

ANNUAL FINANCIAL STATEMENTS OF BEIERSDORF AG

AS OF DECEMBER 31, 2017

Beiersdorf

Our Brands

With strong, internationally leading brands as well as innovative, high-quality products, Beiersdorf inspires millions of consumers all over the world each day.

Our range is centered on our successful skin and body care brands, each serving different segments: NIVEA is aimed at the mass market, Eucerin at the dermocosmetics segment, and La Prairie at the premium cosmetics market. With the Hansaplast and Elastoplast brands, Beiersdorf is also globally positioned in the area of plasters and wound care. Further renowned brands such as Labello, Florena, 8x4, Hidrofugal, arix, Aquaphor, SLEK, and Maestro round off our extensive portfolio. Beiersdorf's brands are specially geared towards local markets, individual consumer needs, and specific areas of application. Their continuous further development is the foundation for Beiersdorf's long-term success.



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Income Statement – Beiersdorf AG

(IN € MILLION)

| | Note | 2016 | 2017 |
|--|------|--------------|--------------|
| Sales | 01 | 1,190 | 1,229 |
| Other operating income | 02 | 41 | 27 |
| Cost of materials | 03 | -269 | -278 |
| Personnel expenses | 04 | -252 | -252 |
| Depreciation and amortization of property, plant, and equipment, and intangible assets | 05 | -19 | -11 |
| Other operating expenses | 06 | -545 | -573 |
| Operating result | | 146 | 142 |
| Net income from investments | 07 | 174 | 226 |
| Net interest expense | 08 | 12 | -15 |
| Other financial result | 09 | 21 | -45 |
| Financial result | | 207 | 166 |
| Profit before tax | | 353 | 308 |
| Income taxes | 10 | -84 | -65 |
| Profit after tax | | 269 | 243 |
| Transfer to other retained earnings | 30 | -93 | -67 |
| Net retained profits | | 176 | 176 |

Balance Sheet – Beiersdorf AG

| (IN € MILLION) | | | |
|---|------|---------------|----------------------|
| | Note | Dec. 31, 2016 | Dec. 31, 2017 |
| Assets | | | |
| Intangible assets | 12 | 2 | 1 |
| Property, plant, and equipment | 13 | 96 | 99 |
| Financial assets | 14 | 2,436 | 3,362 |
| Fixed assets | | 2,534 | 3,462 |
| Inventories | | 5 | 3 |
| Receivables and other assets | 15 | 615 | 612 |
| Securities | 16 | 2,033 | 1,517 |
| Cash and cash equivalents | 17 | 133 | 99 |
| Current assets | | 2,786 | 2,231 |
| Prepaid expenses | | 5 | 6 |
| Deferred tax assets | 10 | 16 | 26 |
| Excess of plan assets over post-employment benefit liability | 19 | 1 | – |
| | | 5,342 | 5,725 |
| Equity and liabilities | | | |
| Share capital | | 252 | 252 |
| Own shares | | –25 | –25 |
| Issued capital | | 227 | 227 |
| Additional paid-in capital | | 47 | 47 |
| Retained earnings | | 2,095 | 2,179 |
| Net retained profits | | 176 | 176 |
| Equity | 18 | 2,545 | 2,629 |
| Provisions for pensions and other post-employment benefits | 19 | 469 | 486 |
| Other provisions | 20 | 236 | 294 |
| Provisions | | 705 | 780 |
| Liabilities | 21 | 2,092 | 2,316 |
| Deferred tax liabilities | | – | – |
| | | 5,342 | 5,725 |

Basis of Preparation of Beiersdorf AG's Financial Statements

Information on the Company

The registered office of Beiersdorf AG is at Unnastrasse 48 in Hamburg (Germany), and the company is registered with the commercial register of the Hamburg Local Court under the number HRB 1787.

Beiersdorf AG is an internationally leading branded consumer goods company developing and distributing skin and body care products in the Consumer Business Segment. It is responsible for the German consumer business and provides typical holding company services to its affiliates. In addition to its own operating activities, Beiersdorf AG manages an extensive investment portfolio and is the direct or indirect parent company of over 160 subsidiaries worldwide. The Company also performs central planning/financial control, treasury, and human resources functions, as well as a large proportion of research and development activities for the consumer business.

As a parent company, Beiersdorf AG prepares its own consolidated financial statements. Beiersdorf's consolidated financial statements are also included in the consolidated financial statements of maxingvest ag, Hamburg, which prepares the consolidated financial statements for the largest group of companies. Both sets of consolidated financial statements are published in the *Bundesanzeiger* (Federal Gazette).

General Notes to the Annual Financial Statements

The annual financial statements of Beiersdorf AG are prepared in accordance with the provisions of the *Handelsgesetzbuch* (German Commercial Code, *HGB*) and the *Aktiengesetz* (German Stock Corporation Act, *AktG*). The recommendations of the German Corporate Governance Code that are relevant to the annual financial statements were taken into account.

The financial statements comprise the balance sheet, the income statement, and the notes. The income statement was prepared using the total cost (nature of expense) method. Where items in the balance sheet and the income statement have been summarized to aid clarity, they are disclosed and explained separately in the notes. The annual financial statements are prepared in euros (€); amounts are given in millions of euros (€ million). The accounting policies used in the previous year have not changed in the reporting year.

The management report of Beiersdorf AG and the Group management report have been combined in accordance with § 315 (3) *HGB* in conjunction with § 298 (2) *HGB* and published in the 2017 annual report.

The annual financial statements of Beiersdorf AG combined with the Group management report for the 2017 fiscal year are published digitally in the *Bundesanzeiger* (Federal Gazette).

Estimates and Assumptions

Preparation of the annual financial statements requires management to make estimates and assumptions to a limited extent that affect the amount and presentation of recognized assets and liabilities, income and expenses, and contingent liabilities. Such estimates and assumptions reflect all currently available information. Significant estimates and assumptions were made in particular in relation to the following accounting policies: impairment testing of investments in affiliated companies (Note 14 "Financial Assets"), write-downs of doubtful receivables (Note 15 "Receivables and Other Assets"), the actuarial assumptions for the defined benefit expense as well as for the present value of pension commitments (Note 19 "Provisions for Pensions and Other Post-employment Benefits"), the determination of the amount of eligible deferred tax assets (Note 10 "Income Taxes"), and the recognition of other provisions (Note 20 "Other Provisions"). Specifically when recognizing the legal risks from the claims for damages (Note 22 "Contingent Liabilities"), existing uncertainty calls for significant discretion in evaluating whether and to what extent potential damages have arisen and the scale on which claims under joint and several liability may be met. In determining the amount of possible damages, particular discretion must be used in determining the emphasis on "overcharge" and "pass-on rate" factors used in the calculation. Furthermore, estimates and assumptions are made in particular when determining the useful lives of intangible assets and property, plant, and equipment, and when measuring inventories.

Actual amounts may differ from these estimates. Changes to estimates are recognized in profit or loss when more recent knowledge becomes available.

Notes to the Income Statement

01 Sales

Sales revenue includes sales of products and services, rental and lease income, and royalty income from affiliated companies. Sales revenue is recognized when the goods and products are delivered or the service is provided and the risk is transferred. Beiersdorf AG uses different terms of delivery to specify the contractual transfer of risk. Discounts, customer bonuses, and rebates are directly deducted from revenue as sales reductions. The probability of returns is reflected in the recognition and measurement of sales.

Beiersdorf AG is responsible for business in Germany with branded consumer products for skin and body care, which are bundled in the Consumer Business Segment. It also provides typical holding company services to affiliates in the course of its activities. Beiersdorf AG's sales increased by €39 million to €1,229 million (previous year: €1,190 million).

SALES BY REGION (IN € MILLION)

| | 2016 | 2017 |
|-----------------------|--------------|--------------|
| Germany | 925 | 945 |
| Rest of Europe | 138 | 149 |
| Americas | 51 | 52 |
| Africa/Asia/Australia | 76 | 83 |
| | 1,190 | 1,229 |

02 Other Operating Income

(IN € MILLION)

| | 2016 | 2017 |
|--|-----------|-----------|
| Income from reversals of write-downs on receivables | 2 | – |
| Income from the reversal of provisions | 24 | 16 |
| Currency translation gains on trade receivables and payables | 3 | 2 |
| Income from services provided to affiliated companies | 5 | 6 |
| Other income | 7 | 3 |
| | 41 | 27 |

Other operating income declined by €14 million compared with the previous year. This decline was primarily due to a decrease of €8 million in income from the reversal of provisions.

03 Cost of Materials

The cost of materials of €278 million (previous year: €269 million) includes the acquisition cost of the goods sold.

04 Personnel Expenses

(IN € MILLION)

| | 2016 | 2017 |
|--|------------|------------|
| Wages and salaries | 215 | 218 |
| Social security contributions and other benefits | 25 | 26 |
| Pension expenses | 12 | 8 |
| | 252 | 252 |

05 Depreciation and Amortization of Property, Plant, and Equipment, and Intangible Assets

In addition to depreciation and amortization, no significant impairment losses were recognized on property, plant, and equipment in the fiscal year (previous year: also €0 million).

