

**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\*

\_\_\_\_\_  
Postal 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 authorise Isabell Bäcker, Enger, and Andrea Müller, Gütersloh, (company-designated proxies), each individually, to represent me/us, including the right to delegate this proxy, at the general meeting of GILDEMEISTER AG, Bielefeld, on 13 May 2011 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.

**Proposed resolutions according to the Electronic Federal Gazette**

**YES NO**

- |  |                          |                          |
|--|--------------------------|--------------------------|
| 2. Appropriation of net retained profits .....         | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Ratification of acts of the Executive Board .....   | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Ratification of acts of the Supervisory Board ..... | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Appointment of the auditors .....                   | <input type="checkbox"/> | <input type="checkbox"/> |

\_\_\_\_\_  
Signature(s) or other conclusion of the declaration acc. to § 126b Civil Code

**Proxy to a third party**

I/we hereby authorise

\_\_\_\_\_  
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.

\_\_\_\_\_  
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 shareholder meeting, i.e. as of 22 April 2011 (00:00 hrs CEST).

The preregistration and verification of share ownership must be received by no later than 6 May 2011 (24:00 hrs CEST) at the following address:

#### **GILDEMEISTER Aktiengesellschaft**

**c/o UniCredit Bank AG**

**CBS50HV**

**D-80311 München**

**Telefax: +49 (0)89 5400-2519**

**E-mail: [hauptversammlungen@unicreditgroup.de](mailto: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 preregistration 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 authorised by you can personally participate in the general meeting. If you would like to authorise a third party, you can use this form or the proxy form printed on the upper third of the admission card. Please provide the admission card with the completed proxy form or the admission card and the completed proxy form to your representative or provide the admission card to your representative, convey the proxy or verification of it to the company and instruct your representative accordingly. Proxies to third parties as well as their 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-HV2011@computershare.de](mailto:Gildemeister-HV2011@computershare.de)

### Proxy/instructions to proxies designated by the company

If you are not personally participating in the general meeting and you are not authorising 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 invalid. If individual votes are taken on collected proposed resolutions, your instructions apply respectively to the individual proposed resolutions. Conclude the proxy/instructions to proxies designated by the company, i.e. by signing.

We ask that you submit proxies/instructions to proxies designated by the company – in so far as no electronic transmission takes place – by no later than **11 May 2011, 24:00 hrs CEST** to:

#### **GILDEMEISTER Aktiengesellschaft**

**Investor Relations**

**Andre Danks**

**Gildemeisterstraße 60**

**D-33689 Bielefeld**

**Telefax: +49 (0)5205 74-3273**

The issue of a proxy together with instructions to the nominated voting representatives from the company, as well as a possible revocation, can also take place by electronic means, and can also even be done during the general meeting up to the end of the general debate, to the following e-mail address: [Gildemeister-HV2011@computershare.de](mailto:Gildemeister-HV2011@computershare.de)

In the event of a communication by e-mail please include where possible a completed copy of the form overleaf.

If conflicting proxies/instructions are received via different channels, the issued proxy/instructions will apply in the following order of priority: by e-mail, by fax and finally 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 that described, you must participate in the general meeting yourself or authorise a third party as your proxy.

Even after issuing a proxy/instructions, you have the right to personally participate in the general meeting. The personal registration by you or your representative at the entrance to the general meeting is considered 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: [www.gildemeister.com](http://www.gildemeister.com) via the link "General Meeting".

A counter-motion that is directed exclusively at rejecting a proposed resolution can be supported by voting against the proposal by the administration. Due to the lack of explicit instructions, 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.