

Invitation

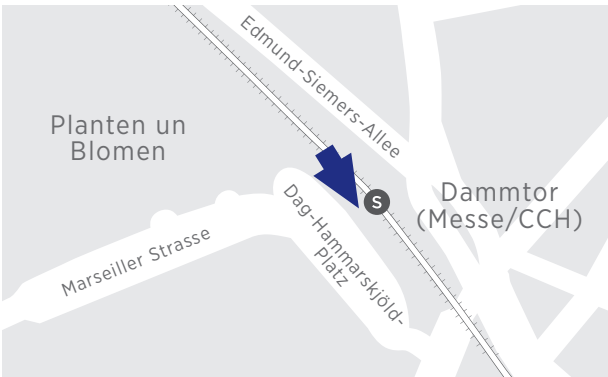
to the Ordinary Annual General Meeting
on April 18, 2013 in Hamburg

Beiersdorf Aktiengesellschaft, Hamburg
Wertpapier-Kennnummer 520000
ISIN DE0005200000



Beiersdorf Aktiengesellschaft
shareholders are hereby invited to
attend the **Company's Ordinary Annual
General Meeting** to be held on
Thursday, April 18, 2013 at 10.30 a.m.
(doors open at 9.30 a.m.) in the
Congress Centrum Hamburg, Room 1,
Am Dammtor/Marseiller Strasse in
Hamburg.

Location Plan Congress Centrum Hamburg



We would like to support the use of public transport; to your entry card we will enclose a free ticket for Hamburg's public transport system (Hamburger Verkehrsverbund) on the day of the Annual General Meeting. If you wish to arrive by car, you can of course have your parking ticket for the CCH parking garage stamped as usual at the entrance to the room in which the Annual General Meeting is being held.

Dear Shareholders,

We are delighted to invite you to this year's Ordinary Annual General Meeting of Beiersdorf Aktiengesellschaft.

The Annual General Meeting will be held on Thursday, April 18, 2013, at 10.30 a.m. (doors open at 9.30 a.m.) in the Congress Centrum Hamburg, Room 1, Am Dammtor/Marseiller Strasse.

The invitation to the Annual General Meeting, together with the agenda and the motions proposed by the Executive Board and the Supervisory Board, is printed below.

The Executive Board and the Supervisory Board are proposing a dividend of €0.70 to the Annual General Meeting for each share carrying dividend rights (agenda item 2).

Agenda item 6 asks the Annual General Meeting, as in previous years, to approve the remuneration system for the Executive Board.

Sincerely,
Beiersdorf AG



Stefan F. Heidenreich
CEO

Dr. Ulrich Schmidt
CFO/CSCO/CHRO

Beiersdorf Aktiengesellschaft
Unnastraße 48
20245 Hamburg
Registergericht Hamburg
HRB 1787

Executive Board:
Stefan F. Heidenreich (Chairman),
Peter Feld, Ralph Gusko,
Dr. Ulrich Schmidt
Chairman of the Supervisory Board:
Prof. Dr. Reinhard Pöllath

Agenda

1. Presentation of the adopted annual financial statements of Beiersdorf Aktiengesellschaft and the approved consolidated financial statements together with the management reports of Beiersdorf Aktiengesellschaft and the Group for fiscal year 2012, the report by the Supervisory Board, and the explanatory report by the Executive Board on the information provided in accordance with §§ 289 (4), 315 (4) *Handelsgesetzbuch* (German Commercial Code, *HGB*)

The Supervisory Board approved the annual financial statements for Beiersdorf Aktiengesellschaft prepared by the Executive Board and the consolidated financial statements for fiscal year 2012 in accordance with §§ 172, 173 *Aktiengesetz* (German Stock Corporation Act, *AktG*) on February 21, 2013, and thus adopted the annual financial statements. A resolution by the Annual General Meeting is therefore not required.