06 Other Operating Expenses

(IN € MILLION)

| | 2016 | 2017 |
|---|------------|------------|
| Marketing expenses | 323 | 327 |
| Maintenance costs | 8 | 7 |
| Outgoing freight | 7 | 7 |
| Write-downs of receivables | 1 | – |
| Currency translation losses on trade receivables and payables | 5 | 5 |
| Third-party services | 25 | 28 |
| Legal and consulting costs | 20 | 27 |
| Other personnel expenses | 17 | 19 |
| Costs of services invoiced by affiliated companies | 89 | 91 |
| Other taxes | 1 | 1 |
| Other expenses | 49 | 61 |
| | 545 | 573 |

07 Net Income from Investments

(IN € MILLION)

| | 2016 | 2017 |
|---|------------|------------|
| Income from investments | 100 | 179 |
| (thereof from affiliated companies) | (100) | (179) |
| Income from profit transfer agreements | 74 | 62 |
| Write-downs of financial assets and securities classified as current assets | – | –15 |
| | 174 | 226 |

08 Net Interest Expense

| (IN € MILLION) | | |
|---|-----------|------------|
| | 2016 | 2017 |
| Other interest and similar income | 27 | 33 |
| (thereof from affiliated companies) | (6) | (9) |
| Interest and similar expenses | -3 | -8 |
| (thereof to affiliated companies) | (-3) | (-4) |
| Expenses from unwinding of discounts on provisions for pensions and other long-term obligations | -12 | -40 |
| | 12 | -15 |

Expenses from unwinding of discounts on provisions for pensions and other long-term obligations includes €22 million in expenses from the change in the discount rate for post-employment benefit obligations (previous year: income of €7 million).

09 Other Financial Result

| (IN € MILLION) | | |
|--------------------------|-----------|------------|
| | 2016 | 2017 |
| Other financial income | 162 | 140 |
| Other financial expenses | -141 | -185 |
| | 21 | -45 |

Other financial income comprises currency translation gains on financial items of €134 million (previous year: €141 million) and income from the sale of securities of €5 million (previous year: €20 million). Other financial expenses comprise currency translation losses on financial items of €164 million (previous year: €128 million) and miscellaneous financial expenses of €21 million (previous year: €13 million).

10 Income Taxes

Corporation tax, the solidarity surcharge, trade tax, and paid withholding tax are reported as income tax expenses. Deferred tax expenses and income are also included in this item. Any aggregate tax liability resulting from differences between the carrying amounts in the financial statements of assets, liabilities, or items of prepaid expenses and deferred income, and their tax base that are expected to reverse in future fiscal years must be recognized as deferred tax liabilities. Any resulting aggregate tax benefit may be recognized as deferred tax assets. The amounts are measured using the company's individual tax rate of 31.9% (previous year: 31.8%).

Beiersdorf AG is the consolidated income tax group parent of various consolidated tax group subsidiaries. A consolidated income tax group exists if a consolidated tax group subsidiary within the meaning of § 14 (1) sentence 1 in conjunction with § 17 (1) sentence 1 *Körperschaftsteuergesetz* (German Corporate Income Tax Act, *KStG*) undertakes by way of a profit transfer agreement within the meaning of § 291 (1) *AktG* to transfer its entire profit to a single other commercial enterprise. As a result, the income of the consolidated tax group subsidiary is attributable to the entity's parent (consolidated tax group parent). Future tax liabilities or benefits resulting from temporary differences between the carrying amounts of assets and liabilities or items of prepaid expenses and deferred income in the annual financial statements of the consolidated tax group subsidiaries and their corresponding tax base are therefore recognized in Beiersdorf AG's annual financial statements.

Deferred tax assets of €30 million (previous year: €24 million) were recognized for pension provisions as a result of the higher liabilities recognized in the financial statements as against the tax base. Other deferred tax assets of €7 million (previous year: €4 million) were due to certain other provisions not being recognizable for tax purposes, or to lower values being recognized. Deferred tax liabilities mainly result from differences in the carrying amounts of fixed assets of €13 million (previous year: €14 million).

Overall, Beiersdorf AG expects an aggregate future tax benefit of €26 million (previous year: €16 million) from its own temporary accounting differences and those relating to companies in its consolidated tax group as of December 31, 2017. The tax result for the fiscal year includes income of €10 million from deferred taxes (previous year: expenses of €3 million).

Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits. Given the positive assessments of future business development, it is assumed there is a reasonable probability that future taxable income will be sufficient to allow utilization of the deferred tax assets.

11 Other Taxes

Other taxes are reported under other operating expenses. They amounted to €1 million (previous year: €1 million).

Notes to the Balance Sheet

12 Intangible Assets

(IN € MILLION)

| | Purchased patents, licenses, trademarks, and similar rights and assets | Advance payments | Total |
|--------------------------------------|---|---------------------|------------|
| Cost | | | |
| Opening balance Jan. 1, 2017 | 390 | – | 390 |
| Additions | – | – | – |
| Disposals | –30 | – | –30 |
| Transfers | – | – | – |
| Closing balance Dec. 31, 2017 | 360 | – | 360 |
| Amortization | | | |
| Opening balance Jan. 1, 2017 | 388 | – | 388 |
| Write-downs | 2 | – | 2 |
| Reversals of write-downs | – | – | – |
| Disposals/transfers | –31 | – | –31 |
| Closing balance Dec. 31, 2017 | 359 | – | 359 |
| Carrying amount Dec. 31, 2017 | 1 | – | 1 |
| Carrying amount Dec. 31, 2016 | 2 | – | 2 |

Purchased intangible assets are carried at cost less straight-line amortization. Intangible assets are generally amortized over a period of five years, and in exceptional cases over three to ten years. Internally generated intangible assets and research and development expenses are not capitalized.

Write-downs for impairment are recognized if more than temporary impairments in value are likely to occur. Write-downs are reversed up to amortized cost if the reasons for the impairment no longer apply.

13 Property, Plant, and Equipment

(IN € MILLION)

| | Land, land rights, and buildings | Technical equipment and machinery | Office and other equipment | Advance payments and assets under construction | Total |
|--------------------------------------|-------------------------------------|---|-------------------------------|--|------------|
| Cost | | | | | |
| Opening balance Jan. 1, 2017 | 201 | 2 | 120 | 6 | 329 |
| Additions | 1 | – | 10 | 2 | 13 |
| Disposals | –10 | – | –7 | – | –17 |
| Transfers | 4 | – | 1 | –5 | – |
| Closing balance Dec. 31, 2017 | 196 | 2 | 124 | 3 | 325 |
| Depreciation | | | | | |
| Opening balance Jan. 1, 2017 | 131 | 2 | 100 | – | 233 |
| Depreciation | 3 | – | 7 | – | 10 |
| Disposals/transfers | –10 | – | –7 | – | –17 |
| Closing balance Dec. 31, 2017 | 124 | 2 | 100 | – | 226 |
| Carrying amount Dec. 31, 2017 | 72 | – | 24 | 3 | 99 |
| Carrying amount Dec. 31, 2016 | 70 | – | 20 | 6 | 96 |

Property, plant, and equipment is carried at cost and reduced by straight-line depreciation over the assets' expected useful lives. Buildings are depreciated on a straight-line basis over a useful life of 25 to 50 years. Assets acquired since 2010 are depreciated on a straight-line basis as the principle that tax dictates financial accounting no longer applies. In the years prior to that, additions were generally depreciated using the declining-balance method at first to the extent permitted by law and subsequently using the straight-line method of depreciation. The useful life of technical equipment and machinery, and office and other equipment, is generally ten years, and in exceptional cases three to 15 years.

Low-value assets up to €150 are written off in full in the year of acquisition. Assets costing between €150 and €1,000 are pooled and written down over five years.

Write-downs for impairment are recognized if more than temporary impairments in value are likely to occur. Write-downs are reversed up to amortized cost if the reasons for the impairment no longer apply.

14 Financial Assets

(IN € MILLION)

| | Investments in affiliated companies | Other equity investments | Long-term securities | Total |
|--------------------------------------|--|-----------------------------|----------------------|--------------|
| Cost | | | | |
| Opening balance Jan. 1, 2017 | 1,631 | – | 807 | 2,438 |
| Additions | 56 | – | 905 | 961 |
| Disposals | –28 | – | – | –28 |
| Transfers | – | – | 2 | 2 |
| Closing balance Dec. 31, 2017 | 1,659 | – | 1,714 | 3,373 |
| Write-downs | | | | |
| Opening balance Jan. 1, 2017 | 2 | – | – | 2 |
| Write-downs/reversals of write-downs | 7 | – | – | 7 |
| Disposals/transfers | – | – | 2 | 2 |
| Closing balance Dec. 31, 2017 | 9 | – | 2 | 11 |
| Carrying amount Dec. 31, 2017 | 1,650 | – | 1,712 | 3,362 |
| Carrying amount Dec. 31, 2016 | 1,629 | – | 807 | 2,436 |

Investments in affiliated companies are recognized at cost. Write-downs to a lower value at the balance sheet date are recognized if the impairment is expected to be more than temporary. Write-downs are reversed up to cost if the reasons for permanent impairment no longer apply.

