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GILDEMEISTER Aktiengesellschaft Bielefeld

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**111<sup>th</sup> Annual General Meeting**

We would hereby like to invite the Company's shareholders to our 111<sup>th</sup> Annual General Meeting to be held at 10.00 am on Friday, the 17<sup>th</sup> of May 2013, in Hall 1 of the City Hall of Bielefeld (Stadthalle Bielefeld) in Bielefeld, Willy-Brandt-Platz 1, Germany.

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## AT A GLANCE

	<b>Page</b>
<b>Agenda Item 1</b>	<b>3</b>
Presentation of the formally adopted annual financial statements of GILDEMEISTER Aktiengesellschaft and the approved consolidated financial statements as of 31 December 2012, the management reports for GILDEMEISTER Aktiengesellschaft and its group including the explanatory reports by the Executive Board on the information required pursuant to §§ 289 (4) and (5), 315 (4) of the German Commercial Code (Handelsgesetzbuch or “HGB”), the proposal of the Executive Board on the appropriation of the net retained profit for fiscal year 2012 and the report of the Supervisory Board for fiscal year 2012	
<b>Agenda Item 2</b>	<b>3</b>
Resolution on the appropriation of net retained profits	
<b>Agenda Item 3</b>	<b>3</b>
Resolution on the ratification of acts of the Executive Board	
<b>Agenda Item 4</b>	<b>3</b>
Resolution on the ratification of acts of the Supervisory Board	
<b>Agenda Item 5</b>	<b>3</b>
Election of the members of the Supervisory Board	
<b>Agenda Item 6</b>	<b>6</b>
Change of corporate name and related amendment of the Articles of Association	
<b>Agenda Item 7</b>	<b>6</b>
Resolution on the appointment of the auditors	
<b>Additional information regarding the notice of the Annual General Meeting of shareholders</b>	
1. Total number of shares and voting rights	<b>7</b>
2. Prerequisites for attending the Annual General Meeting and for exercising the voting rights	<b>7</b>
3. Proxy voting procedure	<b>8</b>
4. Motions for additions to the agenda at the request of a minority of shareholders pursuant to § 122 (2) AktG	<b>9</b>
5. Motions and nominations by shareholders pursuant to §§ 126 (1) and 127 AktG	<b>10</b>
6. Shareholders’ rights to information pursuant to § 131 (1) AktG	<b>10</b>
7. Publications on the Company’s website	<b>11</b>

- 1. Presentation of the formally adopted annual financial statements of GILDEMEISTER Aktiengesellschaft and the approved consolidated financial statements as of 31 December 2012, the management reports for GILDEMEISTER Aktiengesellschaft and its group including the explanatory reports by the Executive Board on the information required pursuant to §§ 289 (4) and (5), 315 (4) of the German Commercial Code (Handelsgesetzbuch or "HGB"), the proposal of the Executive Board on the appropriation of the net retained profit for fiscal year 2012 and the report of the Supervisory Board for fiscal year 2012.**

In accordance with §§ 172 and 173 of the German Stock Corporation Act (Aktiengesetz or "AktG"), the Supervisory Board approved the annual financial statements and the consolidated financial statements, as prepared by the Executive Board, on 12 March 2013 and has thereby formally adopted the annual financial statements. The annual financial statements and management report, the consolidated financial statements and group management report, and the report of the Supervisory Board and the report of the Executive Board regarding the explanations required under the takeover laws have been made available to the Annual General Meeting in due time. A resolution in accordance with the German Stock Corporation Act does not need to be adopted.

- 2. Resolution on the appropriation of net retained profits**

The Executive Board and Supervisory Board propose to distribute to shareholders a dividend in the amount of € 0.35 per share entitled to dividends, from the net retained profits in the amount of € 24,647,773.16 as shown on the annual financial statements of GILDEMEISTER Aktiengesellschaft for fiscal year 2012, for a total of € 20,427,118.25 and to carry forward the remaining net profits of € 4,220,654.91.

The dividend will be paid on 21 May 2013; treasury shares are not entitled to dividends.

- 3. Resolution on the ratification of acts of the Executive Board**

The Executive Board and Supervisory Board propose the ratification of actions taken for fiscal year 2012 by the Executive Board members who were in office in fiscal year 2012.

- 4. Resolution on the ratification of acts of the Supervisory Board**

The Executive Board and Supervisory Board propose the ratification of the actions taken for fiscal year 2012 by the Supervisory Board members who were in office in fiscal year 2012.

