

*Combined Management Report and
Annual Financial Statements of
Gerresheimer AG for the financial year
December 1, 2013 to November 30, 2014*

GERRESHEIMER

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COMBINED MANAGEMENT REPORT OF GERRESHEIMER AG AND THE GERRESHEIMER GROUP

Financial year 2014 (December 1, 2013 to
November 30, 2014)

The Management Report of Gerresheimer AG and the Group Management Report for financial year 2014 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 2014 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 2014 are published in the Federal Law Gazette (Bundesanzeiger).

ANNUAL FINANCIAL STATEMENTS OF GERRESHEIMER AG

INCOME STATEMENT (HGB)

Financial year 2014 (December 1, 2013 to November 30, 2014)

	2014 in EUR	2013 in EUR k
Other operating income	11,192,783.13	11,912
Personnel expenses	-13,210,031.45	-15,794
Depreciation and amortization	-385,241.41	-409
Other operating expenses	-14,612,409.36	-14,715
Income from profit transfer	40,340,660.95	44,482
Income from long-term loans	45,802,844.04	45,803
Other interest and similar income	31.13	99
Interest and similar expenses	-15,932,834.63	-15,848
Result from ordinary activities	53,195,802.40	55,530
Income taxes	-12,782,727.70	-15,784
Other taxes	-7,394.07	-65
Net income	40,405,680.63	39,681
Retained earnings brought forward	67,700,680.20	50,000
Retained earnings	108,106,360.83	89,681

BALANCE SHEET (HGB)

as of November 30, 2014

ASSETS	Nov. 30, 2014 in EUR	Nov. 30, 2013 in EUR k
Fixed assets		
Intangible assets	604,448.00	601
Property, plant and equipment	421,686.00	152
Financial assets	809,526,093.58	809,526
	810,552,227.58	810,279
Current assets		
Receivables and other assets	189,950,154.11	172,564
Cash and cash equivalents	610.12	0
	189,950,764.23	172,564
Prepaid expenses	1,518,459.74	1,500
Total assets	1,002,021,451.55	984,343

EQUITY AND LIABILITIES	Nov. 30, 2014 in EUR	Nov. 30, 2013 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	108,106,360.83	89,681
	665,226,966.81	646,802
Provisions		
Tax provisions	10,686,938.35	12,088
Other provisions	10,110,181.14	9,432
	20,797,119.49	21,520
Liabilities	311,282,565.25	309,583
Deferred tax liabilities	4,714,800.00	6,438
Total equity and liabilities	1,002,021,451.55	984,343

NOTES TO THE FINANCIAL STATEMENTS (HGB)

of Gerresheimer AG for the financial year December 1, 2013 to November 30, 2014

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 2014 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. If their attributable value is lower as of the balance sheet date, an impairment loss is recognized.

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 2014 are shown in the Statement of Movements in Fixed Assets.

(2) Intangible assets

Additions in financial year 2014 come to EUR 301k and mostly relate to software and licenses for software.

(3) Property, plant and equipment

Additions to property, plant and equipment in financial year 2014 total EUR 373k 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, 2014 reporting date. Interest on both loans is included in receivables from affiliated companies.

(6) Receivables and other assets

in EUR k	Nov. 30, 2014	Nov. 30, 2013
Receivables from affiliated companies	188,793	172,421
Other assets	1,157	143
	189,950	172,564

Receivables from affiliated companies relate in an amount of EUR 147,832k (prior year: EUR 127,497k) to cash pooling receivables from Gerresheimer Glas GmbH and in an amount of EUR 40,341k (prior year: EUR 44,482k) to profit transfers from Gerresheimer Holdings GmbH. The remaining receivables from affiliated companies in the amount of EUR 620k (prior year: EUR 442k) are mostly trade receivables. The receivables fall due within one year. In the prior year receivables in the amount of EUR 138k 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 891k as of November 30, 2014 (prior year: EUR 1,149k) 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, 2014, divided into 31,400,000 no-par-value shares.

(10) Capital reserve

As of November 30, 2014, 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 2014:

in EUR k	
Retained earnings as of November 30, 2013 before dividend payment	89,681
Dividend paid for financial year 2012/2013	-21,980
Net income	40,405
Retained earnings	108,106

(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 5,551k), for corporate income tax and solidarity surcharge (EUR 5,113k) 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, project costs and year-end closing costs.