The additions to investments in affiliated companies stem from capital increases at existing subsidiaries, especially Beiersdorf CEE Holding GmbH, Vienna, and Beiersdorf S.A., Buenos Aires.

Write-downs on investments in affiliated companies are attributable to a foreign investment due to lower net asset value and income value.

Long-term securities include long-term government and corporate bonds with a remaining maturity of more than four years at the time of their acquisition. Long-term securities are measured at net book value. Write-downs for impairment to the lower fair value on the balance sheet date are recognized even if the impairment is expected to be temporary.

Long-term government and corporate bonds with an investment volume totaling €905 million were purchased in the past fiscal year. These listed securities have remaining maturities of between four and eight years.

15 Receivables and Other Assets

| (IN € MILLION) | Dec. 31, 2016 | Dec. 31, 2017 |
|--|---------------|----------------------|
| Trade receivables | 57 | 69 |
| (thereof due after more than one year) | (–) | (–) |
| Receivables from affiliated companies | 451 | 446 |
| (thereof due after more than one year) | (–) | (–) |
| Other assets | 107 | 97 |
| (thereof due after more than one year) | (–) | (–) |
| | 615 | 612 |

Receivables and other assets are carried at their nominal value. Appropriate individual valuation adjustments are charged for identifiable individual risks. General valuation adjustments are charged to take account of general credit risk.

Receivables and assets in foreign currency due within one year are translated at the middle spot rate on the balance sheet date. Hedged foreign currency receivables are carried at the hedge rate. There are no receivables and assets in foreign currency due after more than one year.

Receivables from affiliated companies comprise financial receivables of €307 million (previous year: €329 million) and trade receivables of €139 million (previous year: €122 million).

In addition to a large number of individual items, such as payroll receivables and advance payments, the other assets item largely comprises a deposit guarantee, tax receivables, and interest receivables on securities.

16 Securities

As of December 31, 2017, Beiersdorf AG had invested a total of €1,517 million (previous year: €2,033 million) in short-term listed government and corporate bonds, near-money market retail funds, equities, and equity funds. These investments classified as current assets are carried at the lower of amortized cost and fair value. €310 million (previous year: €565 million) of the bonds have a remaining maturity of up to one year, and €1,106 million (previous year: €1,202 million) have a remaining maturity of between one and four years. As of the balance sheet date, bonds lent to banks in short-term securities lending transactions amounted to €157 million (previous year: €148 million). The sale of shares in equity funds resulted in gains of €5 million (previous year: €20 million).

17 Cash and Cash Equivalents

Cash and cash equivalents comprise bank balances, cash-on-hand, checks, and short-term liquid investments such as overnight funds and short-term deposits.

18 Equity

The following changes in equity were recorded in fiscal year 2017:

| (IN € MILLION) | | | | |
|----------------------------|---------------|---|--------------------------|---------------|
| | Dec. 31, 2016 | Utilization of 2016 net retained profits | 2017 profit after tax | Dec. 31, 2017 |
| Share capital | 252 | – | – | 252 |
| Own shares | –25 | – | – | –25 |
| Issued capital | 227 | – | – | 227 |
| Additional paid-in capital | 47 | – | – | 47 |
| Legal reserve | 4 | – | – | 4 |
| Other retained earnings | 2,091 | 17 | 67 | 2,175 |
| Net retained profits | 176 | –176 | 176 | 176 |
| | 2,545 | –159 | 243 | 2,629 |

SHARE CAPITAL

The share capital amounts to €252 million (previous year: €252 million) and is composed of 252 million no-par value bearer shares, each with an equal share of the company's share capital. Since the settlement of the share buyback program on February 3, 2004, and following implementation of the share split in 2006, Beiersdorf Aktiengesellschaft has held 25,181,016 no-par value shares, corresponding to 9.99% of the company's share capital.

AUTHORIZED CAPITAL

The Annual General Meeting on March 31, 2015, authorized the Executive Board, with the approval of the Supervisory Board, to increase the share capital in the period until March 30, 2020, by up to a total of €92 million (Authorized Capital I: €42 million; Authorized Capital II: €25 million; Authorized Capital III: €25 million) by issuing new no-par value bearer shares on one or several occasions. In this context, the dividend rights for new shares may be determined by a different method than that set out in § 60 (2) *AktG*.

Shareholders shall be granted preemptive rights. However, the Executive Board is authorized, with the approval of the Supervisory Board, to disapply shareholders' preemptive rights in the following cases:

1. to eliminate fractions created as a result of capital increases against cash contributions (Authorized Capital I, II, III);
2. to the extent necessary to grant the holders / creditors of convertible bonds or bonds with warrants issued by Beiersdorf Aktiengesellschaft, or companies in which it holds a direct or indirect majority interest, rights to subscribe for new shares in the amount to which they would be entitled after exercising their conversion or option rights, or after fulfilling their conversion obligation (Authorized Capital I, II, III);
3. if the total amount of share capital attributable to the new shares for which preemptive rights are to be disappplied does

not exceed 10% of the share capital existing at the time this authorization comes into effect or, in the event that this amount is lower, at the time the new shares are issued and the issue price of the new shares is not materially lower than the quoted market price of the existing listed shares at the time when the issue price is finalized, which should be as near as possible to the time the shares are placed. If, during the term of the authorized capital, other authorizations to issue or sell shares in the company or to issue rights that enable or oblige the holder to subscribe for shares in the company are exercised while disapplying preemptive rights pursuant to or in accordance with § 186 (3) sentence 4 *Aktiengesetz* (German Stock Corporation Act, *AktG*), this must be counted toward the above-mentioned 10% limit (Authorized Capital II);

4. in the case of capital increases against non-cash contributions for the purpose of acquiring companies, business units of companies, or equity interests in companies (Authorized Capital III).

The Executive Board may only exercise the above authorizations to disapply preemptive rights to the extent that the total proportionate interest in the share capital attributable to the shares issued while disapplying preemptive rights does not exceed 20% of the share capital at the time these authorizations become effective or at the time these authorizations are exercised. If other authorizations to issue or sell shares in the company or to issue rights that enable or oblige the holder to subscribe for shares in the company are exercised while disapplying preemptive rights during the term of the authorized capital until such time as it is utilized, this must be counted toward the above-mentioned limit.

The Executive Board was also authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation.

CONTINGENT CAPITAL

In addition, the Annual General Meeting on March 31, 2015, resolved to contingently increase the share capital by up to a total of €42 million, composed of up to 42 million no-par value bearer shares. In accordance with the resolution by the Annual General Meeting, the contingent capital increase will be implemented only if:

1. the holders or creditors of conversion and / or option rights attached to convertible bonds and / or bonds with warrants issued in the period until March 30, 2020, by Beiersdorf Aktiengesellschaft, or companies in which it holds a direct or indirect majority interest, choose to exercise their conversion or option rights, or
2. the holders or creditors of convertible bonds giving rise to a conversion obligation issued in the period until March 30, 2020, by Beiersdorf Aktiengesellschaft, or companies in which it holds a direct or indirect majority interest, comply with such obligation,

and the contingent capital is required for this in accordance with the terms and conditions of the bonds.

The new shares bear dividend rights from the beginning of the fiscal year in which they are created as a result of the exercise of conversion or option rights, or as a result of compliance with a conversion obligation.

The Executive Board was authorized to determine the further details of the implementation of a contingent capital increase.

ADDITIONAL PAID-IN CAPITAL

Additional paid-in capital comprises the premium arising from the issue of shares by Beiersdorf AG.

RETAINED EARNINGS

The Annual General Meeting on April 20, 2017, resolved to transfer €17 million from net retained profits for fiscal year 2016 to other retained earnings. €67 million of the profit after tax for fiscal year 2017 was transferred to other retained earnings.

DISCLOSURES ON AMOUNTS SUBJECT TO RESTRICTIONS ON DISTRIBUTION

An amount of €2 million subject to a restriction on distribution in accordance with § 268 (8) HGB was produced on the difference resulting from the measurement of assets whose fair value exceeds cost, after deduction of the deferred tax liabilities recognized for this purpose.

The difference between provisions for post-employment benefit obligations based on the average market interest rate of the past

ten fiscal years and provisions based on the average market interest rate of the past seven fiscal years amounting to €63 million is banned from distribution in accordance with § 253 (6) HGB.

The excess of deferred tax assets over deferred tax liabilities shown in the balance sheet (excluding the deferred tax liability recognized in accordance with § 246 (2) HGB) totaling €27 million is also subject to a restriction on distribution in accordance with § 268 (8) HGB.

