	Nov. 30, 2012
	1,000	354	0	1,354	601	887
	1,000	354	0	1,354	601	887
	354	55	0	409	152	181
	354	55	0	409	152	181
	0	0	0	0	117,130	117,130
	0	0	0	0	692,396	692,396
	0	0	0	0	809,526	809,526
	1,354	409	0	1,763	810,279	810,594

LIST OF SHAREHOLDINGS

Financial year 2013 (December 1, 2012 to November 30, 2013)

in Euro/local currency/according to local commercial law	Investment (direct and indirect)	Currency	Equity	Net income/loss
Direct equity investments				
Gerresheimer Holdings GmbH, Duesseldorf (Germany) ^{b)}	100.00%	EUR m	117.1	^{d)}
Indirect equity investments				
Asia				
Gerresheimer Medical Plastic Systems Dongguan Co. Ltd., Wang Niu Dun Town, Dongguan City (China)	100.00%	CNY m	41.1	9.45
Gerresheimer Pharmaceutical Packaging Mumbai Private Ltd., Mumbai (India)	100.00%	INR m	6.5	1.08
Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang) Co. Ltd., Danyang, Jiangsu (China)	60.00%	CNY m	172.9	17.48
Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang) Co. Ltd., Zhenjiang, Jiangsu (China)	60.00%	CNY m	80.9	24.03
Kimble Bomex (Beijing) Labware Co. Ltd., Beijing (China)	70.00% ^{g)}	CNY m	6.0	-0.82
Neutral Glass & Allied Industries Private Ltd., Mumbai (India)	97.66%	INR m	779.4	103.91
Triveni Polymers Private Ltd., New Delhi (India)	75.00%	INR m	900.4	242.49
Europe				
DSTR S.L.U., Epila (Spain)	100.00%	EUR m	0.5	-0.05
Gerresheimer Boleslawiec S.A., Boleslawiec (Poland)	100.00%	PLN m	92.1	15.40
Gerresheimer Buende GmbH, Buende/Westfalia (Germany) ^{b)}	100.00%	EUR m	14.5	^{d)}
Gerresheimer Chalon S.A., Chalon-sur-Saone (France)	100.00%	EUR m	1.4	0.61
Gerresheimer Denmark A/S, Vaerloese (Denmark)	100.00%	DKK m	152.5	-4.12
Gerresheimer Essen GmbH, Essen-Steele (Germany) ^{b)}	100.00%	EUR m	4.2	^{d)}
GERRESHEIMER GLAS GmbH, Duesseldorf (Germany) ^{b)}	100.00%	EUR m	192.1	^{d)}
Gerresheimer Group GmbH, Duesseldorf (Germany) ^{b)}	100.00%	EUR m	117.1	^{d)}
Gerresheimer Hallenverwaltungs GmbH, Duesseldorf (Germany) ^{b), h)}	100.00%	EUR m	–	^{d)}
Gerresheimer Hallenverwaltungs GmbH & Co. Objekt Duesseldorf KG, Duesseldorf (Germany) ^{l)}	100.00%	EUR m	2.1	^{d)}
Gerresheimer Hallenverwaltungs GmbH & Co. Objekt Lohr/Main KG, Duesseldorf (Germany) ^{l)}	100.00%	EUR m	1.2	^{d)}
Gerresheimer Horsovsky Tyn spol. s r.o., Horsovsky Tyn (Czech Republic)	100.00%	CZK m	889.6	367.94
Gerresheimer item GmbH, Muenster (Germany) ^{b)}	100.00%	EUR m	0.1	^{d)}
Gerresheimer Kuessnacht AG, Kuessnacht (Switzerland)	100.00%	CHF m	14.6	4.13
Gerresheimer Lohr GmbH, Lohr/Main (Germany) ^{b)}	100.00%	EUR m	5.3	^{d)}
Gerresheimer Medical Plastic Systems GmbH, Regensburg (Germany) ^{b), c), h)}	100.00%	EUR m	–	^{d)}
Gerresheimer Momignies S.A., Momignies (Belgium)	99.00%	EUR m	21.0	2.77
Gerresheimer Moulded Glass GmbH, Tettau/Upper Franconia (Germany) ^{b), h)}	100.00%	EUR m	–	^{d)}
Gerresheimer Pisa S.p.A., Pisa (Italy)	100.00%	EUR m	8.3	-0.51
Gerresheimer Plastic Packaging AB, Malmoe (Sweden)	100.00%	SEK m	0.9	-0.04
Gerresheimer Plastic Packaging SAS, Besancon (France)	100.00%	EUR m	0.6	0.12
Gerresheimer Regensburg GmbH, Regensburg (Germany) ^{b)}	100.00%	EUR m	278.0	^{d)}
Gerresheimer Spain S.L.U., Epila (Spain)	100.00%	EUR m	2.7	-0.10
Gerresheimer Tettau GmbH, Tettau/Upper Franconia (Germany) ^{b)}	100.00%	EUR m	12.4	^{d)}
Gerresheimer UK Ltd., i.L., Reading (UK) ^{h)}	100.00%	GBP m	–	0.87
Gerresheimer Vaerloese A/S, Vaerloese (Denmark)	100.00%	DKK m	40.6	11.90
Gerresheimer Valencia S.L.U., Masalaves (Spain)	99.84%	EUR m	5.0	0.15
Gerresheimer Werkzeug- und Automatisierungstechnik GmbH, Wackersdorf (Germany) ^{b)}	100.00%	EUR m	0.5	^{d)}
Gerresheimer Wertheim GmbH, Wertheim (Germany) ^{b)}	100.00%	EUR m	1.1	^{d)}
Gerresheimer Zaragoza S.A., Epila (Spain)	99.84%	EUR m	2.0	-0.86
Scherf-Präzision Europa GmbH, Meiningen-Dreissigacker (Germany)	100.00% ^{g)}	EUR m	5.2	0.08
VR-Leasing SALMO GmbH & Co. Immobilien KG, Eschborn (Germany) ^{a), c), e), h)}	100.00%	EUR m	–	–

