



**Drägerwerk AG & Co. KGaA**

Annual shareholders' meeting and  
separate meeting of preferred shareholders

Friday, May 6, 2011

at the Lübeck Musik- und Kongresshalle, Willy-Brandt-Allee 10, 23554 Lübeck, Germany

**Appointment of proxy form for preferred shareholders**

Ticket number: ..... Number of shares: .....

Issued to: .....  
(First name, last name)

.....  
(Zip code) (City)

Preferred shareholders who do not wish to participate in person at the annual shareholders' meeting or the separate meeting of preferred shareholders are able to appoint a proxy for exercising their voting rights and to participate in the annual shareholders' meeting and separate meeting of preferred shareholders. This could be the bank where the account is held, a shareholders' association or any other person of their choice. In this case, timely registration and proof of shareholding are still required for the annual shareholders' meeting and separate meeting of preferred shareholders. If the authorization to exercise voting rights is not given to a bank, shareholders' association or another similar person or institution according to Sec. 135 AktG, the actual authorization as well as any revocation and proof of authorization must be put in textform to the Company. The authorization can be declared either to the proxy or the Company. Proof of authorizations to participate in the annual shareholders' meeting without the exercising of voting rights must be provided to the Company in textform. A proxy can provide proof of his or her authorization by showing it on the day of the annual shareholders' meeting upon entry. The proof of authorization can be sent by post, fax or electronically (e-mail) to the following address:

**Drägerwerk AG & Co. KGaA, c/o UBJ. GmbH, Drägerwerk HV 2011, Kapstadtring 10, 22297 Hamburg, Fax: +49 (0)40 6378 – 5423, E-mail: hv@ubj.de.**

The above address, fax and e-mail can also be used if the authorization is to be given directly to the Company; it is not necessary to provide separate proof in this case. An authorization can also be revoked by directly informing the Company at the address, fax and email above.

We would like to ask our shareholders to submit any authorizations, proofs of authorization and revocations of authorizations by post or fax by Thursday, May 5, 2011, 18:00 hours (receipt) at the address above.

If a shareholder authorizes more than one person, the Company reserves the right to refuse entry to one or several of these persons.

Banks, shareholders' associations and other similar persons and institutions according to Sec. 135 (8) and (10) in conjunction with Sec. 125 (5) AktG can provide their own form of authorization. We would like to ask our shareholders to agree on the form and procedure of authorization with their proxy or institution in good time.

**Appointment of proxy**

Be it known, that I/we the undersigned preferred shareholder(s) hereby constitute and appoint as my/our true and lawful attorney and agent for me/us and in my/our name, place and stead, to vote as my/our proxy Mr. / Mrs.

.....  
First name Last name

.....  
Address

at the annual shareholders' meeting and separate meeting of preferred shareholders of Drägerwerk AG & Co. KGaA to be held on May 6, 2011, and for me/us and in my/our name(s), to act fully, if applicable, as I/we could do if personally present. The proxy is authorized to delegate his/her authority or to assign the power of attorney and proxy to a third party.

.....  
Location, date, signature(s), or execution of the declaration according to the provisions of Sec. 126b BGB (Bürgerliches Gesetzbuch: German Civil Code).