



## Annual General Meeting of Demag Cranes AG on March 9, 2009

### Instructions for the Attendance of the General Meeting and for the Voting by Proxy

Dear shareholder,

In addition to the instructions regarding the attendance, the voting by proxy and shareholder motions and election proposals contained in the invitation to the Annual General Meeting published in the German electronic Federal Gazette (*elektronischer Bundesanzeiger*) on January 21, 2009, we would like to give you the following additional instructions for the General Meeting.

In order to attend and to be able to exercise voting rights, you must register for the General Meeting and prove your shareholding. Your custodian bank will be able to help you with the registration. If you mandate your custodian bank correspondingly, it may register you for the General Meeting with the address indicated in the invitation, proving your shareholding at the relevant date. Afterwards, the admission ticket will be sent to you. The deadlines indicated in the conditions of attendance for the General Meeting must be respected. The order should be received by your custodian bank as early as possible to ensure that you are registered for the General Meeting by your custodian bank and you receive your admission ticket in due time.

With the admission ticket obtained, you are entitled:

- to attend the General Meeting in person or by a proxy you have authorized, or
- to authorize and instruct the Company-nominated proxy.

You can find further details, also with respect to the possibility to transfer the right to vote to a third party and to the exercise of voting rights on behalf of an undisclosed principal, in the invitation to the General Meeting.

In order to guarantee a smooth course of the General Meeting as well as a proper exercise of voting rights, please consider the following information:

#### **1. Attendance of the General Meeting in Person or by Proxy /Registration at the Congress Center Dusseldorf (CCD) Stadthalle**

If you wish to attend the General Meeting in person or by a proxy you have authorized, you or your proxy must present the upper coupon of the admission ticket form at the Registration in the CCD.

In case you wish to authorize a proxy, we recommend to fill in the proxy authorization form **A** imprinted on the back of the upper coupon; however, it is also possible that you provide an authorization to your proxy separately. Please deliver or send the coupon as well as the complete admission ticket in original. Contingent instructions for the exercise of voting rights must be given directly to the proxy. The proxy authorization form **A** stipulates that your proxy is entitled to delegate its power of attorney. Therefore, if you use the proxy authorization form **A** but do not wish to grant this power to your proxy, you must delete the relevant passage of the authorization.

You or your proxy will receive a corresponding booklet of voting cards in exchange for the admission ticket form at the Registration. In order to determine the exact number of attendance, we would like to ask you or your proxy to present all admission tickets in your/its possession. The assembly rooms are open for you from 9.00 a.m.

For the exercise of voting rights by your custodian bank or any other financial institution or other person pursuant to section 135 German Stock Corporation Act (Aktiengesetz – AktG), in particular a shareholders' association, the stipulations of section 135 German Stock Corporation Act (AktG) apply with respect to the granting of the proxy authorization. Please also consider the special instructions of the financial institution or the other person pursuant to section 135 German Stock Corporation Act (AktG).

## **2. Authorization and Instruction of the Company-nominated Proxy**

### **2.1 Possibility of Proxy Authorization**

If you do not wish to attend the General Meeting in person and have not authorized a third person to attend the General Meeting in person, we are offering you the opportunity to exercise voting rights by a proxy nominated by our Company. You may authorize this proxy prior to the General Meeting. The authorization provides that the proxy is entitled to delegate its power of attorney. The Company has nominated as proxy Ms. Susanne-Christina Tengler, Dusseldorf. Ms. Tengler is an employee of Demag Cranes AG. The proxy is entitled by the authorization to exercise voting rights only to the extent you have given an express instruction for the individual items of the agenda. The proxy is obligated to vote on the individual items in accordance with your instructions. If an individual vote on subitems is necessary for a particular item of the agenda, the instruction for this item applies to each subitem to be voted upon.

### **2.2 Required Form**

To authorize and to instruct the Company-nominated proxy, you may exclusively use the authorization and instruction form sent to you together with the admission ticket (bottom coupon **B** on the back of the admission ticket form). Please fill in the form with your instructions and do not forget to sign it before sending it to us. The completed and signed form, including the original admission ticket, must be received by us under the following address by no later than **February 26, 2009**, 24.00 CET:

**Demag Cranes AG, Investor Relations, Forststraße 16, 40597 Dusseldorf, Germany**

### **2.3 Modification of the Proxy Authorization Given**

After authorizing the Company-nominated proxy, you may modify in writing the instructions given in the authorization. For this purpose, a respective form has been made available which can be downloaded in the investor relations area on our website at [www.demagcranes-ag.de](http://www.demagcranes-ag.de). Modifications of the instructions are only valid if they have been received by us under the aforementioned address by no later than **February 26, 2008**, 24.00 CET. We will also be pleased to send you such form on request.

### **2.4 Further Legal Indications on Authorizations to the Company-nominated Proxy**

- (a) After giving an authorization to the Company-nominated proxy, you may still attend the General Meeting in person or via an authorized third person. If you would like to attend in person, you may prove your legitimation at the Registration by presenting your ID card instead of your admission ticket; a third person authorized by you must in addition be authorized in due form. By means of your personal data, we can retrace if you are a shareholder of the Company at the relevant date and if you have registered orderly. The personal proof of legitimation by the shareholder or by an authorized third person at the Registration in the CCD at the General Meeting on March 3, 2009 is considered to be a revocation of the authorization and of the instructions given to the Company-nominated proxy.
- (b) If you have given authorization and instructions to the Company-nominated proxy several times, we consider the most recent instructions together with a valid authorization as binding.
- (c) If you have authorized the proxy of Demag Cranes AG without giving her any instructions, the proxy will not be able to represent you at the General Meeting.

## **3. Shareholder Motions and Election Proposals pursuant to sections 126 and 127 German Stock Corporation Act (AktG)**

If we receive, orderly and in due time, any motions against a proposal of the Management Board and the Supervisory Board regarding a particular item of the agenda or any election proposals, you can inspect their wording in the investor relations area of our website at [www.demagcranes-ag.de](http://www.demagcranes-ag.de). If you wish to join the announced counter motions or election proposals, you must vote no at the voting for the corresponding motion or election proposal of the management.

In case you have authorized the Company-nominated proxy, please note that the proxy can only exercise your voting right in the vote for a counter motion or election proposal if she has obtained a corresponding instruction. You have the possibility to give the Company-nominated proxy such instruction. For this purpose, all counter motions and election proposals received orderly and in due time and aiming at a resolution whose content varies from the proposal of the management are labelled with a letter on the website of the Company. The form for the authorization of the Company-nominated proxy

sent to you together with the admission ticket also provides for the possibility to give instructions for such counter motions and proposals for resolution labelled with letters. Incidentally, the form for the modification of instructions to the Company-nominated proxy available on the Company website is updated on an ongoing basis. You may also use this form to give instructions in consideration of received counter motions and proposals for resolutions.

If a further vote takes place at the General Meeting on proposals not made available prior to the General Meeting, for example on proposals regarding the rules of procedure, on counter motions and election proposals not received orderly and / or in due time or on other proposals for resolutions not announced in the invitation to the General Meeting or made available on the website of the Company, you may not participate in the vote if you have authorized the Company-nominated proxy.

#### **4. Hotline**

For further questions, please contact our General Meeting hotline: +49 (0) 221 27848 24. We will be pleased to answer your questions.

Dusseldorf, January 2009

**Demag Cranes AG**