in Euro/local currency/according to local commercial law	Investment (direct and indirect)	Currency	Equity	Net income/loss
Americas				
Gerresheimer Buenos Aires S.A., Buenos Aires (Argentina)	99.84%	ARS m	12.4	1.06
Gerresheimer Glass Inc., Vineland, NJ (USA)	100.00%	USD m	79.5	17.06
Gerresheimer Mexico Holding LLC, Wilmington, DE (USA)	100.00%	USD m	18.7	1.84
Gerresheimer MH Inc., Wilmington, DE (USA) ^{b)}	100.00%	USD m	–	1.83
Gerresheimer Peachtree City (USA) LP, Peachtree City, GA (USA)	100.00%	USD m	4.5	0.42
Gerresheimer Peachtree City Inc., Peachtree City, GA (USA) ^{c), h)}	100.00%	USD m	–	–
Gerresheimer Plasticos Sao Paulo Ltda., Embu (Brazil)	100.00%	BRL m	236.6	-9.10
Gerresheimer Queretaro S.A., Queretaro (Mexico)	100.00%	MXN m	316.4	22.88
Gerresheimer Sistemas Plasticos Medicinais Sao Paulo Ltda., Indaiatuba (Brazil)	100.00%	BRL m	20.4	5.57
Kimble Chase Life Science and Research Products LLC, Vineland, NJ (USA)	51.00%	USD m	62.5	10.43
Kimble Kontes LLC, Vineland, NJ (USA)	100.00% ^{g)}	USD m	10.0	–
Kontes Mexico S. de R.L. de C.V., Queretaro (Mexico)	100.00% ^{g)}	MXN m	103.1	6.63
Nouvelles Verreries de Momignies Inc., Larchmont, NY (USA) ^{h)}	99.00%	USD m	–	–
Associated Companies				
Beijing Gerresheimer Glass Co., Ltd., Huangcun, Beijing (China)	45.70%	CNY m	56.0	-7.43
Gerresheimer Tooling LLC, Peachtree City, GA (USA)	30.00%	USD m	0.3	0.13
PROFORM CNC Nastrojarna spol. s r.o., Horsovsy Týn (Czech Republic)	30.15%	CZK m	2.6	–

^{a)} Pursuant to sec. 264 b HGB, the company is not obliged to publish Annual Financial Statements.