The adopted annual financial statements of Beiersdorf Aktiengesellschaft and the approved consolidated financial statements together with the management reports of Beiersdorf Aktiengesellschaft and the Group for fiscal year 2012, the report by the Supervisory Board, and the explanatory report by the Executive Board on the information provided in accordance with §§ 289 (4), 315 (4) *HGB* must be made available to the Annual General Meeting, even though it is not required to resolve on this. The above mentioned documents are available for inspection by shareholders at the headquarters of Beiersdorf Aktiengesellschaft, Unnastrasse 48, 20245 Hamburg, Germany, and are also available on the Company's German website at www.Beiersdorf.de/Hauptversammlung (see www.Beiersdorf.com/Annual_General_Meeting for the English translation). Upon request, copies of these documents will also be sent to shareholders free of charge and without delay. They will also be available at the Annual General Meeting.

2. Resolution on the utilization of net retained profits

The Executive Board and Supervisory Board propose that the net retained profits for fiscal year 2012 in the amount of €176,400,000.00 be utilized as follows:

(IN €)

Distribution of a dividend of €0.70 per no-par value bearer share carrying dividend rights (226,818,984 no-par value bearer share carrying dividend rights)	158,773,288.80
Transfer to other retained earnings	17,626,711.20
Net retained profits	176,400,000.00

The shares carrying dividend rights at the time of the proposal on the utilization of the net retained profits have been reflected in the amounts specified for the total dividend and for the transfer to other retained earnings. The own shares held by the Company do not carry dividend rights, in accordance with § 71b AktG.

If the number of own shares held by the Company at the time of the resolution by the Annual General Meeting on the utilization of the net retained profits is higher or lower than at the time of the proposal on the utilization of the profits, the total amount to be distributed to the shareholders shall be reduced or increased by the portion of the dividend attributable to the difference in the number of shares. The amount to be appropriated to the other retained earnings shall be adjusted inversely by the same amount. In contrast, the dividend to be distributed per no-par value share carrying dividend rights shall remain unchanged. If necessary, an appropriately modified draft resolution on the utilization of the net retained profits will be presented to the Annual General Meeting.

3. Resolution on the official approval of the actions of the members of the Executive Board

The Executive Board and Supervisory Board propose approving the actions of the members of the Executive Board in office in fiscal year 2012 for this period.

4. Resolution on the official approval of the actions of the members of the Supervisory Board

The Executive Board and Supervisory Board propose approving the actions of the members of the Supervisory Board in office in fiscal year 2012 for this period.

5. Election of the auditors for fiscal year 2013

On the recommendation of its Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be elected as the auditors for Beiersdorf Aktiengesellschaft and the Beiersdorf Group for fiscal year 2013.

6. Resolution on the approval of the system for the remuneration of the Executive Board members

Beiersdorf Aktiengesellschaft's Annual General Meeting already resolved to approve the system for the remuneration of the Executive Board members in past years. The remuneration system was revised again in the course of fiscal year 2012 and is to be presented again to the Annual General Meeting for approval in accordance with § 120 (4) AktG. The remuneration system for Executive Board members that is

the subject of this resolution is described in more detail on pages 15 ff. of Beiersdorf Aktiengesellschaft's 2012 Annual Report under section 1. c) aa) to dd) of the Remuneration Report (contained in the "Corporate Governance" chapter).

The Executive Board and the Supervisory Board propose that the system for the remuneration of the members of Beiersdorf Aktiengesellschaft's Executive Board, which is described on pages 15 ff. of the 2012 Annual Report, be approved.

Attendance at the Annual General Meeting

At the time of convening the Annual General Meeting, the share capital of the Company is composed of 252,000,000 no-par value bearer shares with a matching number of voting rights. At the time of convening the Annual General Meeting, the Company holds a total of 25,181,016 own shares, for which it does not have voting rights. Therefore, the total number of Beiersdorf Aktiengesellschaft's shares carrying participation and voting rights at the time of convening this Annual General Meeting amounted to 226,818,984.