- 5. Election of the members of the Supervisory Board**

The term of office of all members of the Supervisory Board ends upon the closing of the Annual General Meeting on 17 May 2013. The Supervisory Board is composed of six members to be elected by the General Meeting and of six members to be elected by the employees in accordance with § 9 of the Company's Articles of Association and § 96 (1), § 101 (1) AktG, § 1 (1), § 5 (1), § 7 (1) sentence 1 no. 1 of the German Co-Determination Act (MitbestG). The General Meeting is not bound by nominations for election.

The employee representatives for the new term on the Supervisory Board were elected by secret ballot on 5 March 2013 in accordance with the provisions of the German Co-Determination Act.

The Supervisory Board proposes to the Annual General Meeting to elect, for the term of office until the closing of the Annual General Meeting resolving on the ratification of the acts of the Supervisory Board for fiscal year 2017, the following individuals as shareholder representatives on the Supervisory Board:

- a) Prof. Dr.-Ing. Raimund Klinkner, residing in Gräfelfing,  
Managing shareholder of INSTITUTE FOR MANUFACTURING  
EXCELLENCE GMBH
- b) Prof. Dr. Edgar Ernst, residing in Bonn,  
President of Deutsche Prüfstelle für Rechnungslegung DPR e.V.,
- c) Dr.-Ing. Masahiko Mori, residing in Nagoya / Japan,  
President of Mori Seiki Co., Ltd.,
- d) Ulrich Hocker, residing in Düsseldorf,  
President of Deutsche Schutzvereinigung für Wertpapierbesitz e.V.,
- e) Hans Henning Offen, residing in Großhansdorf,  
a freelance management consultant,
- f) Prof. Dr.-Ing. Berend Denkena, residing in Wedemark,  
Director of the Institut für Fertigungstechnik und Werkzeugmaschinen, Leibniz  
Universität Hannover.

The elections are to be conducted separately for each candidate.

It is intended to elect Prof. Dr.-Ing. Raimund Klinkner, provided that he is elected as a member of the Supervisory Board, as its chairman.

The proposed candidates are members of a supervisory board required to be formed by law or a similar domestic or foreign supervisory body in the following companies and business undertakings:

- a) Prof. Dr.-Ing. Raimund Klinkner  
Member of supervisory boards required to be formed by law:  
–  
Member of similar domestic or foreign supervisory bodies:
  - Terex Corporation, Westport / Connecticut, USA,  
Member of the Board
- b) Prof. Dr. Edgar Ernst  
Member of supervisory boards required to be formed by law:
  - Deutsche Postbank AG, Bonn,  
Member of the supervisory board
  - TUI AG, Hannover,  
Member of the supervisory board

- Wincor Nixdorf AG, Paderborn,  
Member of the supervisory board
- Member of similar domestic or foreign supervisory bodies:
- Österreichische Post AG, Vienna,  
Member of the supervisory board
- c) Dr.-Ing. Masahiko Mori  
Member of a supervisory board required to be formed by law:  
–  
Member of similar domestic or foreign supervisory bodies:  
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- d) Ulrich Hocker  
Member of supervisory boards required to be formed by law:
- FERI Finance AG, Bad Homburg,  
deputy chairman of the supervisory board
- Member of similar domestic or foreign supervisory bodies:
- Phoenix Mecano AG, Kloten, Switzerland,  
President of the administrative board
- e) Hans Henning Offen  
Member of supervisory boards required to be formed by law:  
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Member of similar domestic or foreign supervisory bodies:
- Schwarz Beteiligungs GMBH, Neckarsulm,  
Member of the advisory board
  - Schwarz Unternehmenstreuhand KG, Neckarsulm,  
Member of the advisory board
- f) Prof. Dr.-Ing. Berend Denkena  
Member of supervisory boards required to be formed by law:  
–  
Member of similar domestic or foreign supervisory bodies:  
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With a view to Sec. 5.4.1 paras 4 to 6 of the German Corporate Governance Code, the following declaration is made: In the appraisal of the Supervisory Board, the proposed candidates do not have personal or business relations with GILDEMEISTER Aktiengesellschaft or any of its group companies, the executive or supervisory boards of GILDEMEISTER Aktiengesellschaft or with any shareholder holding a significant participation in GILDEMEISTER Aktiengesellschaft which have not been disclosed below and which would have to be disclosed according to this recommendation. The candidate Prof. Dr.-Ing. Raimund Klinkner advises GILDEMEISTER Aktiengesellschaft on production and logistics issues via a company controlled by him. The candidate Dr.-Ing. Masahiko Mori is President of Mori Seiki Co., Ltd., which currently holds a participation of 20.1 %, i.e. more than 10 % of the shares of the Company entitled to vote, and is therefore a significant shareholder of GILDEMEISTER Aktiengesellschaft.