(15) Liabilities

in EUR k	Nov. 30, 2014	Nov. 30, 2013
Bonds	308,033	308,033
Trade payables	566	473
Liabilities to affiliated companies	0	0
Other liabilities*	2,684	1,077
	311,283	309,583
* of which: taxes	2,648	1,046
social security	29	25

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 566k (prior year: EUR 473k) and other liabilities in the amount of EUR 2,684k (prior year: EUR 1,077k) 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 4,715k (prior year: EUR 6,438k). 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, goodwill, financial assets and land.

(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 177.8m as of the balance sheet date (prior year: EUR 175.9m). Outside of the senior facility agreement, there are also guarantees totaling EUR 0.3m (prior year: EUR 9.6m) 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 7,858k and relate to building rent, vehicles and IT equipment. Gerresheimer AG moved 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 7,477k 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 160k in prior-period income from the reversal of provisions (prior year: EUR 403k). 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 2014 (prior year: EUR 2k).

(20) Personnel expenses

Personnel expenses in financial year 2014 were EUR 12,173k for salaries (prior year: EUR 14,733k), EUR 1,036k for social security (prior year: EUR 1,060k) and EUR 1k for old-age pensions (prior year: EUR 1k).

(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 2k (prior year: EUR 1k).

(23) Income from profit transfer

Income from profit transfer for financial year 2014 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 2014 (prior year: EUR 45,803k) and, as in the prior year, relates in its entirety to affiliated companies.

(25) Interest and similar expenses

Expense from the unwinding of discount on provisions was EUR 115k in financial year 2014 (prior year: EUR 102k).

(26) Income taxes

The tax expense for the financial year in the amount of EUR 12,783k (prior year: EUR 15,784k) consists of EUR 14,506k in current tax expense (prior year: EUR 14,826k) and EUR 1,723k in deferred tax income (prior year: deferred tax expense of EUR 958k). Current income taxes for the financial year include corporate income tax (EUR 7,134k; prior year: EUR 4,674k), trade tax (EUR 6,749k; prior year: EUR 4,634k) and solidarity surcharge (EUR 392k; prior year: EUR 249k) for the German tax group. Also included is tax expense for prior years relating in the amount of EUR 176k (prior year: EUR 5,268k) and in the amount of EUR 55k to withholding tax (prior year EUR 150k).

OTHER NOTES

(27) Employees

On average, Gerresheimer AG had 88 salaried employees in financial year 2014 (thereof 12 managing and 76 other employees). In prior year Gerresheimer AG had 87 salaried employees (thereof 13 managing and 74 other employees). All employees fulfilled administrative functions.

(28) 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 Primary Packaging Glass (since December 1, 2013)
- ▶ Mr. Rainer Beaujean, Meerbusch, Germany, Chief Financial Officer and Member of the Management Board for Life Science Research
- ▶ Mr. Andreas Schütte, Meerbusch, Germany, Member of the Management Board Plastics & Devices (since December 1, 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 4,088k in financial year 2014 (prior year: EUR 4,212k). The recommendations of the German Corporate Governance Code on the presentation of Management Board remuneration were already complied with in financial year 2013.

Details on Management Board remuneration for financial year 2014 are provided in the Remuneration Report in the Combined Management Report.

A list of the members of the Supervisory Board in financial year 2014 is included in these Notes.

The total remuneration paid to former members of the management board of Gerresheimer AG came to EUR 691k (prior year: EUR 0k).

The total remuneration paid to members of the Supervisory Board for financial year 2014 came to EUR 1,086k (prior year: EUR 1,001k). Details on Supervisory Board remuneration for financial year 2014 are provided in the Remuneration Report in the Combined Management Report.

(29) Shareholdings

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

(30) 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.

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 Fand, 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 Fand, 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 Fand, Ltd., Conana 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 Fand, Ltd.

March 14, 2014

Black Creek Investment Management Inc., Ontario, Canada, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on March 10, 2014 exceeded the threshold of 3% and now amounts to 3.07% (965,040 voting rights). All voting rights are attributable to Black Creek Investment Management Inc. pursuant to sec. 22 (1) sentence 1 no. 6 WpHG.