Entitlement to attend by way of registration and proof of share ownership

According to § 18 of the Company's current 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, 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 Company, at the following address:

Beiersdorf Aktiengesellschaft
c/o HV AG
Jakob-Oswald-Str. 22
92289 Ursensollen, Germany
Fax: +49 40 4909-187603
E-mail: HV-Anmeldung@Beiersdorf.com

The proof of share ownership must refer to the beginning of March 28, 2013, (0.00 hrs CET, the so-called record date) and must be received by the Company together with the registration for the Annual General Meeting at the above mentioned address by the end of April 11, 2013, (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 shareholdings as documented on the record date. Although the record date does not impose a freeze on the acquisition or sale of shares, shares acquired or purchased after the record date do not affect the entitlement to vote 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 at the above address, the eligible shareholders will receive entry cards indicating the number of 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.

Submitting votes by post

Shareholders who are eligible to participate in the Annual General Meeting in accordance with the information provided above may alternatively submit their votes by postal vote, i.e., without attending the Annual General Meeting. It is also necessary to register and provide proof of share ownership by the deadline as described above in the case of postal votes. Postal voting does not preclude shareholders from attending the Annual General Meeting.

Postal votes can be submitted using the postal voting forms included with the entry cards to the Annual General Meeting and made available on the Company's website at **www.Beiersdorf.de/Hauptversammlung** (only available in German). Postal votes must have been received at the following address by the end of April 16, 2013, (24.00 hrs CEST) at the latest.

Beiersdorf Aktiengesellschaft
Investor Relations (Bf. 86)
Unnastrasse 48
20245 Hamburg, Germany
Fax: +49 40 4909-187603
E-mail: HV-Anmeldung@Beiersdorf.com

Proxy voters can also vote by post. To this extent, the provisions for proxy voting and granting power of attorney (as described below in each case, see the section entitled "Proxy voting and power of attorney") shall apply *mutatis mutandis*, in particular in relation to the proof of power of attorney.

Shareholders will receive further details of the procedure for postal votes together with their entry card after they have registered for the Annual General Meeting and submitted proof of ownership. This information is also available on the Company's German website at **www.Beiersdorf.de/Hauptversammlung** (see **www.Beiersdorf.com/Annual_General_Meeting** for the English translation).

Proxy voting and power of attorney

Shareholders may appoint a proxy such as a bank or shareholders' association to exercise their voting rights at the Annual General Meeting. In this case, too, shareholders must submit their registrations for the Annual General Meeting and provide proof of share ownership in the manner described above by the deadline. Power of attorney, its revocation, and proof of power of attorney must be issued in *Textform* (§ 126b *BGB*). If a bank, shareholders' association, or other persons or institutions with equivalent status in accordance

with § 135 (8) *AktG* and § 135 (10) *AktG* in conjunction with § 125 (5) *AktG* are granted power of attorney, neither the law nor the Articles of Association specify a special form for this. The bank, institution, or person to be granted power of attorney may require a particular form of power of attorney because these proxy voters are required under § 135 *AktG* to maintain verifiable records of proxies issued. Please refer to the proxy holder to be appointed for further information.

To issue a power of attorney, we ask our shareholders to use the proxy form included with their entry card or the downloadable form available on the Company's website at **www.Beiersdorf.de/Hauptversammlung** (only available in German). The Company will also send shareholders proxy forms on request.

Proof of power of attorney (issued to the representative) can be presented at the point of access control on the day of the Annual General Meeting or sent to the Company in advance up to the end of April 16, 2013, (24.00 hrs CEST) at the following address:

Beiersdorf Aktiengesellschaft
Investor Relations (Bf. 86)
Unnastrasse 48
20245 Hamburg, Germany
Fax: +49 40 4909-187603
E-mail: HV-Anmeldung@Beiersdorf.com

In addition, we are again offering our shareholders the opportunity to be represented during votes by a proxy appointed by the Company, who will vote in accordance with their instructions. The proxy is bound to vote as instructed and will not exercise voting rights at his or her discretion. The proxy appointed by the Company will only exercise voting rights on agenda items for which he or she has been issued with express and clear instructions. To the extent that such express and clear instructions are not issued, the proxy appointed by the Company will abstain from the vote in question.