Prof. Dr. Edgar Ernst qualifies as an independent financial expert within the meaning of § 100 (5) AktG due to his extensive professional experience, which includes serving formerly as executive board member responsible for finance at Deutsche Post AG and currently as President of Deutsche Prüfstelle für Rechnungslegung DPR e.V. .

#### **6. Change of corporate name and related amendment of the Articles of Association**

GILDEMEISTER Aktiengesellschaft and Mori Seiki Co., Ltd. are planning to deepen their successful cooperation. For this purpose, they entered into a cooperation agreement on 20 March, 2013 (Cooperation Agreement 2013) based on agreements already existing between them. In order to emphasize the high importance that the cooperation has for both partners, they have agreed to propose to their shareholders a unification of their corporate names. Mori Seiki Co., Ltd. will be known as DMG MORI SEIKI CO., LTD. and GILDEMEISTER Aktiengesellschaft will change its name to DMG MORI SEIKI AKTIENGESELLSCHAFT. Mori Seiki intends to pass a resolution on the change of its corporate name at its General Meeting on 17 June 2013.

GILDEMEISTER and Mori Seiki agree that the change of their corporate names will become effective only after approving resolutions adopted by their General Meetings have been obtained and the proposed capital increases as set out in the Cooperation Agreement 2013 have been resolved upon and implemented. The Cooperation Agreement 2013 provides that GILDEMEISTER will carry out two capital increases from authorized capital: a capital increase against non-cash contributions with Mori Seiki as sole subscriber and a capital increase with subscription rights for all shareholders against cash contributions, which will enable the Company to implement its global growth strategy. This will result in an increase of Mori Seiki's participation in GILDEMEISTER'S capital entitled to vote from currently 20.1 % to 24.9 % in the future. The envisaged capital increases may in the aggregate not exceed 30 % of the share capital of GILDEMEISTER and are subject to clearance by the appropriate antitrust authorities, as is the envisaged strengthening of the cooperation otherwise.

The Executive Board and Supervisory Board propose to amend § 1 (1) of the Company's Articles of Association as follows:

*„The Company exists under the name of DMG MORI SEIKI AKTIENGESELLSCHAFT.“*

The Executive Board is instructed to file an application for registration of the above amendment of the Articles of Association in the commercial register only if and as soon as (i) the General Meeting of Mori Seiki Co., Ltd. has passed a resolution to change its name to DMG MORI SEIKI CO., LTD. and (ii) both capital increases envisaged in the cooperation agreement (Cooperation Agreement 2013) have been carried out.

#### **7. Resolution on the appointment of the auditors**

Upon the recommendation of the Finance and Audit Committee, the Supervisory Board proposes the appointment of KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin to serve as the Company's auditors of the annual and consolidated financial statements for fiscal year 2013.

## Information

From the date of the notice convening the Annual General Meeting, the documents which are listed under agenda item 1 and which will also be available at the Annual General Meeting on 17 May 2013 will be available for download by following the link “Annual General Meeting” on the Company’s website: [www.gildemeister.com](http://www.gildemeister.com).

## Additional information regarding the notice of the Annual General Meeting of shareholders

### 1. Total number of shares and voting rights

At the time of the official notice of the Annual General Meeting, the Company’s registered share capital is split into 60,168,243 no-par value shares. Each share entitles the holder to one vote. At the time of the official notice of the Annual General Meeting, the Company holds 1,805,048 treasury shares, which do not entitle it to any rights. Thus, at the time of the official notice of the Annual General Meeting, the total number of shares entitling the respective holders to attend and vote at the meeting is 58,363,195.