March 26, 2014

Templeton Investment Counsel, LLC, Wilmington, Delaware, USA, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on March 21, 2014 exceeded the threshold of 5%, thus amounting to 5.0549% (1,587,227 voting rights). All voting rights are attributable to Templeton Investment Counsel, LLC, pursuant to sec. 22 (1) sentence 1 no. 6 WpHG.

June 25, 2014

Templeton Global Advisors Limited, Nassau, Bahamas, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on June 23, 2014 exceeded the threshold of 3% and now amounts to 3.04% (955,487 voting rights). All voting rights are attributable to Templeton Global Advisors Limited pursuant to sec. 22 (1) sentence 1 no. 6 WpHG.

September 9, 2014

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 September 1, 2014 was below the threshold of 5% and now amounts to 4.94% (1,552,600 voting rights). All voting rights are attributable to Threadneedle Asset Management Limited pursuant to sec. 22 (1) sentence 1 no. 6 WpHG. Voting rights of the following shareholder with a share of voting rights in Gerresheimer AG of 3% or more are attributed to Threadneedle Asset Management Limited: Threadneedle Investment Funds ICVC.

September 17, 2014

1. ING Groep N.V., Amsterdam, the Netherlands, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on September 10, 2014 exceeded the threshold of 5%, thus amounting to 5.20% (1,632,500 voting rights). All voting rights are attributed to ING Groep N.V. pursuant to sec. 22 (1) sentence 1 no. 1 WpHG. Attributed voting rights are held by the following companies controlled by the above that each have a share of voting rights in Gerresheimer AG of 3% or more: NN Group N.V., ING Insurance Eurasia N.V., Nationale Nederlanden Nederland B.V., Nationale-Nederlanden Levensverzekering Maatschappij N.V.
2. NN Group N.V., Amsterdam, the Netherlands, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on September 10, 2014 exceeded the threshold of 5%, thus amounting to 5.20% (1,632,500 voting rights). All voting rights are attributed to NN Group N.V. pursuant to sec. 22 (1) sentence 1 no. 1 WpHG. Attributed voting rights are held via the following companies controlled by the above that each have a share of voting rights in Gerresheimer AG of 3% or more: ING Insurance Eurasia N.V., Nationale-Nederlanden Nederland B.V., Nationale-Nederlanden Levensverzekering Maatschappij N.V.
3. ING Insurance Eurasia N.V., Amsterdam, the Netherlands, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on September 10, 2014 exceeded the threshold of 5%, thus amounting to 5.20% (1,632,500 voting rights). All voting rights are attributed to ING Insurance Eurasia N.V. pursuant to sec. 22 (1) sentence 1 no. 1 WpHG. Attributed voting rights are held via the following companies controlled by the above that each have a share of voting rights in Gerresheimer AG of 3% or more: Nationale-Nederlanden Nederland B.V., Nationale-Nederlanden Levensverzekering Maatschappij N.V.
4. Nationale-Nederlanden Nederland B.V., Amsterdam, the Netherlands, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on September 10, 2014 exceeded the threshold of 5%, thus amounting to 5.20% (1,632,500 voting rights). Of this, 4.98% (1,565,000 voting rights) are attributed to Nationale-Nederlanden Nederland B.V. pursuant to sec. 22 (1) sentence 1 no. 1 WpHG and 0.21% (67,500 voting rights) pursuant to sec. 22 (2) WpHG. Attributed voting rights are held via the following company controlled by the above that has a share of voting rights in Gerresheimer AG of 3% or more: Nationale-Nederlanden Levensverzekering Maatschappij N.V.
5. Nationale-Nederlanden Levensverzekering Maatschappij N.V., Rotterdam, the Netherlands, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on September 10, 2014 exceeded the threshold of 5%, thus amounting to 5.20% (1,632,500 voting rights). Of this, 0.44% (137,500 voting rights) are attributed to Nationale-Nederlanden Levensverzekering Maatschappij N.V. pursuant to sec. 22 (2) WpHG.
6. ING Re (Netherlands) N.V., Den Haag, the Netherlands, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on September 10, 2014 exceeded the threshold of 5%, thus amounting to 5.20% (1,632,500 voting rights). Of this, 4.98% (1,562,500 voting rights) are attributed to ING Re (Netherlands) N.V. pursuant to sec. 22 (2) WpHG.