The power of attorney and instructions to the proxy appointed by the Company on exercising voting rights must be issued using the proxy and instruction forms included with the entry cards to the Annual General Meeting and made available on the Company's website at **www.Beiersdorf.de/Hauptversammlung** (only available in German), as well as at the Annual General Meeting. The completed form can be sent to the Company ahead of the Annual General Meeting at the following address:

Beiersdorf Aktiengesellschaft
Executive Board
Unnastrasse 48
20245 Hamburg, Germany

Fax: +49 40 4909-187603

E-mail: HV-Anmeldung@Beiersdorf.com

In this case, the form must be received by the end of April 16, 2013 (24.00 hrs CEST) for organizational reasons. This does not affect the option to issue a power of attorney to the proxy appointed by the Company during the course of the Annual General Meeting. Shareholders must also submit their registration for the Annual General Meeting and the proof of share ownership in the manner described above by the deadline if they plan to use the proxy appointed by the Company.

Shareholders will receive further details of how to issue a power of attorney and how to instruct the proxy appointed by the Company together with their entry card after they have registered for the Annual General Meeting and submitted proof of share ownership. This information is also available on the Company's German website at www.Beiersdorf.de/Hauptversammlung (see www.Beiersdorf.com/Annual_General_Meeting for the English translation).

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

Shareholders' rights

Motions to add items to the agenda in accordance with § 122 (2) AktG

Shareholders whose shares, when taken together, amount to one-twentieth of the share capital or €500,000 (500,000 shares) can demand that items be tabled on the agenda and announced. The reasons for each new item must be given or the item must be accompanied by a proposal for resolution. The request must be directed in writing to Beiersdorf Aktiengesellschaft's Executive Board and must have been received by the Company at the following address no later than the end of March 18, 2013 (24.00 hrs CET):

Beiersdorf Aktiengesellschaft
Executive Board
Unnastrasse 48
20245 Hamburg, Germany
Fax: +49 40 4909-185000
E-mail: Investor.Relations@Beiersdorf.com

Shareholders' counter motions and proposals for elections in accordance with §§ 126 (1), 127 AktG

Counter motions as defined in § 126 (1) AktG that are to be made accessible to the Company ahead of the Annual General Meeting must be accompanied by reasons and must be submitted to the following address:

Beiersdorf Aktiengesellschaft
Investor Relations (Bf. 86)
Unnastrasse 48
20245 Hamburg, Germany
Fax: +49 40 4909-185000
E-mail: Investor.Relations@Beiersdorf.com

They must have been received by the end of April 3, 2013 (24.00 hrs CEST). Provided the statutory requirements are met, the Company will publish without delay the countermotions together with the shareholder's name and the reasons on its German website at **www.Beiersdorf.de/Hauptversammlung** (see **www.Beiersdorf.com/Annual_General_Meeting** for the English translation). Any management statements will also be published on the above-mentioned website.

The information provided above also applies to shareholder proposals for the election of auditors or Supervisory Board members in accordance with § 127 *AktG* and to the publication of such proposals. However, no reasons must be given for shareholder election proposals.

[Right to information in accordance with § 131 \(1\) *AktG*](#)

Any shareholder who requests information on Company matters from the Executive Board at the Annual General Meeting must be provided with such information to the extent that it is required for an adequate judgment of the agenda item. The obligation to provide information also applies to the legal and business relationships of the Company with an affiliated company, to the extent that this is required for an adequate judgment of the agenda item

[Publication in the *Bundesanzeiger* \(Federal Gazette\) and information on the Company's website](#)

This notification of the convening of the Annual General Meeting was published in the *Bundesanzeiger* (Federal Gazette) on March 5, 2013. The notification of the convening of the Annual General Meeting, the documents required to be published, and additional information, particularly more detailed explanations on the rights of the shareholders pursuant to §§ 122 (2), 126 (1), 127, and 131 (1) *AktG*, can also be accessed at the Company's German website at **www.Beiersdorf.de/Hauptversammlung** (see **www.Beiersdorf.com/Annual_General_Meeting** for the English translation).

Hamburg, March 2013

Beiersdorf Aktiengesellschaft
The Executive Board

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→ Published by

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20245 Hamburg

Germany

→ Additional Information

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Investor Relations

Telephone: +49 40 4909-5000

E-mail: Investor.Relations@Beiersdorf.com

Beiersdorf on the Internet

www.beiersdorf.com