This total amount of €92 million in non-distributable funds stands in contrast to the freely available reserves of €2,175 million. Consequently, the net retained profits of €176 million are not subject to any restrictions on distribution.

19 Provisions for Pensions and Other Post-employment Benefits

Pension provisions cover benefit obligations to former and current employees.

Pension obligations are measured using the projected unit credit method, taking into account future wage, salary, and pension increases. In accordance with § 253 (2) HGB, provisions for post-employment benefit obligations are to be discounted at the average market interest rate of the past ten years. The ten-year average interest rate is calculated and published by the Deutsche Bundesbank based on an assumed remaining maturity of 15 years. The applied discount rate was 3.68% (previous year: 4.01%), the wage and salary growth figure 3.5% (previous year: 3.5%), and the pension growth figure 1.75% (previous year: 1.75%). Heubeck's 2005 G mortality tables were used as a basis for calculation.

The amount needed for the provisions for post-employment benefit obligations at the average market interest rate of the past seven fiscal years (2.80%) exceeded the applied amount needed for pension provisions at the average market interest rate of the past ten fiscal years (3.68%) by €63 million. This difference is subject to a restriction on distribution in accordance with § 253 (6) HGB (new version).

Assets that serve solely to settle liabilities from post-employment benefit obligations and that are exempt from attachment by all other creditors are offset against the provisions at their fair values. If the fair value of the assets exceeds the amount of liabilities, the excess amount is reported as an "excess of plan assets over postemployment benefit liability" (previous year: €1 million). The fair value of assets invested in mixed-use funds, which has been offset against the amount needed to satisfy the obligations, was €40 million as of the balance sheet date (previous year: €32 million; cost: €38 million).

20 Other Provisions

| (IN € MILLION) | | |
|--|---------------|----------------------|
| | Dec. 31, 2016 | Dec. 31, 2017 |
| Provisions for taxes | 23 | 19 |
| Miscellaneous provisions | 213 | 275 |
| (thereof for personnel expenses) | (92) | (96) |
| (thereof for marketing and selling expenses) | (66) | (83) |
| (thereof other) | (55) | (96) |
| | 236 | 294 |

Other provisions include all identifiable future payment obligations, risks, and uncertain obligations of the company. They are measured using the settlement amount dictated by prudent business judgment to fund future payment obligations. Provisions expected to be settled after more than one year are discounted at the average market interest rate for the past seven years corresponding to their remaining maturity.

Provisions for personnel expenses primarily comprise provisions for obligations relating to flextime account balances, annual bonuses, vacation pay, severance agreements, and anniversary payments. Obligations relating to flextime account balances are offset against the corresponding dedicated asset – mixed-use funds of €19 million (previous year: €16 million) – in this item.

The provisions for marketing and selling expenses relate in particular to cooperative advertising allowances, rebates, and returns.

The other provisions relate in particular to outstanding invoices, litigation risks, and provisions for expected losses from derivatives.

21 Liabilities

| (IN € MILLION) | | |
|---------------------------------------|---------------|----------------------|
| | Dec. 31, 2016 | Dec. 31, 2017 |
| Trade payables | 55 | 60 |
| Liabilities to affiliated companies | 2,031 | 2,250 |
| Other liabilities | 6 | 6 |
| (thereof tax liabilities) | (4) | (5) |
| (thereof social security liabilities) | (1) | (1) |
| | 2,092 | 2,316 |

Liabilities are recognized at their settlement amount at the balance sheet date.

Liabilities in foreign currency due within one year are translated at the middle spot rate on the balance sheet date. Non-current foreign currency liabilities are recognized at the closing rate on the balance sheet date or at the higher rate at the transaction date. Hedged foreign currency liabilities are carried at the hedge rate. There are no liabilities in foreign currency due after more than one year (previous year: €0 million).

Liabilities to affiliated companies comprise financial liabilities of €2,193 million (previous year: €1,987 million) and trade payables of €57 million (previous year: €44 million).

Of the other liabilities, none (previous year: €0 million) are due in more than one year. The liabilities are not collateralized.

Other Disclosures

22 Contingent Liabilities, Other Financial Obligations, and Legal Risks

| (IN € MILLION) | Dec. 31, 2016 | Dec. 31, 2017 |
|---|---------------|---------------|
| Contingent liabilities | | |
| Obligations under guarantees and letters of comfort | 36 | 1 |
| (thereof for affiliated companies) | (36) | (1) |
| Other financial obligations | | |
| Obligations under rental agreements and leases | 7 | 11 |
| Obligations under purchase commitments for investments | 1 | 2 |
| Obligations under purchase commitments subject to condition precedent | – | 35 |
| | 8 | 48 |

OTHER FINANCIAL OBLIGATIONS

Obligations from rental agreements and leases are reported at the total amount due until the earliest termination deadline.

The risk of contingent liability claims being asserted is considered to be low.

LEGAL RISKS

In October 2016, Beiersdorf AG was served with a claim for damages from the liquidator of Anton Schlecker e. K. in connection with German antitrust proceedings already concluded. Claims have been made against six other companies in addition to Beiersdorf. The claim, which involves joint and several liability of all defendants, totals approximately €200 million plus interest. Further claims for damages are pending or claims have been made out of court against Beiersdorf AG in connection with these antitrust proceedings. Beiersdorf contests these claims.

Assessments of the course and results of legal disputes are associated with considerable difficulty and uncertainty. Based on the currently available information, we do not expect these disputes to result in significant charges for Beiersdorf AG.

23 Derivative Financial Instruments

Beiersdorf AG's Corporate Treasury department is responsible for central currency and interest rate management within the Beiersdorf Group, and hence for all transactions involving financial derivatives. Derivative financial instruments are used to hedge the operating business and significant financial transactions that are important to the company. Beiersdorf AG is not exposed to any additional risks as a result. The transactions are conducted exclusively with marketable instruments.

Because of the small volume of non-current financial liabilities, interest rate risk is of no more than minor significance for the Beiersdorf Group. As a result, no interest rate hedges are entered into at present.

Beiersdorf AG uses currency forwards to hedge the risk of changes in exchange rates. Currency hedges relate primarily to intragroup deliveries of goods and services. In general, 75% of the planned net cash flows are hedged externally using currency forwards around three to six months before the start of the year; these currency forwards are then largely passed on at matching maturities to Group companies. As a matter of principle, currency risks relating to cross-border intragroup financing are hedged centrally in full and at matching maturities using currency forwards.

All these transactions are centrally recorded, measured, and managed in the treasury management system.

The notional value of the currency forwards at the balance sheet date was €2,242 million (previous year: €2,455 million). Of this amount, €2,242 million is due within one year. The notional values represent the aggregate of all purchase and selling amounts for derivatives. The notional values shown are not netted.

The fair value of the currency forwards at the balance sheet date was €–24 million (previous year: €–6 million). The fair value is calculated by measuring the outstanding items at market prices at the balance sheet date. At Beiersdorf AG, the derivatives entered into with banks and the offsetting transactions passed on to the subsidiaries or the contracts representing the underlying transactions constitute hedges. Provisions of €28 million (previous year: €8 million) were established at the balance sheet date for expected losses from negative market values for derivative financial instruments that are not included in hedge accounting.

The positive fair values of derivatives are exposed in principle to default risk relating to the non-fulfillment of contractual obligations by counterparties. Our external counterparties are banks for which we consider the risk of default to be extremely low.

24 Employees by Function

| AVERAGE NUMBER DURING THE YEAR | | |
|--------------------------------|--------------|--------------|
| | 2016 | 2017 |
| Research and development | 555 | 609 |
| Supply chain | 318 | 303 |
| Sales and marketing | 521 | 538 |
| Other functions | 589 | 634 |
| | 1,983 | 2,084 |

25 Disclosures on the Supervisory and Executive Boards

For fiscal year 2017, the members of the Supervisory Board received remuneration totaling €1,414 thousand (previous year: €1,431 thousand) and the Executive Board received total remuneration (including additions to provisions for Enterprise Value Components) totaling €17,811 thousand (previous year: €17,797 thousand). For information on the system of Executive and Supervisory Board remuneration and the amount of members' individual remuneration, please refer to the remuneration report. Total remuneration to former members of the Executive Board and their surviving dependents totaled €2,412 thousand (previous year: €2,500 thousand). Provisions for pension commitments to former members of the Executive Board and their surviving dependents totaled €39,047 thousand (previous year: €43,568 thousand).

Members of the Executive and Supervisory Boards did not receive any loans from the company.

Beiersdorf AG discloses details on the components of Executive and Supervisory Board remuneration in its remuneration report. The remuneration report is part of the combined management report and can be accessed online at WWW.BEIERSDORF.COM.

26 Auditors' Fees

The Annual General Meeting on April 20, 2017, elected Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft as auditors for fiscal year 2017. The total fees invoiced by Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft for the fiscal year are contained in the relevant notes to the consolidated financial statements.