7. ING Continental Europe Holdings B.V., Amsterdam, the Netherlands, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on September 10, 2014 exceeded the threshold of 5%, thus amounting to 5.20% (1,632,500 voting rights). Of this, 0.21% (67,500 voting rights) are attributed to ING Continental Europe Holdings B.V. pursuant to sec. 22 (1) sentence 1 no. 1 WpHG and 4.98% (1,565,000 voting rights) pursuant to sec. 22 (2) WpHG.
8. ING Life Belgium nv, Brussels, Belgium, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on September 10, 2014 exceeded the threshold of 5%, thus amounting to 5.20% (1,632,500 voting rights). Of this, 4.98% (1,565,000 voting rights) are attributed to ING Life Belgium nv pursuant to sec. 22 (2) WpHG.

September 18, 2014

Correction of the announcement published on September 17, 2014 pursuant to sec. 26 (1) sentence 1 WpHG:

1. ING Re (Netherlands) N.V., Den Haag, the Netherlands, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on September 10, 2014 exceeded the threshold of 5%, thus amounting to 5.20% (1,632,500 voting rights). Of this, 4.98% (1,562,500 voting rights) are attributed to ING Re (Netherlands) N.V. pursuant to sec. 22 (2) WpHG. The latter is attributed voting rights of the following shareholder that has a share of voting rights in Gerresheimer AG of 3% or more: Nationale-Nederlanden Levensverzekering Maatschappij N.V.
2. ING Continental Europe Holdings B.V., Amsterdam, the Netherlands, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on September 10, 2014 exceeded the threshold of 5%, thus amounting to 5.20% (1,632,500 voting rights). Of this, 0.21% (67,500 voting rights) are attributed to ING Continental Europe Holdings B.V. pursuant to sec. 22 (1) sentence 1 no. 1 WpHG and 4.98% (1,565,000 voting rights) pursuant to sec. 22 (2) WpHG. The latter is attributed voting rights of the following shareholder that has a share of voting rights in Gerresheimer AG of 3% or more: Nationale-Nederlanden Levensverzekering Maatschappij N.V.
3. ING Life Belgium nv, Brussels, Belgium, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on September 10, 2014 exceeded the threshold of 5%, thus amounting to 5.20% (1,632,500 voting rights). Of this, 4.98% (1,565,000 voting rights) are attributed to ING Life Belgium nv pursuant to sec. 22 (2) WpHG. The latter is attributed voting rights of the following shareholder that has a share of voting rights in Gerresheimer AG of 3% or more: Nationale-Nederlanden Levensverzekering Maatschappij N.V.

After the balance sheet date:

December 8, 2014

Black Creek Investment Management Inc., Ontario, Canada, notified us pursuant to sec. 21 (1) WpHG that its share of voting rights in Gerresheimer AG on December 4, 2014 exceeded the threshold of 5% and now amounts to 5.01% (1,573,961 voting rights). All voting rights are attributable to Black Creek Investment Management Inc. pursuant to sec. 22 (1) sentence 1 no. 6 WpHG.

(31) Auditor fees

The auditor fees recognized in the financial year amounted to EUR 178k (prior year: EUR 220k). The auditor fees consists of 152k (prior year: EUR 152k) for the audit of financial statements, EUR 11k (prior year: EUR 4k) for other assurance services, EUR 7k (prior year: EUR 28k) for tax advisory services and EUR 8k (prior year: EUR 36k) for other services.

(32) 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 9, 2014. The declaration has been made permanently available to the public on the Company's website.

(33) 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 2014 as follows:

in EUR	
Retained earnings before dividend distribution	108,106,361
Payment of dividend of EUR 0.75 per no-par-value share	23,550,000
Carried forward	84,556,361

(34) 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.