### 2. Prerequisites for attending the Annual General Meeting and for exercising the voting rights

Any persons, who can prove their status as shareholders of the Company on the beginning of the 21<sup>st</sup> day prior to the Annual General Meeting, i.e. as of **26 April 2013, 12.00 am (Record Date)**, and register for the Annual General Meeting, will be eligible to attend the Annual General Meeting and to cast their vote. Evidence of eligibility is provided in the form of a proof of shareholding issued by the custodian credit institution or financial service provider as of the Record Date. In relation to the Company, only persons who have provided proof of share ownership can participate as shareholders and vote at the meeting. The shareholder’s right to participate and the extent of the voting rights are determined solely by the shareholder’s shareholdings on the Record Date. The Record Date will not lead to a block of the sale of the shareholding. Even in the event of a full or partial sale of the shareholding after the Record Date, only the shareholding of the shareholder as on the Record Date shall be decisive for the attendance and the extent of the voting rights; i.e. sales of shares after the Record Date do not affect the entitlement to vote or the extent of the voting rights. The same shall apply to purchases or additional purchases of shares after the Record Date. Persons who do not hold any shares on the Record Date and do not become shareholders until after that date are entitled to attend or vote in accordance with their shareholding only if they obtain power of attorney or are granted authorization to exercise these rights by the person who was holding the shares on the Record Date.

The registration and proof of shareholding must be received at the registration office mentioned below on or before midnight (24:00 hrs) on **10 May 2013**. The registration and proof of shareholding must be drafted either in German or English. Proof will suffice if it is in text form, as defined by German law.

Registration office:

GILDEMEISTER Aktiengesellschaft  
c/o UniCredit Bank AG  
CBS40GM  
D-80311 München  
GERMANY  
Fax: +49 (0) 89 5400-2519  
E-mail: [hauptversammlungen@unicreditgroup.de](mailto:hauptversammlungen@unicreditgroup.de)

After receipt of the registration and proof of shareholding, the registration office will send admission tickets to the shareholders to attend the Annual General Meeting. In order to ensure the timely receipt of the admission tickets, we kindly ask the shareholders to request an admission ticket from the custodian institution as soon as possible. In these cases, the custodian institution shall carry out the necessary registration and transmission of the proof of the record shareholding.

### **3. Proxy voting procedure**

Any shareholders, who do not wish to attend the Annual General Meeting in person, may exercise their vote by proxy; such as a credit institution, a shareholders' association or the proxies designated by the Company. In all such cases, timely registration and timely proof of eligibility with respect to the relevant shareholdings are also required. Shareholders will receive the relevant proxy forms together with their admission ticket. The granting of proxy and proof towards the Company shall be made in text form; such power of attorney may be revoked by way of a declaration to the Company in text form or without a form requirement through the personal appearance of the shareholder or person who has issued the power of attorney at the Annual General Meeting. Proof that a power of attorney has been granted can be provided in the form of the person who holds the power of attorney presenting the power of attorney at admission check on the day of the Annual General Meeting. If the power of attorney is granted in the form of a declaration to the Company, it is no longer necessary to provide separate proof of granting the power of attorney.

For granting or revoking a proxy vis-à-vis the Company or for submitting proof of a proxy granted to a voting representative, shareholders may use the following address:

GILDEMEISTER Aktiengesellschaft  
Investor Relations  
André Danks  
Gildemeisterstraße 60  
D-33689 Bielefeld  
Fax: +49 (0) 52 05 74-32 73

Shareholders may also electronically grant or revoke a proxy vis-à-vis the Company, or transmit proof of a proxy granted to a shareholder representative or a notification of revocation of such proxy, via the following e-mail address:

[Gildemeister-HV2013@computershare.de](mailto:Gildemeister-HV2013@computershare.de)



Special requirements may apply if power of attorney is issued to a credit institution or any association of shareholders or persons covered by Section 135 (8) of the German Stock Corporation Act (AktG) or another equivalent institute or company. Shareholders are requested in such a case to contact the authorized agent in good time to agree on the form of the power of attorney that agent may require.

The Company offers shareholders, who have duly and timely registered, as a special service to grant power of attorney to proxies designated by the Company in advance of the Annual General Meeting. Besides power of attorney shareholders must also provide instructions on how to exercise the voting rights to the proxies designated by the Company. The proxies designated by the Company are obliged to vote in accordance with their instructions. They may not use their own discretion in exercising the shareholders' voting rights.

The power of attorney and instructions must be issued in text form. Forms for granting power of attorney and issuing instructions to the proxies designated by the Company will be attached to every admission ticket. Unless the shareholder is transmitting them electronically (see below), the shareholder's power of attorney and instructions to the proxies designated by the Company must be received by the Company on or before noon on 16 May 2013 at the address set forth below:

GILDEMEISTER Aktiengesellschaft  
Investor Relations  
André Danks  
Gildemeisterstraße 60  
D-33689 Bielefeld  
Fax: +49 (0) 52 05 74-32 73

The shareholders may also issue power of attorney and instructions (and any revocation thereof) to the proxies designated by the Company in electronic form (and may do so even during the Annual General Meeting until the end of the general debate) by sending an e-mail to the following address:

Gildemeister-HV2013@computershare.de

Further details regarding the registration and the granting of power of attorney and the forms for granting power of attorney are sent out to the shareholders and can also be downloaded from the Company's website [www.gildemeister.com](http://www.gildemeister.com) by following the link "Annual General Meeting".