27 List of Shareholdings

The following list shows those companies and equity interests in which Beiersdorf AG holds shares and/or voting rights of more than 5% on the balance sheet date.

BEIERSDORF AG'S SHAREHOLDINGS

Germany

| Name of the company | Registered office | Equity interest (in %) | Equity as of Dec. 31, 2017 (in accordance with IFRSs) in € thousand | Profit/loss for fiscal year 2017 (in accordance with IFRSs) in € thousand |
|--|-------------------|------------------------|---|---|
| La Prairie Group Deutschland GmbH ¹ | Baden-Baden | 100.00 | 3,701 | 0 |
| Produits de Beauté Logistik GmbH ¹ | Baden-Baden | 100.00 | 33,374 | 0 |
| Produits de Beauté Produktions GmbH ¹ | Baden-Baden | 100.00 | 12,748 | 0 |
| Beiersdorf Manufacturing Berlin GmbH ¹ | Berlin | 100.00 | 4,109 | 0 |
| GUHL IKEBANA GmbH ³ | Darmstadt | 10.00 | 29,458 | 13,892 |
| Beiersdorf Beteiligungs GmbH | Gallin | 100.00 | 652,740 | 57,176 |
| Tape International GmbH | Gallin | 100.00 | 64 | 8 |
| Beiersdorf Customer Supply GmbH | Hamburg | 100.00 | 109,249 | 10,928 |
| Beiersdorf Dermo Medical GmbH ⁵ | Hamburg | 100.00 | 328 | 174 |
| Beiersdorf Hautpflege GmbH ² | Hamburg | 100.00 | 0 | 0 |
| Beiersdorf Health Care AG & Co. KG | Hamburg | 100.00 | -171 | -44 |
| Beiersdorf Immo GmbH ³ | Hamburg | 100.00 | 38 | 2 |
| Beiersdorf Immobilienentwicklungs GmbH ⁵ | Hamburg | 100.00 | 1,419 | 809 |
| Beiersdorf Manufacturing Hamburg GmbH ¹ | Hamburg | 100.00 | 20,466 | 0 |
| Beiersdorf Shared Services GmbH ¹ | Hamburg | 100.00 | 28,990 | 0 |
| Next Commerce Accelerator Beteiligungsgesellschaft mbH & Co. KG ² | Hamburg | 9.90 | 0 | 0 |
| Phanex Handelsgesellschaft mbH ¹ | Hamburg | 100.00 | 28 | 0 |
| tesa Converting Center GmbH ¹ | Hamburg | 100.00 | 781 | 0 |
| tesa Grundstücksverwaltungsgesellschaft mbH & Co. KG | Hamburg | 100.00 | 16,712 | 7,631 |
| tesa Werk Hamburg GmbH ¹ | Hamburg | 100.00 | 17,974 | 0 |
| Ultra Kosmetik GmbH | Hamburg | 100.00 | 89 | 0 |
| W5 Immobilien GmbH & Co. KG | Hamburg | 100.00 | 5,118 | -35 |
| tesa nie wieder bohren GmbH | Hanau | 100.00 | 1,105 | -1,440 |
| tesa scribos GmbH ¹ | Heidelberg | 100.00 | 1,996 | 0 |
| tesa Labtec GmbH | Langenfeld | 100.00 | -6,974 | -3,291 |
| one tesa Bau GmbH | Norderstedt | 100.00 | 127 | -195 |
| tesa SE | Norderstedt | 100.00 | 549,896 | 76,264 |
| tesa Werk Offenburg GmbH ¹ | Offenburg | 100.00 | 704 | 0 |
| Beiersdorf Manufacturing Waldheim GmbH ¹ | Waldheim | 100.00 | 20,457 | 0 |

Europe

| Name of the company | Registered office | Equity interest (in %) | Equity as of Dec. 31, 2017 (in accordance with IFRSs) in € thousand | Profit/loss for fiscal year 2017 (in accordance with IFRSs) in € thousand |
|---|--------------------------|------------------------|---|---|
| Beiersdorf CEE Holding GmbH | AT, Vienna | 100.00 | 504,485 | 161,115 |
| Beiersdorf Ges mbH | AT, Vienna | 100.00 | 28,576 | 12,641 |
| La Prairie Group Austria GmbH | AT, Vienna | 100.00 | 846 | 247 |
| Skin Care Emerging Markets GmbH | AT, Vienna | 100.00 | 1 | -34 |
| tesa GmbH | AT, Vienna | 100.00 | 795 | 440 |
| SA Beiersdorf NV | BE, Brussels | 100.00 | 132,600 | 11,045 |
| tesa sa-nv | BE, Brussels | 100.00 | 2,798 | 808 |
| Beiersdorf Bulgaria EOOD | BG, Sofia | 100.00 | 3,265 | 1,589 |
| tesa tape Schweiz AG | CH, Bergdietikon | 100.00 | 2,031 | 309 |
| Beiersdorf AG | CH, Reinach | 100.00 | 26,797 | 19,717 |
| La Prairie Group AG | CH, Volketswil | 100.00 | 106,744 | 38,984 |
| Laboratoires La Prairie SA | CH, Volketswil | 100.00 | 18,717 | 10,519 |
| Beiersdorf spol. s.r.o. | CZ, Prague | 100.00 | 8,286 | 5,382 |
| tesa tape s.r.o. | CZ, Prague | 100.00 | 2,546 | 605 |
| tesa A/S | DK, Birkerød | 100.00 | 4,204 | 168 |
| Beiersdorf A/S | DK, Copenhagen | 100.00 | 3,040 | 1,314 |
| Beiersdorf Manufacturing Argenton, S.L. | ES, Argenton | 100.00 | 19,315 | 1,862 |
| tesa tape S.A. | ES, Argenton | 100.00 | 2,631 | 637 |
| La Prairie Group Iberia S.A.U. | ES, Madrid | 100.00 | 1,224 | 691 |
| Beiersdorf Holding, S.L. | ES, Tres Cantos | 100.00 | 143,022 | 32,513 |
| Beiersdorf Manufacturing Tres Cantos, S.L. | ES, Tres Cantos | 100.00 | 32,746 | 6,877 |
| Beiersdorf S.A. | ES, Tres Cantos | 100.00 | 21,802 | 14,781 |
| Beiersdorf Oy | FI, Turku | 100.00 | 5,368 | 3,232 |
| tesa Oy | FI, Turku | 100.00 | 414 | 192 |
| La Prairie Group France S.A.S. | FR, Boulogne-Billancourt | 100.00 | 2,905 | -711 |
| Beiersdorf Holding France | FR, Paris | 100.00 | 126,380 | 21,195 |
| Beiersdorf s.a.s. | FR, Paris | 99.91 | 60,111 | 16,690 |
| tesa s.a.s. | FR, Savigny-le-Temple | 100.00 | 2,065 | 648 |
| BDF Medical Ltd. | GB, Birmingham | 100.00 | 5 | 0 |
| Beiersdorf UK Ltd. | GB, Birmingham | 100.00 | 43,025 | 32,273 |
| La Prairie (UK) Limited | GB, London | 100.00 | 2,211 | 1,632 |
| tesa UK Ltd. | GB, Milton Keynes | 100.00 | 3,968 | 154 |
| Beiersdorf Hellas A.E. | GR, Gerakas | 100.00 | 23,347 | 3,702 |
| tesa tape A.E. | GR, Gerakas | 100.00 | 1,500 | 348 |
| Beiersdorf d.o.o. | HR, Zagreb | 100.00 | 4,938 | 2,780 |
| Beiersdorf Kft. | HU, Budapest | 100.00 | 8,481 | 4,069 |
| Tartsay Beruházó Kft. | HU, Budapest | 100.00 | 1,256 | 49 |
| tesa tape Ragasztószalag Termelő és Kereskedelmi Kft. | HU, Budapest | 100.00 | 1,795 | 188 |
| Beiersdorf ehf | IS, Reykjavik | 100.00 | 975 | 709 |
| Comet SpA | IT, Concagno Solbiate | 100.00 | 20,540 | 5,010 |
| Beiersdorf SpA | IT, Milan | 100.00 | 27,410 | 14,974 |
| La Prairie SpA | IT, Milan | 100.00 | 6,111 | 978 |
| tesa SpA | IT, Vimodrone | 100.00 | 4,001 | 700 |
| Beiersdorf Kazakhstan LLP | KZ, Almaty | 100.00 | 5,280 | 5,579 |
| tesa tape UAB | LT, Vilnius | 100.00 | 914 | 132 |
| Guhl Ikebana Cosmetics B.V. | NL, Almere | 10.00 | 1,602 | 1,037 |
| Beiersdorf Holding B.V. | NL, Amsterdam | 100.00 | 1,153,589 | 59,101 |

