

Proxy form

This form does not substitute proper preregistration for the general meeting. Please note the information on the following page.

Person granting proxy

Last name or company*

First name*

Post code / city*

Number of shares*

Admission card no.*
















*Required fields (To find the information, please consult the admission card to the general meeting that was sent to you after proper preregistration)

Proxy/instructions to the proxies designated by the company

I/we hereby authorize Mr. Heinrich Sieker, Bünde and Ms. Andrea Müller, Gütersloh, (company-designated proxies), each individually, to represent me/us, including the right to delegate this proxy authority, at the general meeting of GILDEMEISTER AG, Bielefeld, on 18 May 2012 and exercise my/our voting rights as follows.

Proxy/instructions are revoked by personal participation in the general meeting by the party who issued the proxy or their representative

Proposed resolutions according to Electronic Federal Gazette

	YES	NO
2. Resolution on the appropriation of net retained profits	<input type="checkbox"/>  01	<input type="checkbox"/>  02
3. Resolution on the ratification of acts of the Executive Board	<input type="checkbox"/>  03	<input type="checkbox"/>  04
4. Resolution on the ratification of acts of the Supervisory Board	<input type="checkbox"/>  05	<input type="checkbox"/>  06
5. Resolution on the appointment of the auditors	<input type="checkbox"/>  07	<input type="checkbox"/>  08
6. Resolution on the authorization to purchase and use the Company's own shares and to exclude pre-emptive rights	<input type="checkbox"/>  09	<input type="checkbox"/>  10
7. Creation of new authorized capital and the related amendment of the Articles of Association	<input type="checkbox"/>  11	<input type="checkbox"/>  12
8. Resolution to supplement and amend § 12 of the Articles of Association (remuneration of the Supervisory Board)	<input type="checkbox"/>  13	<input type="checkbox"/>  14
		 00

Date, signature(s) or other conclusion of the declaration acc. to § 126b Civil Code

Proxy to a third party

I/we hereby authorize

Last name or company

First name

City

to represent me/us in the general meeting mentioned above. The proxy revokes any proxies issued by other means and encompasses exercising of all general meeting related rights, including delegating the proxy authority. It is revoked by personal participation in the general meeting by the party who issued the proxy.

Date, signature(s) or other conclusion of the declaration acc. to § 126b Civil Code

Instructions

Preregistration for the general meeting

You can only participate in the general meeting and exercise your voting rights if you have properly preregistered and submit a verification of your share ownership referring to the beginning of the 21st day prior to the general meeting, i.e. **27 April 2012 (00:00 hrs)**.

The preregistration and verification of share ownership must be received by no later than **11 May 2012 (24:00 hrs)** at the following address:

GILDEMEISTER Aktiengesellschaft

c/o UniCredit Bank AG

CBS40GM

D-80311 München

Fax: +49 (0)89 5400-2519

E-mail: hauptversammlungen@unicreditgroup.de

The preregistration will be processed by your custodian bank, if applicable. The receipt of your preregistration documents at your custodian bank is not considered proper preregistration for the general meeting, only the receipt of the registration and verification of share ownership at the address listed above is decisive.

Belonging to a preregistration

This form can only be taken into account if it clearly belongs to a preregistration. If such an identification is not possible due to the improper or non-existent preregistration or incomplete or illegible information on this form, the voting rights cannot be exercised by the proxies designated by the company or the participation and voting rights cannot be exercised by a third-party proxy.

Relation to other forms

You can also use the forms printed on the admission card to issue proxies. The admission card is sent to you after proper preregistration. If you use this form, the belonging to your preregistration is ensured.

Information on this form

Please fill out this form completely and legibly. The required information about the issuing party can be found on your admission card, which is sent to you after proper preregistration.

The form is not mandatory with regard to the issuing of proxies. You can also use another declaration in text form. The explanations on issuing proxies for a preregistration apply accordingly.

Personal participation in the general meeting or representation by a third party

With the admission card sent to you after proper preregistration, you or a party authorized by you can personally participate in the general meeting. If you would like to authorize a third party, you can use this form or the proxy form printed on the upper third of the admission card (on the back) for this purpose. Please provide the admission card with this completed proxy form or the admission card with the completed proxy form to your representative. You can also hand over the admission card to your representative and convey the proxy or verification of it to the address stated below. Please clearly instruct your representative accordingly.

Proxy/instructions to voting representatives of the company

If you are not personally participating in the general meeting and you are not authorizing a third party, you can have your voting rights exercised by proxies designated by the company by using this form. You can also use the form printed on the admission card for this purpose.

Please issue an instruction for all proposed resolutions. Check the YES field to approve or the NO field to reject. If no check mark is made, this will be counted as an abstention. Double check marks are considered to be invalid. If individual votes are taken on collected proposed resolutions with respect to an item on the agenda, your instructions apply respectively to the individual proposed resolutions. Conclude the proxy/instructions to proxies designated by the company, e.g. by signing.

We ask that you submit proxies/instructions to proxies designated by the company and any amendments or revocations by no later than **16 May 2012, 12:00 hrs midday** to:

GILDEMEISTER Aktiengesellschaft

Investor Relations

André Danks

Gildemeisterstraße 60

D-33689 Bielefeld

Fax: +49 (0)5205 74-3273

E-mail: Gildemeister-HV2012@computershare.de

Proxies to third parties as well as instructions to proxies designated by the company and any revocation can also be made electronically and even during the general meeting up to the end of the general debate. Please use the following e-mail address for this:

Gildemeister-HV2012@computershare.de

When sending the e-mail please append a copy of the completed form overleaf if possible.

If conflicting declarations are received via different channels and it is not possible to discern which was issued most recently, these will apply in the following order of priority: 1. by e-mail, 2. by fax and 3. in paper form.

Proxies designated by the company can only exercise voting rights for you that have instructions. Proxies designated by the company will not implement any orders beyond these. If you wish your participation rights to be exercised in a manner beyond the scope described, you must participate in the general meeting yourself or authorize a third party as your proxy.

On leaving the general meeting and prior to the occurrence of the vote you may issue new proxies / instructions.

Even after issuing a proxy/instructions, you have the right to personally participate in the general meeting. The personal participation by you or your representative at the general meeting is considered to be a revocation of any proxies/instructions.

Proposals and voting recommendations by shareholders (counter-motions) that must be made available can be found in the Internet under:

<http://www.gildemeister.com> ► Annual General Meeting [Hauptversammlung].

A counter-motion that is directed exclusively at rejecting a proposed resolution can be supported by voting against the proposal by the administration. It is not possible for proxies designated by the company to vote on further motions raised, such as counter-motions diverging in substance from the resolution proposals or motions regarding the proceedings, via proxy/instructions.