

## Information on attending the Annual General Meeting, on appointing a voting representative, and on postal votes

Dear shareholders and shareholder representatives,

The following document contains important information on attending the Annual General Meeting of our Company on Thursday, April 20, 2017, at 10.30 a.m. (doors open at 9.30 a.m.), to be held at the Hamburg Messe, Hall A3, West Entrance ("Eingang West") (access is via Lagerstraße) as well as on appointing a voting representative and on postal votes.

### **Securing your entitlement to attend by way of registration and proof of share ownership**

According to § 18 of the Company's Articles of Association, shareholders are entitled to attend the Annual General Meeting and to exercise their voting rights if they have registered for the Annual General Meeting with the Company at the address given below and submitted special proof of their share ownership in *Textform* (written proof according to § 126b *Bürgerliches Gesetzbuch* (German Civil Code, *BGB*)) in German or English from their custodian bank to the following address: Beiersdorf Aktiengesellschaft, c/o HV AG, Jakob-Oswald-Strasse 22, 92289 Ursensollen, Germany, Fax: +49 (0) 40 4909187603, E-mail: [eintrittskarte@anmeldung-hv.de](mailto:eintrittskarte@anmeldung-hv.de).

The proof of share ownership must refer to **the beginning of March 30, 2017**, (0.00 hrs CEST, the so-called record date) and must be received by the Company together with the registration for the Annual General Meeting at the abovementioned address **by the end of April 13, 2017 (24.00 hrs CEST) at the latest**.

In relation to the Company, only shareholders who have provided proof of share ownership can participate in the Annual General Meeting and vote. The entitlement to participate and the extent of the voting rights are determined solely by the shareholder's proven shareholdings on the record date. Although the record date does not impose a freeze on the acquisition or sale of shares, shares acquired or sold after the record date do not affect the entitlement to participate or the extent of voting rights. The record date does not affect dividend entitlements.

After the registration and the proof of share ownership have been received, the eligible shareholders will receive entry cards indicating the number of their votes. To ensure the timely receipt of the entry cards, we request that shareholders take care to submit their registration for the Annual General Meeting and the proof of their share ownership to the Company in good time.

### **Personal attendance**

The entry card that will be sent to you allows you to attend the Annual General Meeting. Please present all of the entry cards in your possession at the desks at the entrance so that they can be registered. Only entry cards registered at this point will entitle their holders to vote. After the entry cards have been checked and registered, you will receive back your "HV-Karte" (part of your entry card). The "HV-Karte" will allow you in particular to cast your vote on each of the individual agenda items.

### **Granting a proxy to a third party** <sup>(1,7)</sup>

You may issue a proxy to another person or institution, a shareholders' association, or a credit institution to attend the Annual General Meeting for you and to exercise your shareholder rights. Even if a proxy is issued to a third party, shareholders must submit their registration for the Annual General Meeting and the proof of share ownership in the form described above by the deadline. To the extent that the proxy has not been issued to a credit institution, a shareholders' association, or other persons or institutions with equivalent status to these under the provisions of stock corporation law, the granting of the proxy, its revocation, and proof of the proxy intended for the Company must be issued in *Textform* (written proof according to § 126b *BGB*). To issue a proxy, we ask our shareholders to use the proxy form included with their entry card or the proxy form available on the Company's website at [www.Beiersdorf.com/Annual\\_General\\_Meeting](http://www.Beiersdorf.com/Annual_General_Meeting) (only available in German). The Company will also send a proxy form to shareholders on request.

Proof of a proxy (issued to the proxyholder) can be provided by the proxyholder presenting the proxy at the point of access control on the day of the Annual General Meeting or sending it to the Company so that it is received **by the end of April 18, 2017 (24.00 hrs CEST)** by postal mail (Beiersdorf Aktiengesellschaft, Investor Relations (Bf. 86), Unnastrasse 48, 20245 Hamburg, Germany), by fax (+49 (0) 40 4909-187603) or by e-mail ([eintrittskarte@anmeldung-hv.de](mailto:eintrittskarte@anmeldung-hv.de)). Please hand/send the complete original entry card (including the "HV-Karte") and this information sheet to your proxyholder, whether or not you hand/send the proxy to your proxyholder or the proxy is sent to the Company by fax or by e-mail in advance. Any instructions on how to exercise your voting rights must be issued directly to the proxyholder.

Credit institutions, shareholders' associations, or other persons or institutions with equivalent status to these under the provisions of stock corporation law may stipulate different provisions where they are to be appointed as proxies.