Europe (continued)

| Name of the company | Registered office | Equity interest (in %) | Equity as of Dec. 31, 2017 (in accordance with IFRSs) in € thousand | Profit/loss for fiscal year 2017 (in accordance with IFRSs) in € thousand |
|--|-------------------|------------------------|---|---|
| Beiersdorf NV | NL, Amsterdam | 100.00 | 23,728 | 19,931 |
| tesa Western Europe B.V. | NL, Amsterdam | 100.00 | 418 | 403 |
| tesa BV | NL, Hilversum | 100.00 | 806 | 423 |
| Beiersdorf AS ³ | NO, Oslo | 100.00 | 29 | 8 |
| tesa AS | NO, Oslo | 100.00 | 678 | 290 |
| Beiersdorf Manufacturing Poznan Sp. z o.o. | PL, Poznan | 100.00 | 35,992 | 6,036 |
| NIVEA Polska Sp. z o.o. | PL, Poznan | 100.00 | 42,378 | 23,120 |
| tesa tape Sp. z o.o. | PL, Poznan | 100.00 | 1,429 | 347 |
| Beiersdorf Portuguesa, Limitada | PT, Queluz | 100.00 | 12,752 | 6,958 |
| tesa Portugal - Produtos Adesivos, Lda. | PT, Queluz | 100.00 | 752 | 150 |
| Beiersdorf Romania s.r.l. | RO, Bucharest | 100.00 | 5,579 | 4,342 |
| tesa tape s.r.l. | RO, Cluj-Napoca | 100.00 | 697 | 262 |
| Beiersdorf d.o.o. | RS, Belgrade | 100.00 | 4,842 | 3,564 |
| Beiersdorf LLC | RU, Moscow | 100.00 | 16,086 | 16,999 |
| La Prairie Group (RUS) LLC | RU, Moscow | 100.00 | 1,865 | 224 |
| tesa tape OOO | RU, Moscow | 100.00 | 1,640 | 533 |
| Beiersdorf Aktiebolag | SE, Gothenburg | 100.00 | 11,316 | 7,790 |
| Beiersdorf Nordic Holding AB | SE, Gothenburg | 100.00 | 117,648 | 10,814 |
| tesa AB | SE, Kungsbacka | 100.00 | 947 | 409 |
| Beiersdorf d.o.o. | SI, Ljubljana | 100.00 | 121,001 | 4,209 |
| tesa tape posrednistvo in trgovina d.o.o. | SI, Ljubljana | 100.00 | 893 | 318 |
| Beiersdorf Slovakia, s.r.o. | SK, Bratislava | 100.00 | 5,245 | 3,467 |
| tesa Bant Sanayi ve Ticaret A.S. | TR, Istanbul | 100.00 | 4,967 | 2,362 |
| Beiersdorf Ukraine LLC | UA, Kiev | 100.00 | 1,385 | 2,963 |

Americas

| Name of the company | Registered office | Equity interest (in %) | Equity as of Dec. 31, 2017 (in accordance with IFRSs) in € thousand | Profit/loss for fiscal year 2017 (in accordance with IFRSs) in € thousand |
|---|-----------------------------|------------------------|---|---|
| Beiersdorf S.A. | AR, Buenos Aires | 100.00 | 27,699 | 7,899 |
| tesa tape Argentina S.R.L. | AR, Buenos Aires | 100.00 | 1,346 | 545 |
| Beiersdorf S.R.L. | BO, Santa Cruz de la Sierra | 100.00 | 3,531 | 1,734 |
| tesa Brasil Ltda. | BR, Curitiba | 100.00 | 1,284 | -150 |
| Beiersdorf Indústria e Comércio Ltda. | BR, Itatiba | 100.00 | 31,693 | -230 |
| BDF NIVEA LTDA. | BR, São Paulo | 100.00 | 73,211 | 7,778 |
| Beiersdorf Canada Inc. | CA, Saint-Laurent | 100.00 | 19,521 | 5,266 |
| Beiersdorf Chile S.A. | CL, Santiago de Chile | 100.00 | 16,664 | 4,622 |
| Beiersdorf S.A. | CL, Santiago de Chile | 100.00 | 28,193 | -99 |
| tesa tape Chile SA | CL, Santiago de Chile | 100.00 | 1,926 | 830 |
| Beiersdorf S.A. | CO, Bogotá | 100.00 | 9,736 | 2,858 |
| tesa tape Colombia Ltda. | CO, Santiago de Cali | 100.00 | 2,137 | -113 |
| BDF Costa Rica, S.A. | CR, San José | 100.00 | 4,129 | 1,958 |
| Beiersdorf, SRL | DO, Santo Domingo | 100.00 | 1,337 | 422 |
| Beiersdorf S.A. | EC, Quito | 100.00 | 4,544 | 2,211 |
| BDF Centroamérica, S.A. | GT, Guatemala City | 100.00 | 6,626 | 4,569 |
| tesa tape Centro América S.A. | GT, Guatemala City | 100.00 | 1,678 | 533 |
| BDF Corporativo, S.A. de C.V. | MX, Mexico City | 100.00 | 2,851 | 522 |
| BDF México, S.A. de C.V. | MX, Mexico City | 100.00 | 15,570 | -1,939 |
| tesa tape México, S.A. de C.V. | MX, Mexico City | 100.00 | 5,197 | 1,754 |
| Beiersdorf Manufacturing México, S.A. de C.V. | MX, Silao | 100.00 | 28,666 | -4,926 |
| Beiersdorf Manufacturing México Servicios, S.A. de C.V. | MX, Silao | 100.00 | 1,231 | 346 |
| BDF Panamá, S.A. | PA, Panama City | 100.00 | 2,905 | 1,848 |
| HUB LIMITED S.A. | PA, Panama City | 100.00 | -2,471 | -718 |
| Beiersdorf S.A.C. | PE, Lima | 99.81 | 2,996 | -823 |
| Beiersdorf S.A. | PY, Asunción | 100.00 | 4,813 | 2,592 |
| BDF El Salvador, S.A. de C.V. | SV, San Salvador | 100.00 | -121 | 251 |
| tesa tape inc. | US, Charlotte, NC | 100.00 | 23,484 | 15,137 |
| LaPrairie.com LLC | US, Edison, NJ | 100.00 | 0 | 0 |
| La Prairie, Inc. | US, New York City, NY | 100.00 | 10,368 | 2,377 |
| tesa Plant Sparta LLC | US, Sparta, MI | 100.00 | 21,387 | 273 |
| Beiersdorf, Inc. | US, Wilton, CT | 100.00 | 84,612 | 25,643 |
| Beiersdorf North America Inc. | US, Wilton, CT | 100.00 | 159,820 | 20,949 |
| Beiersdorf S.A. | UY, Montevideo | 100.00 | 1,966 | 419 |
| Beiersdorf S.A. | VE, Caracas | 100.00 | 46 | 139 |