#### **4. Motions for additions to the agenda at the request of a minority of shareholders pursuant to § 122 (2) AktG**

Shareholders whose combined shares amount to a proportioned ownership of at least € 500,000.00 of the Company's registered share capital, equivalent to 192,308 no-par value shares, may request that items be placed on the agenda and be published. The request must be submitted in writing to the Company's Executive Board and must be received by the Company no later than midnight (24.00) on 16 April 2013. Each new item shall be accompanied by an explanation or a draft proposal. Motions by shareholders to supplement the agenda pursuant to § 122 (2) AktG must be forwarded to the Company at the following address, to the attention of the Executive Board:

GILDEMEISTER Aktiengesellschaft  
Vorstand  
- Büro des Vorstandsvorsitzenden -  
Gildemeisterstraße 60  
D-33689 Bielefeld

Shareholders submitting such motions must furnish proof that they have held the shares for a period of at least three months prior to the date of the Annual General Meeting. We hereby expressly alert shareholders that pursuant to § 70 AktG, there are certain options for crediting time towards that period.

Additions to the agenda that have to be announced will be published throughout the European Union in the Federal Gazette (Bundesanzeiger) without undue delay following their receipt by the Company. They will also be made available on the Company's website at [www.gildemeister.com](http://www.gildemeister.com) following the link "Annual General Meeting" and communicated to shareholders.

#### **5. Motions and nominations by shareholders pursuant to §§ 126 (1) and 127 AktG**

The shareholders may submit countermotions to resolutions proposed by the Executive Board and / or the Supervisory Board on items on the agenda and may submit proposals for the election of the Supervisory Board (agenda item 5) or for the appointment of the auditors (agenda item 7). Countermotions or proposals for election must be directed exclusively to the address set forth below. Countermotions or proposals for election sent to any other address will be ignored.

GILDEMEISTER Aktiengesellschaft  
Investor Relations  
André Danks  
Gildemeisterstraße 60  
D-33689 Bielefeld  
Fax: +49 (0) 52 05 74-32 73  
E-mail: [ir@gildemeister.com](mailto:ir@gildemeister.com)

Countermotions and proposals for election (nominations) requiring disclosure, received by the Company at the aforementioned address before midnight (24:00 hrs) on 2 May 2013 (together with proof of the shareholder's eligibility), will be made available immediately on the Company's website [www.gildemeister.com](http://www.gildemeister.com) following the link "Annual General Meeting", where any statement by management will also be made available after 2 May 2013.

#### **6. Shareholders' rights to information pursuant to § 131 (1) AktG**

The Executive Board is required to furnish each shareholder with information on the Company's affairs upon request, including information on its legal and business relationships with affiliated companies and on the situation of the group and of the affiliated companies included in the group's consolidated financial statements, to the extent that such information serves to help make an informed judgement about the relevant agenda item. Requests for information must be submitted orally at the Annual General Meeting during the course of the general debate.

The Executive Board may refuse to provide information on the grounds set forth in § 131 (3) AktG, e.g., to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the Company or an affiliated company (e.g., disclosure of business secrets). Pursuant to the Company's Articles of Association, the Chairman of the Annual General Meeting may set an appropriate time on questions and speeches.

#### **7. Publications on the Company's website**

The content of this notice of the Annual General Meeting, including any explanatory comments (if no resolution is adopted with respect to a given item on the agenda), the documents to be made available at the meeting, the total number of shares and voting rights on the date of the official notice of the Annual General Meeting, any requests by shareholders to supplement the agenda subject to prompt disclosure pursuant to § 122 (2) AktG, and any further information on the Annual General Meeting, are available on the Company's website at [www.gildemeister.com](http://www.gildemeister.com) following the link "Annual General Meeting".

After the conclusion of the Annual General Meeting, a recording of the speech given by the Chairman of the Executive Board will be available on the above mentioned website.

Bielefeld, April 2013

GILDEMEISTER Aktiengesellschaft  
The Executive Board

#### **Please note**

The legally binding language for the agenda of and the general information on the Annual General Meeting of GILDEMEISTER Aktiengesellschaft on 17 May 2013 is German. Accordingly, only the German version of this invitation constitutes the legally binding document while the English version is a convenience translation only.