(35) 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 16, 2015

Gerresheimer AG
The Management Board

STATEMENT OF MOVEMENTS IN FIXED ASSETS

in EUR k	Purchase cost			Nov. 30, 2014
	Dec. 1, 2013	Additions	Disposals	
Intangible assets				
Industrial property rights and similar rights	1,955	301	152	2,104
	1,955	301	152	2,104
Property, plant and equipment				
Operating and office equipment	561	373	151	783
	561	373	151	783
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
	812,042	674	303	812,413

	Accumulated depreciation and amortization			Carrying amount		
	Dec. 1, 2013	Charge	Disposals	Nov. 30, 2014	Nov. 30, 2014	Nov. 30, 2013
	1,354	298	152	1,500	604	601
	1,354	298	152	1,500	604	601
	409	87	135	361	422	152
	409	87	135	361	422	152
	0	0	0	0	117,130	117,130
	0	0	0	0	692,396	692,396
	0	0	0	0	809,526	809,526
	1,763	385	287	1,861	810,552	810,279

LIST OF SHAREHOLDINGS

Financial year 2014 (December 1, 2013 to November 30, 2014)

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) ^{a)}	100.00%	EUR m	117.1	b)
Indirect equity investments				
Asia				
Gerresheimer Medical Plastic Systems Dongguan Co. Ltd., Wang Niu Dun Town, Dongguan City (China) ^{k)}	100.00%	CNY m	48.7	7.52
Gerresheimer Pharmaceutical Packaging Mumbai Private Ltd., Mumbai (India)	100.00%	INR m	92.0	-21.69
Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang) Co. Ltd., Danyang, Jiangsu (China)	60.00%	CNY m	174.2	18.90
Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang) Co. Ltd., Zhenjiang, Jiangsu (China)	60.00%	CNY m	80.4	26.44
Kimble Bomex (Beijing) Labware Co. Ltd., Beijing (China) ^{k)}	70.00% ^{d)}	CNY m	6.2	-0.56
Neutral Glass & Allied Industries Private Ltd., Mumbai (India)	100.00%	INR m	820.7	41.25
Triveni Polymers Private Ltd., New Dehli (India)	75.00%	INR m	999.8	197.72
Europe				
DSTR S.L.U., Epila (Spain)	100.00%	EUR m	0.5	-0.03
Gerresheimer Boleslawiec S.A., Boleslawiec (Poland)	100.00%	PLZ m	110.0	20.10
Gerresheimer Buende GmbH, Buende/Westfalia (Germany) ^{a)}	100.00%	EUR m	14.5	b)
Gerresheimer Chalon SAS, Chalon-sur-Saone (France)	100.00%	EUR m	1.7	0.45
Gerresheimer Denmark A/S, Vaerloese (Denmark)	100.00%	DKK m	234.4	-1.00
Gerresheimer Essen GmbH, Essen-Steele (Germany) ^{a)}	100.00%	EUR m	4.2	b)
GERRESHEIMER GLAS GmbH, Duesseldorf (Germany) ^{a)}	100.00%	EUR m	192.1	b)
Gerresheimer Group GmbH, Duesseldorf (Germany) ^{a)}	100.00%	EUR m	117.1	b)
Gerresheimer Hallenverwaltungs GmbH, Duesseldorf (Germany) ^{a), d)}	100.00%	EUR m	-	b)
Gerresheimer Hallenverwaltungs GmbH & Co. Objekt Duesseldorf KG, Duesseldorf (Germany) ^{a), f)}	100.00%	EUR m	2.1	b)
Gerresheimer Horsovsy Tyn spol. s r.o., Horsovsy Tyn (Czech Republic)	100.00%	CZK m	1,183.1	463.45