Africa/Asia/ Australia

| Name of the company | Registered office | Equity interest (in %) | Equity as of Dec. 31, 2017 (in accordance with IFRSs) in € thousand | Profit/loss for fiscal year 2017 (in accordance with IFRSs) in € thousand |
|---|---------------------------|------------------------|---|---|
| Beiersdorf Middle East FZCO | AE, Dubai | 100.00 | 34,695 | 27,064 |
| Beiersdorf Near East FZ-LLC | AE, Dubai | 100.00 | 6,188 | 5,617 |
| Beiersdorf Australia Ltd. | AU, North Ryde, NSW | 100.00 | 35,412 | 22,747 |
| Beiersdorf Health Care Australia Pty. Ltd. | AU, North Ryde, NSW | 100.00 | 0 | 0 |
| La Prairie Group Australia Pty. Ltd. | AU, Rosebery, NSW | 100.00 | 5,764 | 2,113 |
| tesa tape Australia Pty. Ltd. | AU, Sydney, NSW | 100.00 | 2,797 | 381 |
| Beiersdorf Daily Chemical (Guangzhou) Co., Ltd. | CN, Guangzhou | 100.00 | 3,548 | -290 |
| Beiersdorf Hong Kong Limited | CN, Hong Kong | 100.00 | 332 | 549 |
| La Prairie Hong Kong Limited | CN, Hong Kong | 100.00 | 9,293 | 5,454 |
| tesa tape (Hong Kong) Limited | CN, Hong Kong | 100.00 | 26,983 | 10,390 |
| Beiersdorf Trading (Shanghai) Co., Ltd. | CN, Shanghai | 100.00 | 0 | 0 |
| La Prairie (Shanghai) Co., Ltd. | CN, Shanghai | 100.00 | 4,476 | 2,525 |
| NIVEA (Shanghai) Company Limited | CN, Shanghai | 100.00 | -32,517 | 4,003 |
| tesa tape (Shanghai) Co., Ltd. | CN, Shanghai | 100.00 | 63,168 | 57,451 |
| tesa Plant (Suzhou) Co., Ltd. | CN, Suzhou | 100.00 | 26,121 | 2,222 |
| Beiersdorf Daily Chemical (Wuhan) Co., Ltd. | CN, Wuhan | 100.00 | -3,182 | 2,194 |
| Beiersdorf Personal Care (China) Co., Ltd. | CN, Xiantao | 100.00 | -43,595 | -14,208 |
| Beiersdorf Nivea Egypt LLC | EG, Cairo | 100.00 | 2,062 | 97 |
| Beiersdorf Ghana Limited | GH, Accra | 100.00 | 435 | -439 |
| P.T. Beiersdorf Indonesia | ID, Jakarta | 80.00 | -432 | 681 |
| Beiersdorf India Pvt. Limited | IN, Mumbai | 51.00 | 2,893 | 1,132 |
| NIVEA India Pvt. Ltd. | IN, Mumbai | 100.00 | 34,789 | 194 |
| tesa tapes (India) Private Limited | IN, Navi Mumbai | 100.00 | 2,518 | 817 |
| Beiersdorf Holding Japan Yugen Kaisha | JP, Tokyo | 100.00 | 86,110 | 20,476 |
| La Prairie Japan K.K. | JP, Tokyo | 100.00 | -3,738 | 628 |
| Nivea-Kao Co., Ltd. | JP, Tokyo | 60.00 | 39,780 | 38,304 |
| tesa tape K.K. | JP, Tokyo | 100.00 | 6,854 | 2,062 |
| Beiersdorf East Africa Limited | KE, Nairobi | 100.00 | 4,084 | 912 |
| Alkynes Co. Ltd ³ | KR, Gyeonggi-do | 25.01 | 18,827 | 1,372 |
| Beiersdorf Korea Limited | KR, Seoul | 100.00 | 3,079 | 1,314 |
| La Prairie Korea Limited | KR, Seoul | 100.00 | 11,447 | 7,920 |
| tesa tape Korea Limited | KR, Seoul | 100.00 | 7,588 | 3,854 |
| Beiersdorf S.A. | MA, Casablanca | 100.00 | 3,266 | 937 |
| tesa tape (Malaysia) Sdn. Bhd. | MY, Kajang | 100.00 | 4,848 | 96 |
| tesa tape Industries (Malaysia) Sdn. Bhd. | MY, Kajang | 99.99 | 1,519 | 140 |
| Beiersdorf (Malaysia) SDN. BHD. | MY, Petaling Jaya | 100.00 | -4,790 | 736 |
| Beiersdorf Nivea Consumer Products Nigeria Limited | NG, Lagos | 100.00 | 5,286 | -1,892 |
| Beiersdorf Philippines Incorporated | PH, Bonifacio Global City | 100.00 | 3,966 | 964 |
| Turath Al-Bashara for Trading Limited (Skin Heritage for Trading) | SA, Jeddah | 70.00 | 11,300 | 4,488 |
| Beiersdorf Singapore Pte. Ltd. | SG, Singapore | 100.00 | -1,449 | 255 |
| tesa tape Asia Pacific Pte. Ltd. | SG, Singapore | 100.00 | 45,852 | 40,666 |
| Beiersdorf (Thailand) Co., Ltd. | TH, Bangkok | 100.00 | 108,110 | 29,760 |
| tesa tape (Thailand) Limited | TH, Bangkok | 90.57 | 1,029 | 699 |
| NIVEA Beiersdorf Turkey Kozmetik Sanayi ve Ticaret A.S. | TR, Istanbul | 100.00 | 20,525 | 4,226 |
| NIVEA (Taiwan) Ltd. | TW, Taipei | 100.00 | -927 | -182 |
| Beiersdorf Vietnam Limited Liability Company | VN, Ho Chi Minh City | 100.00 | -1,433 | -1,355 |
| Beiersdorf Consumer Products (Pty.) Ltd. | ZA, Umhlanga | 100.00 | 26,808 | 22,226 |

1 Since these companies have entered into a profit and loss transfer agreement, the accounting profit is presented after the transfer of profit and loss.

2 Figures for 2016 were not available at the date of publication.

3 Preliminary data

28 Shareholdings in Beiersdorf AG

Beiersdorf AG received the following notifications in accordance with the provisions of the *Wertpapierhandelsgesetz* (German Securities Trading Act, *WpHG*), by the preparation date of the balance sheet (February 6, 2018).* In each case, the disclosures represent the disclosers' most recent notification to the company, to the extent that additional notifications are not required to be provided for reasons of transparency.

1.

- a) Voting right notifications in accordance with § 21 (1) *WpHG* (former version) dated April 2, 2004; April 14, 2004; and April 16, 2004. The persons subject to the disclosure requirement (the "disclosers") listed in the table below notified Beiersdorf Aktiengesellschaft on April 2, 2004, April 14, 2004, and April 16, 2004, in accordance with § 21 (1) *WpHG* (former version) that they had, for the first time, exceeded the 50% threshold and held 50.46% (42,386,400 voting rights) of Beiersdorf Aktiengesellschaft as of March 30, 2004.

After adjustment for Beiersdorf Aktiengesellschaft's share buyback program, which was implemented on February 3, 2004, and the resulting attribution of the 9.99% (8,393,672 own shares) held by Beiersdorf Aktiengesellschaft in accordance with § 22 (1) sentence 1 no. 1 in conjunction with sentence 3 *WpHG* (former version), the disclosers in accordance with § 21 (1) *WpHG* (former version) each exceeded the 50% threshold for the first time as of February 3, 2004, and each held a 59.95% share (50,360,072 voting rights) in Beiersdorf Aktiengesellschaft as of this date. This increase was solely the result of the attribution of the own shares held by Beiersdorf Aktiengesellschaft in accordance with § 22 (1) sentence 1 no. 1 in conjunction with sentence 3 *WpHG* (former version).**

The disclosers' total share of voting rights as of March 30, 2004, amounted to 60.45% (50,780,072 voting rights) in each case instead of 50.46% (42,386,400 voting rights).**

All shares of voting rights were attributable to the disclosers, with the exception of Tchibo Holding AG, in accordance with § 22 (1) sentence 1 no. 1 in conjunction with sentence 3 *WpHG* (former version). 30.36% (25,500,805 voting rights) was attributable to Tchibo Holding AG (now renamed maxingvest ag) in accordance with § 22 (1) sentence 1 no. 1 in conjunction with sentence 3 *WpHG* (former version); at the time, it directly held 20.10% (16,884,000 voting rights).

* The following disclosures do not reflect the 1:3 share split resolved by the company's Annual General Meeting on May 17, 2006, because they were received before this date. As a result of this share split, each no-par value share of the company with a notional interest in the share capital of €2.56 was split into three no-par value shares with a notional interest in the share capital of €1.00 each (following the increase of the share capital without the issue of new shares).

** Due to a change in the administrative practice of the *Bundesanstalt für Finanzdienstleistungsaufsicht* (Federal Financial Supervisory Authority, *BaFin*) in December 2014 concerning the attribution of own shares, own shares held by the issuer are no longer counted towards a shareholder's share of voting rights.

The chains of controlled companies are as follows:

| Discloser* | Discloser's domicile and country of residence or of domicile | Disclosures in accordance with § 17 (2) <i>Verordnung zur Konkretisierung von Anzeige-, Mitteilungs- und Veröffentlichungspflichten sowie der Pflicht zur Führung von Insiderverzeichnissen nach dem Wertpapierhandelsgesetz</i> (Regulation setting out in detail the disclosure, notification, and announcement duties as well as the duty to maintain a list of insiders in accordance with the <i>WpHG, WpAI/V</i>) (former version) (controlled companies via which the voting rights are effectively held and whose attributed share of the voting rights amounts to 3% or more) at the time of § 17 (1) no. 6 <i>WpAI/V</i> (former version) |
|---|---|--|
| SPM Beteiligungs- und Verwaltungs GmbH (now renamed S.P.M. Beteiligungs- und Verwaltungs GmbH) | Norderstedt, Germany (now with registered office in Hamburg, Germany) | Trivium Vermögensverwaltungs GmbH, Tchibo Holding AG, Tchibo Beteiligungsgesellschaft mbH, Vanguard Grundbesitz GmbH, Beiersdorf Aktiengesellschaft |
| EH Real Grundstücksverwaltungs- gesellschaft mbH (now renamed E. H. Real Vermögensverwaltungs GmbH) | Norderstedt, Germany (now with registered office in Hamburg, Germany) | Scintia Vermögensverwaltungs GmbH, EH Real Grundstücksgesellschaft mbH & Co. KG, Tchibo Holding AG, Tchibo Beteiligungsgesellschaft mbH, Vanguard Grundbesitz GmbH, Beiersdorf Aktiengesellschaft |
| Scintia Vermögensverwaltungs GmbH | Norderstedt, Germany (now with registered office in Hamburg, Germany) | Tchibo Holding AG, Tchibo Beteiligungsgesellschaft mbH, Vanguard Grundbesitz GmbH, Beiersdorf Aktiengesellschaft |
| Trivium Vermögensverwaltungs GmbH | Norderstedt, Germany (now with registered office in Hamburg, Germany) | Tchibo Holding AG, Tchibo Beteiligungsgesellschaft mbH, Vanguard Grundbesitz GmbH, Beiersdorf Aktiengesellschaft |
| Mr. Michael Herz | Germany | SPM Beteiligungs- und Verwaltungs GmbH, Trivium Vermögensverwaltungs GmbH, Tchibo Holding AG, Tchibo Beteiligungsgesellschaft mbH, Vanguard Grundbesitz GmbH, Beiersdorf Aktiengesellschaft |
| Mr. Wolfgang Herz | Germany | EH Real Grundstücksverwaltungsgesellschaft mbH, EH Real Grundstücksgesellschaft mbH & Co. KG, Scintia Vermögensverwaltungs GmbH, Tchibo Holding AG, Tchibo Beteiligungsgesell- schaft mbH, Vanguard Grundbesitz GmbH, Beiersdorf Aktiengesellschaft |
| Max und Ingeburg Herz Stiftung | Norderstedt, Germany (now with registered office in Hamburg, Germany) | Tchibo Holding AG, Tchibo Beteiligungsgesellschaft mbH, Vanguard Grundbesitz GmbH, Beiersdorf Aktiengesellschaft |
| maxingvest ag (named Tchibo Holding AG until September 12,2007) | Hamburg, Germany | Tchibo Beteiligungsgesellschaft mbH, Vanguard Grundbesitz GmbH, Beiersdorf Aktiengesellschaft |