^{b)} Pursuant to sec. 264 III HGB, the companies are exempt from the obligation to prepare a management report and to publish financial statements.

^{c)} Result less than EUR 5 k.

^{d)} A profit transfer agreement is in place.

^{e)} Gerresheimer Regensburg GmbH is limited partner.

^{f)} The company no longer prepares financial statements.

^{g)} Share disclosures represent the direct investment of Kimble Chase Life Science and Research Products LLC.

^{h)} Equity less than 50 (currency in '000).

ⁱ⁾ Gerresheimer Glas GmbH is limited partner.

^{j)} Gerresheimer Glas GmbH and Gerresheimer Lohr GmbH are limited partners.

The closing rate can be used to translate the local currency equity amount into euro. Income/loss can be converted to euro with the average rate.

Currency	Closing rate	Average rate
	Nov. 30, 2013	2013
1 ARS	8.3324	7.1057
1 BRL	3.1587	2.8439
1 CHF	1.2298	1.2257
1 CZK	27.3910	25.7922
1 DKK	7.4589	7.4579
1 GBP	0.8328	0.8458
1 MXN	17.7743	17.0277
1 PLN	4.2060	4.1995
1 CNY	8.2956	8.1567
1 SEK	8.9075	8.6458
1 USD	1.3611	1.3237
1 INR	84.9740	76.8574

SUPERVISORY BOARD AND MANAGEMENT BOARD

SUPERVISORY BOARD

Financial Year 2013 (December 1, 2012 to November 30, 2013)

Gerhard Schulze

Chairman of the Supervisory Board,
Diplom-Betriebswirt,
former Member of the Management Board of Gerresheimer Glas AG
b) Wicked Holding GmbH (Chairman)
Linet Group SE, The Netherlands (Chairman)

Francesco Grioli

Deputy Chairman of the Supervisory Board,
Regional Director Rhineland-Palatinate/Saarland of IG Bergbau,
Chemie, Energie
a) Symrise AG

Sonja Apel

Director Group Financial Accounting of Gerresheimer AG
b) Gerresheimer Mexico Holding LLC, USA
Gerresheimer MH Inc., USA
Gerresheimer UK Ltd., United Kingdom (since February 1, 2013)
Gerresheimer Spain S.L.U., Spain (since February 1, 2013)
Gerresheimer Denmark A/S, Denmark (since February 1, 2013)
Gerresheimer Plásticos Sao Paulo Ltda., Brazil (since February 6, 2013)
Gerresheimer Boleslawiec S.A., Poland (since February 19, 2013)

Lydia Armer

Chairwoman of the Company Works Council of Gerresheimer
Regensburg GmbH
a) Gerresheimer Regensburg GmbH

Dr. Karin Louise Dorrepaal

Consultant,
former Member of the Management Board of Schering AG
a) Paion AG (Deputy Chairwoman)
b) Cryo Save Group N.V., The Netherlands (until November 21, 2013)
MDx Health S.A., Belgium (until May 31, 2013)
Triton Beteiligungsberatung GmbH
Grontmij N.V., The Netherlands (since May 23, 2013)
Almirall S.A., Spain (since January 1, 2013)

Eugen Heinz

Member of the Company Works Council of Gerresheimer Lohr GmbH

Seppel Kraus

Regional Director Bavaria of IG Bergbau, Chemie, Energie
a) Hexal AG
Novartis Deutschland GmbH
Wacker Chemie AG

