

GILDEMEISTER Aktiengesellschaft Bielefeld

ISIN-Code: DE0005878003

Security Code Number (WKN): 587800

109th Annual General Meeting

We would hereby like to invite the Company's shareholders to our
109th Annual General Meeting to be held at 10.00 am on Friday,
the 13th of May 2011 in Hall 1 of the City Hall of Bielefeld
(Stadthalle Bielefeld) located at Willy-Brandt-Platz 1 in Bielefeld, Germany.

AT A GLANCE

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- 1. Presentation of the formerly adopted annual financial statements of GILDEMEISTER Aktiengesellschaft and the approved consolidated financial statements as of 31 December 2010, 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 2010 and the report of the Supervisory Board for fiscal year 2010.**

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 15 March 2011 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 Executive Board including the explanations required under the takeover laws were available to the Annual General Meeting. 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 the Supervisory Board propose that the net retained profit for fiscal year 2010 of € 2,983,993.58 should be carried forward to a new account.

- 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 2010 by the Executive Board members who were in office in fiscal year 2010.

- 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 2010 by the Supervisory Board members who were in office in fiscal year 2010.

- 5. 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 2011.

Information

From the date of the notice convening the Annual General Meeting, the documents, which are listed under agenda item 1 and which shall also be available at the Annual General Meeting on 13 May, will be available for download by following the link "Annual General Meeting" on the Company's website: 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 50,140,203 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 is not holding any treasury shares. 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 50,140,203.

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 21st day prior to the Annual General Meeting, i.e. as of **22 April 2011, 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 12 midnight (24.00) on **6 May 2011**. 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
CBS50HV
D-80311 Munich
GERMANY
Telefax: +49 (0) 89 54 00 - 25 19
E-Mail: 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, its revocation and proof towards the Company shall be made in text form. 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
Telefax: +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-HV2011@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 12 noon on 11 May 2011 at the address set forth below:

GILDEMEISTER Aktiengesellschaft
Investor Relations
André Danks
Gildemeisterstraße 60
D-33689 Bielefeld
Telefax: +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-HV2011@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 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 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 12 midnight (24.00) on 12 April 2011. 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
Executive Board
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 electronic Federal Gazette (*elektronischer 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 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 counter-proposals for the appointment of the auditors (agenda item 5). Countermotions or proposals must be directed exclusively to the address set forth below. Countermotions or proposals sent to any other address will be ignored.

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

Countermotions and proposals for election (nominations) requiring disclosure, received by the Company at the aforementioned address before 12 midnight (24.00) on 28 April 2011 (together with proof of the shareholder's eligibility), along with the reasons for them, will be made available immediately along with the name of the shareholder, the reasons and any statement by management, on the Company's website www.gildemeister.com following the link "Annual General Meeting".

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 (including the management report, 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 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, March 2011

GILDEMEISTER Aktiengesellschaft
The Executive Board

Please note

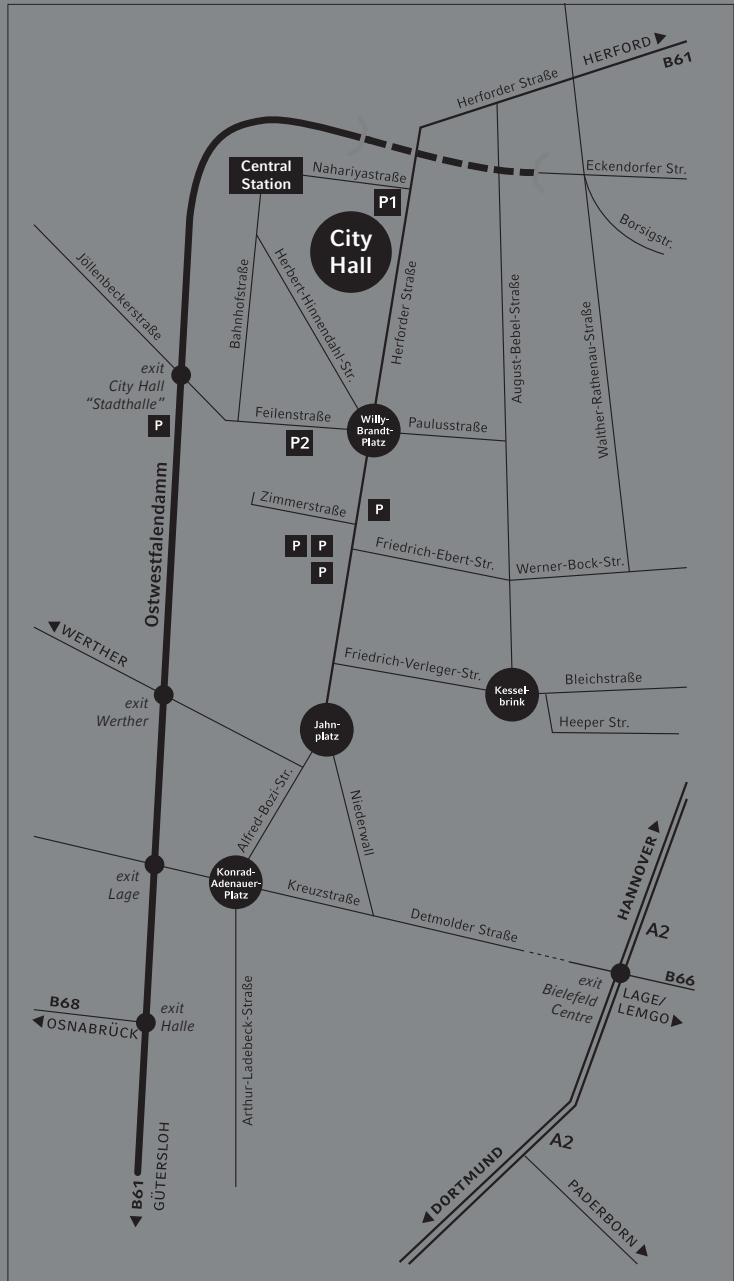
The legally binding language for the agenda of and the general information on the Annual General Meeting of GILDEMEISTER Aktiengesellschaft on May 13, 2011 is German. Accordingly, only the German version of this invitation constitutes the legally binding document while the English version is a convenience translation only.

Venue:

Bielefeld City Hall, close to main station

Parking:

Free 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:

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