## **Granting a proxy and issuing instructions to the voting representative appointed by the Company** <sup>(1, 3, 4, 5, 7)</sup>

If you are unable to attend the Annual General Meeting, do not submit a postal vote, and do not wish to issue a proxy to a third party, we can offer you the option of issuing a proxy to an employee of the Company, who will act as your voting representative, prior to the Annual General Meeting. Shareholders must still submit their registration for the Annual General Meeting and the proof of share ownership in the form described above by the deadline if they plan to grant a proxy to the voting representative appointed by the Company.

The Company has appointed Dr. Jens Geißler, Hamburg, Germany, as its voting representative with the right of sole representation and the right to issue sub-proxies. The Company's voting representative must be issued with express and clear instructions on how to exercise your voting rights. The voting representative is obliged to vote as instructed and will not exercise voting rights at his own discretion. To the extent that you do not issue express and clear instructions, the shareholder representative will abstain on the respective agenda items. If you grant the voting representative a proxy but no instructions, the voting representative cannot represent you at the Annual General Meeting.

Following registration and submission of proof of share ownership by the deadline, the proxy and the instructions to the voting representative appointed by the Company on exercising your voting rights can be issued via the Internet ([www.Beiersdorf.com/Annual\\_General\\_Meeting](http://www.Beiersdorf.com/Annual_General_Meeting)) or in *Textform* using the proxy and instruction forms that are included on the entry cards to the Annual General Meeting and made available on the Company's website at [www.Beiersdorf.com/Annual\\_General\\_Meeting](http://www.Beiersdorf.com/Annual_General_Meeting) (only available in German), as well as at the Annual General Meeting.

Proxies and instructions to the voting representative appointed by the Company issued via the Internet must have been issued in full by no later than the end of the voting at the Annual General Meeting. Proxies submitted via the Internet may also be revoked, or a change made to the instructions submitted via the Internet, up to this point. The entry card printed with the necessary log-in information is required for using the online voting system. Shareholders can access the system via the Company's website at [www.Beiersdorf.com/Annual\\_General\\_Meeting](http://www.Beiersdorf.com/Annual_General_Meeting) under »Online voting system«. On the registration screen for the online voting system, please enter the exact number printed above the barcode on your entry card in the »Entry card number« field (without spaces) and enter the access code likewise printed above the barcode in the »Access code« field. Once you have registered, you can view your registration data and can then decide by selecting the relevant option whether you wish to exercise your voting rights by way of a postal vote or by having the voting representative appointed by the Company represent you. After selecting "Granting a proxy", you will be directed to the "Issuing instructions" page, where you can then enter your votes on the agenda items and, once you have confirmed them, send your instructions to the Company.

Proxies and instructions to the voting representative appointed by the Company issued in *Textform* using the relevant forms can be submitted to the Company before the Annual General Meeting by postal mail (Beiersdorf Aktiengesellschaft, Investor Relations (Bf. 86), Unnastrasse 48, 20245 Hamburg, Germany), by fax (+49 (0) 40 4909-187603) or by e-mail ([eintrittskarte@anmeldung-hv.de](mailto:eintrittskarte@anmeldung-hv.de)). In this case, the completed form must be received by the Company **by no later than the end of April 18, 2017 (24.00 hrs CEST)** for organizational reasons. Thank you for your understanding that we cannot take account of proxies and instructions received after this date.

This does not affect the option to issue a proxy to the voting representative appointed by the Company during the course of the Annual General Meeting. Shareholders must still submit their registration for the Annual General Meeting and proof of share ownership in the manner described above by the deadline if they plan to grant a proxy to the voting representative appointed by the Company.

If a shareholder grants proxies to more than one person, the Company can reject one or more of such persons.

## **Submitting postal votes** <sup>(2, 3, 4, 6)</sup>

You may also submit your votes by postal vote, i.e., without attending the Annual General Meeting in person or via a proxyholder. When submitting postal votes you still have to register and to submit proof of share ownership in the form described above by the deadline.

Postal votes can be submitted via the Internet ([www.Beiersdorf.com/Annual\\_General\\_Meeting](http://www.Beiersdorf.com/Annual_General_Meeting)) or using the postal voting form included on the entry cards to the Annual General Meeting and made available on the Company's website at [www.Beiersdorf.com/Annual\\_General\\_Meeting](http://www.Beiersdorf.com/Annual_General_Meeting) (only available in German).