Dr. Peter Noé

Diplom-Kaufmann,
former Member of the Management Board of Hochtief AG
b) BlackRock Private Equity Partners AG, Switzerland

Hans Peter Peters

Vice Chairman Lincoln International Group
b) Lincoln International S.A.S., France (Chairman)
Lincoln Spain S.L., Spain (Chairman)
German Mid-cap Fonds (GMF) (Chairman)
Ondas Media S.L., Spain
Bank Sarasin AG
Scope Corporation AG (since October 10, 2013)

Markus Rocholz

Chairman of the Company Works Council of Gerresheimer Essen GmbH
a) Gerresheimer Tettau GmbH

Theodor Stuth

Auditor and Certified Tax Advisor
b) Wicked Holding GmbH
Wicked Profile Walzwerk GmbH
Linet Group SE, The Netherlands

Udo J. Vetter

Pharmacist and General Partner of UV-Cap GmbH & Co. KG
a) ITM AG (Chairman)
b) Vetter Pharma-Fertigungs GmbH & Co. KG (Chairman)
Atoll GmbH (Chairman)
HSM GmbH & Co. KG
K & M Präzisionstechnik GmbH
SeaLionPharma Pte. Ltd., Singapore (Chairman)
Gland Pharma Pte. Ltd., India
Paschal India Pvt. Ltd., India (Chairman)

MANAGEMENT BOARD

Financial Year 2013 (December 1, 2012 to November 30, 2013)

Uwe Röhrhoff

Chairman

- a) Gerresheimer Tettau GmbH (Chairman)
Gerresheimer Regensburg GmbH (Chairman)
- b) Gerresheimer Glass Inc., USA (Chairman)
Gerresheimer Momignies S.A., Belgium (Chairman)
Gerresheimer Queretaro S.A., Mexico (until May 13, 2013)
(since October 28, 2013)
Neutral Glass and Allied Industries Pvt. Ltd., India
Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang)
Co. Ltd., China (Chairman) (since February 1, 2013)
Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang)
Co. Ltd., China (Chairman) (since February 1, 2013)

Rainer Beaujean

- a) Gerresheimer Tettau GmbH (Deputy Chairman)
(since February 1, 2013)
Gerresheimer Regensburg GmbH (Deputy Chairman)
(since February 1, 2013)
- b) Gerresheimer Glass Inc., USA (since February 1, 2013)
Kimble Chase Life Science and Research Products LLC, USA
(Chairman) (since October 11, 2013)
Kontes Mexico S. de R.L. de C.V., Mexico (since October 22, 2013)
Kimble Kontes LLC, USA (since October 1, 2013)

Stefan Grote (until September 30, 2013)

- b) Gerresheimer Boleslawiec S.A., Poland (Deputy Chairman) (until
September 30, 2013)
Gerresheimer Pisa S.p.A., Italy (Chairman) (until September 30, 2013)
Gerresheimer Chalon S.A., France (until September 30, 2013)
Gerresheimer Glass Inc., USA (until September 30, 2013)
Gerresheimer Queretaro S.A., Mexico (Chairman)
(until September 30, 2013)
Kontes Mexico S. de R.L. de C.V., Mexico (until September 30, 2013)
Kimble Kontes LLC, USA (until September 30, 2013)
Kimble Bomex (Beijing) Labware Co. Ltd., China (Chairman)
(until May 1, 2013)
Kimble Chase Life Science and Research Products LLC, USA
(Chairman) (until September 30, 2013)
Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang)
Co. Ltd., China (Chairman) (until September 30, 2013)
Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang) Co.
Ltd., China (Chairman) (until September 30, 2013)

Andreas Schütte

- b) Gerresheimer Denmark A/S, Denmark (Chairman)
Gerresheimer Vaerloese A/S, Denmark (Chairman)
Gerresheimer Zaragoza S.A., Spain (Deputy Chairman)
Gerresheimer Plasticos Sao Paulo Ltda., Brazil
Gerresheimer Boleslawiec S.A., Poland (Chairman)
Triveni Polymers Pvt. Ltd., India (since March 15, 2013)

