

**Proxy form**

This form does not replace the requirement of registering for the meeting in the proper manner. Please refer to the notes and explanations on the website and ticket.

**Person making the declaration**

\_\_\_\_\_  
 Last name or company\*

\_\_\_\_\_  
 Number of shares\*

\_\_\_\_\_  
 First name\*

Ticket no.\*\*

\_\_\_\_\_  
 Postcode, town/city\*

\* Mandatory fields (this information can be found on the ticket for the meeting). Please complete l e g i b l y in block capitals.

**Proxy and instructions to proxy holders of the company**

I/we grant proxy to Ms. Isabell Bäcker, Enger, and Ms. Andrea Müller, Gütersloh, (proxy holders of the company) each individually and with power to grant sub-proxy, to represent me/us at the Annual General Meeting on 14 May 2010 and to exercise the right to vote on my/our behalf in accordance with my/our instructions below.

**Proposed resolutions pursuant to the electronic Bundesanzeiger (German Federal Gazette)**

	<b>YES</b>	<b>NO</b>
2. Resolution on the appropriation of net retained profits .....	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the formal ratification of acts taken by members of the Executive Board .....	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the formal ratification of acts taken by members of the Supervisory Board .....	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the appointment of the auditor .....	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the authorization to purchase and use the Company's own shares and to exclude pre-emptive rights .....	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on amendments to the Articles of Association related to the Annual General Meeting .....	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on approving the system for compensating members of the Executive Board .....	<input type="checkbox"/>	<input type="checkbox"/>
9. Resolution on amending the object of the Company .....	<input type="checkbox"/>	<input type="checkbox"/>
10. Creation of new authorized capital and the related amendment to the Articles of Association .....	<input type="checkbox"/>	<input type="checkbox"/>
11. Supplementary election to the Supervisory Board		
a) Mr. Prof. Dr. Edgar Ernst .....	<input type="checkbox"/>	<input type="checkbox"/>
b) Mr. Ulrich Hocker .....	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_  
 Date, signature(s) or submission of the statement within the meaning of section 126b of the German Civil Code (BGB)

**Granting proxy to a third party**

I/we grant proxy to

\_\_\_\_\_  
 Last name\*\*

\_\_\_\_\_  
 First name\*\*

\_\_\_\_\_  
 Place of residence\*\*

to represent me/us in the meeting specified overleaf. The proxy includes the revocation of any previously granted proxy and the exercise of all rights relating to the meeting, including granting a sub-proxy. It is revoked if the granter(s) participate at the meeting in person.

\_\_\_\_\_  
 Date, signature(s) or submission of the statement within the meaning of section 126b of the German Civil Code (BGB)

\*\* Please complete l e g i b l y in block capitals.

## **Information for participation in the Annual General Meeting and use of proxies**

### **Information on the proxy form**

The proxy form does not replace the requirement of registering for the meeting in the proper manner. Please complete it fully and legibly. Please refer to your ticket for the information required on the person making the declaration. If it is not possible clearly to allocate the form to a registration due to incomplete or illegible information, the proxy may not exercise voting rights at the meeting.

The form is not compulsory. You may also use the form printed on the ticket or another declaration in written form. The above information on allocation of the proxy to a registration shall apply in such cases.

### **Participation in the Annual General Meeting in person or proxy voting by a third party**

Using the ticket sent to you, you or a person authorised by you may participate in the Annual General Meeting in person. If you would like to grant proxy to a third party please complete the proxy printed on the upper third of the ticket (see reverse of the ticket) or the proxy made available on the company's website and give the ticket to your proxy or submit the proxy for your representative to the company.

### **Proxy and instructions to proxy holders of the company**

If you are unable to participate in the Annual General Meeting yourself and do not grant proxy to a third party you may grant proxy/ issue instructions to proxy holders of the company.

As a special service, the company offers shareholders who have registered in the proper manner the option of granting proxy to proxy holders appointed by the company prior to the Annual General Meeting. In addition to a proxy, the proxy holders appointed by the company must also receive instructions for exercising voting rights. The proxy holders are under an obligation to act in accordance with the instructions received from shareholders; they must not exercise the voting rights at their own discretion.

The proxy and instructions must be issued in written form. Forms for granting proxy and issuing instructions to the proxy holders appointed by the company are enclosed with each ticket. Unless submitted electronically (details below), the proxy and instructions for company-appointed proxy holders and any revocation thereof must be received by the company at the following address by 12:00 midday on 12 May 2010:

**GILDEMEISTER Aktiengesellschaft, Investor Relations, André Danks  
Gildemeisterstrasse 60, 33689 Bielefeld, Germany, Fax: +49 (0) 5205 74-3273**

It is also possible to grant proxy and issue instructions to company-appointed proxy holders as well as submit any revocation thereof electronically to the following e-mail address up until the end of the general discussion at the Annual General Meeting:

**Gildemeister-HV2010@computershare.de**

You are entitled to attend the Annual General Meeting in person even after granting proxy/issuing instructions to company-appointed proxy holders.

You may view shareholders' motions and nominations (counter motions) that are required to be made accessible on the Internet at:

**www.gildemeister.com via the „Hauptversammlung“ link.**

You may join a counter motion aimed exclusively at rejecting a particular management proposal by issuing a voting instruction against the management proposal.

Without express instructions, the proxy and instructions to proxy holders of the company do not include any voting on additional motions such as substantive counter motions or procedural motions. In such cases, these votes will be counted as abstentions.

Please note that the proxy and instructions to the proxy holder of the company consist exclusively of the exercise of voting rights in accordance with instructions. Instructions which go beyond this, such as those for proposing motions, asking questions or making statements, may not be issued by way of a proxy or instructions to proxy holders of the company.

Therefore, if you desire to exercise your shareholder rights beyond the described framework, you may exercise your rights in person or grant proxy to a third party.

### **Granting proxy via the Internet/granting proxy to a third party**

Shareholders who do not wish to attend the Annual General Meeting in person may have their voting rights exercised by a proxy, e.g. by a bank or by a shareholders' association. Shareholders receive a proxy form together with their ticket. The proxy, any revocation thereof, as well as proof of the proxy to the company must be submitted in written form. The proxy holder can furnish proof of the proxy granted by presenting the proxy at the entrance check on the day of the Annual General Meeting.

The following address is available for granting a proxy, revoking it, and submitting proof of a proxy granted to a proxy holder or of revocation thereof:

**GILDEMEISTER Aktiengesellschaft, Investor Relations, André Danks  
Gildemeisterstrasse 60, 33689 Bielefeld, Germany, Fax: +49 (0) 5205 74-3273**

You may grant a proxy to the company, revoke it, and submit proof of a proxy granted to a proxy holder or of revocation thereof electronically via the following e-mail address:

**Gildemeister-HV2010@computershare.de**

When granting proxy to banks, shareholder associations or equivalent persons pursuant to section 135 (8) of the German Stock Corporation Act (AktG) it is generally necessary to observe particular rules which can be obtained from the party to be granted proxy.