**Venue:**

Bielefeld City Hall, close to main station

**Parking:**

Parking for visitors to the Annual General Meeting in Car Park P1 (Car Park Stadthalle) and Car Park P2 (Parkdepot CineStar – underground parking).

**Further information / organization:**

**Investor Relations**

Mr André Danks

Tel.: +49 (0) 52 05 / 74-30 28

Fax: +49 (0) 52 05 / 74-32 73

ir@gildemeister.com

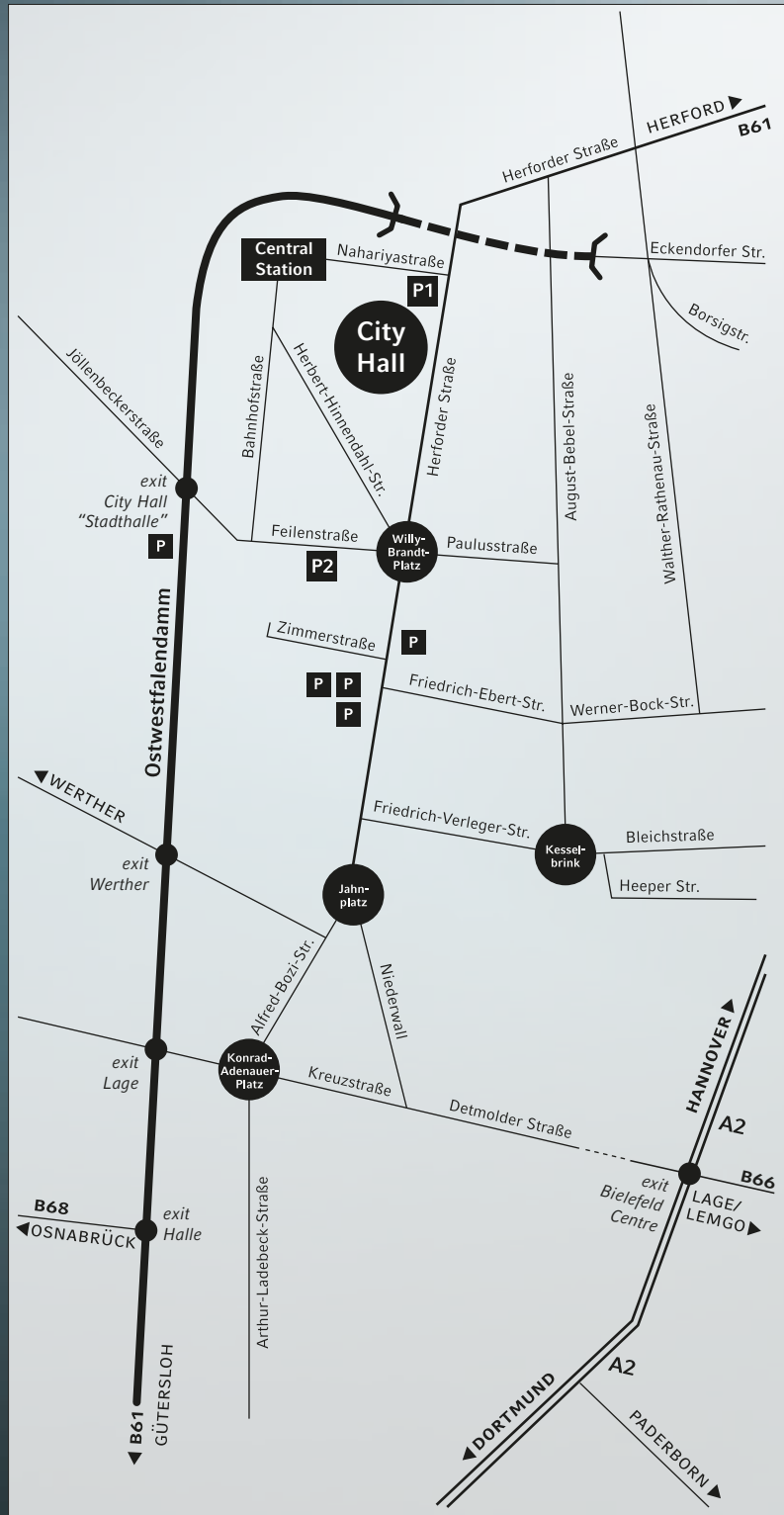
**Investor Relations**

Mr Frank Ossenschmidt

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