Hans-Jürgen Wiecha (until January 31, 2013)

- a) Gerresheimer Tettau GmbH (Deputy Chairman)
(until January 31, 2013)
Gerresheimer Regensburg GmbH (Deputy Chairman)
(until January 31, 2013)
- b) Gerresheimer Boleslawiec S.A., Poland (until January 31, 2013)
Gerresheimer Pisa S.p.A., Italy (until January 31, 2013)
Gerresheimer Chalon S.A., France (until January 31, 2013)
Gerresheimer UK Ltd., United Kingdom (until January 31, 2013)
Gerresheimer Glass Inc., USA (until January 31, 2013)
Gerresheimer Momignies S.A., Belgium (until January 31, 2013)
Gerresheimer Queretaro S.A., Mexico (until January 31, 2013)
Gerresheimer Denmark A/S, Denmark (until January 31, 2013)
Gerresheimer Vaerloese A/S, Denmark (until January 31, 2013)
Gerresheimer Zaragoza S.A., Spain (until January 31, 2013)
Gerresheimer Plasticos Sao Paulo Ltda., Brazil
(until January 31, 2013)
Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang) Co.
Ltd., China (until January 31, 2013)
Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang)
Co. Ltd., China (until January 31, 2013)

a) Membership in Supervisory Boards according to German legal regulations

b) Membership in comparable domestic and foreign control boards of economic enterprises

RESPONSIBILITY STATEMENT

To the best of our knowledge, and in accordance with the applicable reporting principles, the financial statements give a true and fair view of assets, liabilities, financial position and profit or loss of the Company, and the Combined Management Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal opportunities and risks associated with the expected development of the Company.

Duesseldorf, Germany, January 20, 2014

The Management Board



Uwe Röhrhoff



Rainer Beaujean



Andreas Schütte

INDEPENDENT AUDITORS' REPORT

We have audited the annual financial statements – comprising the balance sheet, the income statement and the notes to the financial statements – together with the bookkeeping system, and the management report combined with the group management report of Gerresheimer AG, Düsseldorf/Germany, for the business year from 1 December 2012 to 30 November 2013. The maintenance of the books and records and the preparation of the annual financial statements and combined management report in accordance with German commercial law are the responsibility of the Company's Board of Directors. Our responsibility is to express an opinion on the annual financial statements, together with the bookkeeping system, and on the management report based on our audit.

We conducted our audit of the annual financial statements in accordance with § 317 HGB ("German Commercial Code") and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer. Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the annual financial statements in accordance with German principles of proper accounting and in the management report are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Company and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the books and records, the annual financial statements and the management report are examined primarily on a test basis within the framework of the audit. The audit includes assessing

the accounting principles used and significant estimates made by the Board of Directors, as well as evaluating the overall presentation of the annual financial statements and management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion, based on the findings of our audit, the annual financial statements of Gerresheimer AG, Düsseldorf/Germany, comply with the legal requirements and give a true and fair view of the net assets, financial position and results of operations of the Company in accordance with German principles of proper accounting. The management report is consistent with the annual financial statements and as a whole provides a suitable view of the Company's position and suitably presents the opportunities and risks of future development.

Düsseldorf/Germany, 20 January 2014

Deloitte & Touche GmbH
Wirtschaftsprüfungsgesellschaft

Signed: Harnacke
Wirtschaftsprüfer
(German Public Auditor)

Signed: Grünewald
Wirtschaftsprüfer
(German Public Auditor)

MASTHEAD

Publisher

Gerresheimer AG
Benrather Strasse 18-20
40213 Duesseldorf
Germany
Phone +49 211 6181-00
Fax +49 211 6181-295
E-mail info@gerresheimer.com
www.gerresheimer.com

Concept and layout

Kirchhoff Consult AG, Hamburg, Germany

Text

Gerresheimer AG

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