Postal votes submitted via the Internet must be cast in full by no later than the end of the voting at the Annual General Meeting. Postal votes submitted via the Internet may also be revoked or changed up to this point. The entry card printed with the necessary log-in information is required for using the online voting system. Shareholders can access the system via the Company's website at [www.Beiersdorf.com/Annual\\_General\\_Meeting](http://www.Beiersdorf.com/Annual_General_Meeting) under »Online voting system«. On the registration screen for the online voting system, please enter the exact number printed above the barcode on your entry card in the »Entry card number« field (without spaces) and enter the access code likewise printed above the barcode in the »Access code« field. Once you have registered, you can view your registration data and can then decide by selecting the relevant option whether you wish to exercise your voting rights by way of a postal vote or by having the voting representative appointed by the Company represent you. After selecting "Postal vote," you will be directed to the "Submitting your postal vote" page, where you can then enter your votes on the agenda items and, once you have confirmed them, send them to the Company.

Votes submitted using the postal voting form must be received by the Company **by no later than the end of April 18, 2017** (24.00 hrs CEST) by postal mail (Beiersdorf Aktiengesellschaft, Investor Relations (Bf. 86), Unnastrasse 48, 20245 Hamburg, Germany), by fax (+49 (0) 40 4909-187603) or by e-mail (eintrittskarte@anmeldung-hv.de). Thank you for your understanding that we cannot take account of postal votes received after this date.

To the extent that you do not issue an express and clear vote on individual agenda items by postal vote, your vote on the respective items of the agenda will be considered as an abstention. If you do not vote expressly or clearly on any of the agenda items, you will not take part in the voting.

Proxyholders can also vote by postal vote. The regulations for issuing a proxy to a third party (in the form described above in each case) apply with the necessary modifications; this is true in particular with regard to proof of the proxy.

#### **Broadcasting of the Annual General Meeting on the Internet** <sup>(8)</sup>

All shareholders and their proxyholders can watch the Annual General Meeting online. You can access this via the Company's website at [www.Beiersdorf.com/Annual\\_General\\_Meeting](http://www.Beiersdorf.com/Annual_General_Meeting) under »Online voting system«. The entry card printed with the necessary log-in information is required for using the online voting system. The entry cards will be posted to shareholders after they have registered for the Annual General Meeting and provided proof of share ownership in the manner described above by the deadline. On the registration screen for the online voting system, please enter the exact number printed above the barcode on your entry card in the »Entry card number« field (without spaces) and enter the access code likewise printed above the barcode in the »Access code« field. Once you have registered, you can view your registration data and start the broadcast of the Annual General Meeting by selecting the relevant option.

#### **Legal notices:**

- (1) A registration that has been submitted in due time and form allows a shareholder to attend the Annual General Meeting in person, even if they have already granted a proxy to a third party or to the voting representative appointed by the Company. Where a shareholder presents himself or herself in person at the desks at the entrance to the Annual General Meeting, this is taken to be a revocation of any proxy or sub-proxy previously granted. Where a third party proxyholder presents himself or herself in person at the desks at the entrance to the Annual General Meeting, this is taken to be a revocation of any proxy previously granted and instructions previously issued to the voting representative appointed by the Company.
- (2) A registration that has been submitted in due time and form allows a shareholder to attend the Annual General Meeting in person, even if they have already submitted a postal vote. Where a shareholder or their proxyholder presents himself or herself in person at the desks at the entrance to the Annual General Meeting, this is taken to be a revocation of the postal vote.
- (3) If shareholders submit any further motions (e.g., countermotions) for resolution, the voting representative appointed by the Company will abstain from voting in such cases. Please note that the voting representative appointed by the Company also cannot react to any changes that occur during the Annual General Meeting. For example, the voting representative appointed by the Company will abstain from voting on motions regarding the procedures to be adopted at the Annual General Meeting or any other motions not announced prior to the Annual General Meeting. This also applies with the necessary modifications to postal votes, i.e., these will also be considered to be abstentions in such cases.
- (4) In the event that, exceptionally, individual votes are to be held on individual sub-items of an agenda item, instructions issued to the voting representative appointed by the Company for these agenda items and postal votes submitted for the agenda items shall be taken to apply to all individual resolutions taken on the relevant agenda items.
- (5) If shareholders grant proxies and issue instructions to the voting representative appointed by the Company both in *Textform* using the forms and via the Internet, only the proxies and instructions submitted in *Textform* will be treated as binding, regardless of the date of receipt. In addition, proxies and instructions submitted in *Textform* may not be revoked or changed via the Internet.
- (6) If shareholders exercising their postal voting rights by the deadline vote both using the postal voting form and via the Internet, only the votes submitted using the postal voting form will be treated as binding, regardless of the date of receipt. In addition, votes submitted using the postal voting form may not be revoked or changed via the Internet.
- (7) Proxyholders have the right to issue sub-proxies.
- (8) Details on using the online service, data protection, and the disclaimer of liability are provided when accessing the online voting system.