Gerresheimer item GmbH, Muenster (Germany) ^{a)}	100.00%	EUR m	0.1	b)
Gerresheimer Kuessnacht AG, Kuessnacht (Switzerland)	100.00%	CHF m	19.4	6.15
Gerresheimer Lohr GmbH, Lohr/Main (Germany) ^{a)}	100.00%	EUR m	5.3	b)
Gerresheimer Medical Plastic Systems GmbH, Regensburg (Germany) ^{a), d)}	100.00%	EUR m	-	b)
Gerresheimer Momignies S.A., Momignies (Belgium)	100.00%	EUR m	23.0	1.10
Gerresheimer Moulded Glass GmbH, Tettau/Upper Franconia (Germany) ^{a), d)}	100.00%	EUR m	-	d)
Gerresheimer Pisa S.p.A., Pisa (Italy)	100.00%	EUR m	5.6	-2.69
Gerresheimer Plastic Packaging AB, Malmoe (Sweden)	100.00%	SEK m	0.9	-0.05
Gerresheimer Plastic Packaging SAS, Besancon (France)	100.00%	EUR m	0.8	0.17
Gerresheimer Regensburg GmbH, Regensburg (Germany) ^{a)}	100.00%	EUR m	278.0	b)
Gerresheimer Spain S.L.U., Epila (Spain)	100.00%	EUR m	2.7	-0.08
Gerresheimer Tettau GmbH, Tettau/Upper Franconia (Germany) ^{a)}	100.00%	EUR m	12.4	b)
Gerresheimer Vaerloese A/S, Vaerloese (Denmark)	100.00%	DKK m	46.0	24.36
Gerresheimer Valencia S.L.U., Masalaves (Spain)	99.84%	EUR m	5.0	-0.04
Gerresheimer Werkzeugbau Wackersdorf GmbH, Wackersdorf (Germany) ^{a)}	100.00%	EUR m	0.5	b)
Gerresheimer Wertheim GmbH, Wertheim (Germany) ^{a)}	100.00%	EUR m	1.1	b)
Gerresheimer Zaragoza S.A., Epila (Spain)	99.84%	EUR m	1.9	-0.08
Scherf-Præzision Europa GmbH, Meiningen-Dreissigacker (Germany)	100.00% ^{d)}	EUR m	5.5	0.31
VR-Leasing SALMO GmbH & Co. Immobilien KG, Eschborn (Germany) ^{a), g), h), i)}	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	14.4	1.00
Gerresheimer Glass Inc., Vineland, NJ (USA)	100.00%	USD m	92.0	5.97
Gerresheimer Mexico Holding LLC, Wilmington, DE (USA)	100.00%	USD m	18.7	0.97
Gerresheimer MH Inc., Wilmington, DE (USA) ⁴⁾	100.00%	USD m	–	0.95
Gerresheimer Peachtree City (USA) L.P., Peachtree City, GA (USA)	100.00%	USD m	5.0	0.50
Gerresheimer Peachtree City Inc., Peachtree City, GA (USA) ^{4), 5)}	100.00%	USD m	–	–
Gerresheimer Plasticos Sao Paulo Ltda., Embu (Brazil)	100.00%	BRL m	237.2	15.84
Gerresheimer Queretaro S.A., Queretaro (Mexico) ⁶⁾	100.00%	MXN m	343.7	26.08
Gerresheimer Sistemas Plasticos Mediciniais Sao Paulo Ltda., Indaiatuba (Brazil)	100.00%	BRL m	24.7	4.84
Kimble Chase Life Science and Research Products LLC, Vineland, NJ (USA)	51.00%	USD m	48.7	9.80
Kimble Kontes LLC, Vineland, NJ (USA) ⁷⁾	100.00% ⁸⁾	USD m	2.3	–
Kontes Mexico S. de R.L. de C.V., Queretaro (Mexico) ⁶⁾	100.00% ⁸⁾	MXN m	77.3	9.22
Nouvelles Verreries de Momignies Inc., Larchmont, NY (USA) ⁹⁾	100.00%	USD m	–	–
Associated Companies				
Gerresheimer Tooling LLC, Peachtree City, GA (USA) ³⁾	30.00%	USD m	0.4	0.42
PROFORM CNC Nastrojarna spol. s r.o., Horsovsy Tyn (Czech Republic) ^{10), 11)}	30.15%	CZK m	1.9	0.62

⁴⁾ Pursuant to sec. 264 III HGB, the companies are exempt from the obligation to prepare a management report and to publish financial statements.

⁵⁾ A profit transfer agreement is in place.

⁶⁾ Share disclosures represent the direct investment of Kimble Chase Life Science and Research Products LLC., Vineland, NJ (USA).

⁷⁾ Equity less than 50 (currency in ,000).

⁸⁾ GERRESHEIMER GLAS GmbH, Duesseldorf (Germany) is limited partner.

⁹⁾ The company made use of the exemption offered by sec. 264 b HGB.

¹⁰⁾ Pursuant to sec. 264 b HGB, the company is not obliged to publish Annual Financial Statements.

¹¹⁾ Gerresheimer Regensburg GmbH, Regensburg (Germany) is limited partner.

¹²⁾ Result less than EUR 5k.

¹³⁾ The company no longer prepares financial statements.

¹⁴⁾ Financial statements as of December 31, 2013.

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

currency	Closing rate	Average rate
	Nov. 30, 2014	2014
1 ARS	10.6374	10.5534
1 BRL	3.1831	3.1131
1 CHF	1.2018	1.2159
1 CNY	7.6673	7.4561
1 CZK	27.6520	27.5194
1 DKK	7.4409	7.4561
1 GBP	0.7953	0.8098
1 INR	77.5469	81.6901
1 MXN	17.2709	17.6661
1 PLZ	4.1839	4.1853
1 SEK	9.2660	9.0684
1 USD	1.2483	1.3368

SUPERVISORY BOARD AND MANAGEMENT BOARD

SUPERVISORY BOARD

Financial Year 2014 (December 1, 2013 to November 30, 2014)

Gerhard Schulze

Chairman of the Supervisory Board,
Diplom-Betriebswirt,
former Member of the Management Board of Gerresheimer Glas AG
b) Wickeder 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 (until May 14, 2014)
BASF SE (since May 2, 2014)
Villeroy & Boch AG (since March 21, 2014)
b) Steag New Energies GmbH (Deputy Chairman) (since April 8, 2014)
Villeroy & Boch Fliesen GmbH (since June 10, 2014)

Sonja Apel

Director Group Accounting of Gerresheimer AG
b) Gerresheimer Mexico Holding LLC, USA
Gerresheimer MH Inc., USA
Gerresheimer UK Ltd., United Kingdom (until December 26, 2013)
Gerresheimer Spain S.L.U., Spain
Gerresheimer Denmark A/S, Denmark
Gerresheimer Plasticos Sao Paulo Ltda., Brazil
Gerresheimer Boleslawiec S.A., Poland

Lydia Armer

Member 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) Triton Beteiligungsberatung GmbH
Grontmij N.V., The Netherlands
Almirall S.A., Spain
Kerry Group plc, Ireland (since January 1, 2015)

Eugen Heinz

Member of the Company Works Council of Gerresheimer Lohr GmbH

Dr. Axel Herberg (since April 30, 2014)

Senior Managing Director The Blackstone Group Germany GmbH
a) Jack Wolfskin Ausrüstung für Draussen GmbH & Co. KGaA
(Chairman)
Leica Camera AG
b) Jack Wolfskin Group (functional apparel, outdoor equipment, shoes)
JW Germany Holding GmbH (Chairman)
Leica Group (photography and sport optics)
Lisa Germany Holding GmbH
Vetter Pharma-Fertigungs GmbH & Co. KG

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

a) Membership in Supervisory Boards according to German legal regulations

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

Hans Peter Peters (until April 30, 2014)

Chairman Advisory Board Lincoln International LP

- b) Lincoln Spain S.L., Spain (Chairman)
 - German Mid-Cap Fonds (GMF) (Chairman)
 - Bank J. Safra Sarasin (Deutschland) AG
 - Scope Corporation AG (Deputy Chairman)

Markus Rocholz

Chairman of the Company Works Council of Gerresheimer Essen GmbH

- a) Gerresheimer Tettau GmbH

Theodor Stuth

Auditor and Certified Tax Advisor

- b) Wickeder Holding GmbH
 - Wickeder 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 (until July 30, 2014)
 - SeaLionPharma Pte. Ltd., Singapore (Chairman) (until September 30, 2014)
 - Gland Pharma Pte. Ltd., India
 - Paschal India Pvt. Ltd., India (Chairman)

MANAGEMENT BOARD

Financial Year 2014 (December 1, 2013 to November 30, 2014)

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 (Chairman)
 - Neutral Glass and Allied Industries Pvt. Ltd., India
 - Gerresheimer Shuangfeng Pharmaceutical Glass (Danyang) Co. Ltd., China (Chairman)
 - Gerresheimer Shuangfeng Pharmaceutical Packaging (Zhenjiang) Co. Ltd., China (Chairman)

Rainer Beaujean

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

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

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 16, 2015

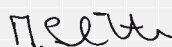
The Management Board



Uwe Röhrhoff



Rainer Beaujean



Andreas Schütte

AUDIT OPINION

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 2013 to 30 November 2014. 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.

Duesseldorf, Germany, 16 January 2015

Deloitte & Touche GmbH
Wirtschaftsprüfungsgesellschaft

Signed: Harnacke
Wirtschaftsprüfer
[German Public Auditor]

Signed: Grünewald
Wirtschaftsprüfer
[German Public Auditor]

MASTHEAD

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