* The following parties have since disclosed that they hold 0% (0 voting rights): EH Real Grundstücksgesellschaft mbH & Co. KG (Norderstedt, Germany); Agneta Peleback-Herz (Germany); Joachim Herz, represented by the Joachim Herz Stiftung as his legal successor (Hamburg, Germany); Coro Vermögensverwaltungsgesellschaft mbH (Hamburg, Germany); Ingeburg Herz GbR (Norderstedt, Germany). Ingeburg Herz passed away during financial year 2015.

To clarify: The own shares held by Beiersdorf Aktiengesellschaft do not bear voting or dividend rights in accordance with § 71b *AktG*.

b) Voting right notification in accordance with § 21 (1) *WpHG* (former version) dated December 29, 2004. The voting right notification issued on December 29, 2004, by Tchibo Holding AG (now renamed maxingvest ag) in accordance with § 21 (1) *WpHG* (former version) disclosed that Tchibo Beteiligungsgesellschaft mbH (now renamed BBG Beteiligungsgesellschaft mbH) exceeded the 50% threshold for the first time when it acquired 20.10% of the voting rights in Beiersdorf Aktiengesellschaft from Tchibo Holding AG, and that it held 50.46% (42,386,400 voting rights) of Beiersdorf Aktiengesellschaft as of December 22, 2004.

After adjustment for Beiersdorf Aktiengesellschaft's share buyback program, which was implemented on February 3, 2004, and the now performed attribution in accordance with § 22 (1) sentence 1 no. 1 in conjunction with sentence 3 *WpHG* (former version) of the 9.99% (8,393,672 own shares) acquired as part of the buyback program, Tchibo Beteiligungsgesellschaft mbH exceeded the 50% threshold in accordance with § 21 (1) *WpHG* (former version) for the first time as of December 22, 2004, and held 60.45% of the voting rights in Beiersdorf Aktiengesellschaft (50,780,072 voting rights) as of this date.** A total of 40.35% (33,894,477 voting rights) was attributable to Tchibo Beteiligungsgesellschaft mbH. The chain of controlled companies was as follows: Vanguard Grundbesitz GmbH, Beiersdorf Aktiengesellschaft. This increase was solely the result of the attribution of the own shares held by Beiersdorf Aktiengesellschaft in accordance with § 22 (1) sentence 1 no. 1 in conjunction with sentence 3 *WpHG* (former version).**

** Due to a change in the administrative practice of the *Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin)* – the Federal Financial Supervisory Authority) in December 2014 concerning the attribution of own shares, own shares held by the issuer are no longer counted towards a shareholder's share of voting rights.

- c) Voting right notification in accordance with § 21 (1) *WpHG* (former version) dated April 16, 2009. EH Real Grundstücksverwaltungsgesellschaft mbH's voting right notification dated March 11, 2008, has been hereby revoked. EH Real Grundstücksverwaltungsgesellschaft mbH's share of voting rights also exceeded the 3, 5, 10, 15, 20, 25, 30, and 50% thresholds as of January 15, 2007, and continued to do so thereafter and, including the 9.99% held by Beiersdorf Aktiengesellschaft (25,181,016 own shares after adjustment for the increase of the share capital from retained earnings without the issue of new shares and the 1:3 reclassification of the share capital (share split) in 2006), continued to amount to 60.45% in accordance with § 22 (1) sentence 1 no. 1 in conjunction with sentence 3 *WpHG* (former version) (152,340,216 voting rights after the adjustment for the increase of the share capital from retained earnings without the issue of new shares and the 1:3 reclassification of the share capital (share split) in 2006).**
2. In accordance with § 25 (1) sentence 3 in conjunction with § 21 (1) sentence 1 *WpHG* (former version), Beiersdorf Aktiengesellschaft also announced that it had exceeded the threshold of 5% of the voting rights in its own company on February 3, 2004, and that a share of 9.99% has been attributable to it since then. The own shares held by the company do not bear voting or dividend rights in accordance with § 71b *AktG*.

29 Declaration of Compliance with the German Corporate Governance Code

In December 2017, Beiersdorf AG's Executive Board and Supervisory Board issued their Declaration of Compliance with the recommendations of the Government Commission on the German Corporate Governance Code for fiscal year 2017 in accordance with § 161 *Aktiengesetz* (German Stock Corporation Act, *AktG*). The Declaration of Compliance was made permanently accessible to shareholders on the company's website at WWW.BEIERSDORF.COM/DECLARATION_OF_COMPLIANCE.

** Due to a change in the administrative practice of the *Bundesanstalt für Finanzdienstleistungsaufsicht* (Federal Financial Supervisory Authority, *BaFin*) in December 2014 concerning the attribution of own shares, own shares held by the issuer are no longer counted towards a shareholder's share of voting rights.

Report on Post-Balance Sheet Date Events

No significant events occurred after the end of the fiscal year.

Proposal on the Appropriation of Beiersdorf AG's Net Retained Profits

| (IN €) | 2017 |
|-------------------------------------|-----------------------|
| Profit after tax of Beiersdorf AG | 242,877,506.21 |
| Transfer to other retained earnings | 66,477,506.21 |
| Net retained profits | 176,400,000.00 |

The Executive Board and the Supervisory Board will propose to the Annual General Meeting that the net retained profits for fiscal year 2017 of €176,400,000.00 should be appropriated as follows:

| (IN €) | 2017 |
|--|-----------------------|
| Distribution of a dividend of €0.70 per no-par value share bearing dividend rights (226,818,984 no-par value shares) | 158,773,288.80 |
| Transfer to other retained earnings | 17,626,711.20 |
| Net retained profits | 176,400,000.00 |

The amounts specified for the total dividend and for the transfer to other retained earnings reflect the shares bearing dividend rights at the time of the Executive Board's proposal on the appropriation of the net retained profits. The own shares held by the company do not bear 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 appropriation of the net retained profits is higher or lower than at the time of the Executive Board's proposal on the appropriation of the net retained 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 bearing dividend rights remains unchanged. If necessary, an appropriately modified proposal for resolution will be presented to the Annual General Meeting.

Beiersdorf AG Boards

SUPERVISORY BOARD

| Name | Profession | Memberships |
|---|--|---|
| Dr. Andreas Albrod (until April 20, 2017) | Senior Manager Regulatory Affairs Pharmaceutical, Beiersdorf AG | |
| Hong Chow (since April 20, 2017) | General Manager, Roche Pharmaceuticals, Shanghai (China) | |
| Beatrice Dreyfus (until April 20, 2017) | Management Consultant/Investment Manager, Novum Capital Management GmbH & Co. KG | Member of the Supervisory Board: – Stylepark AG |
| Frank Ganschow | Chairman of the Works Council of tesa SE | Member of the Supervisory Board: – tesa SE (intragroup) |
| Reiner Hansert (since April 20, 2017) | Director Legal Affairs Europe and Near East, and Director Corporate Brand Protection, Beiersdorf AG | |
| Michael Herz | Member of the Executive Board of maxingvest ag | Chairman of the Supervisory Board: – Tchibo GmbH Member of the Supervisory Board: – tesa SE (intragroup) |
| Thorsten Irtz Deputy Chairman | Commercial employee, Beiersdorf AG | |
| Matthias Locher | Quality Assurance employee, tesa Werk Offenburg GmbH | Member of the Supervisory Board: – tesa SE (intragroup) |
| Dr. Dr. Christine Martel* | Business manager, Nescafé Dolce Gusto Nordics, Nestlé Danmark A/S, Denmark | |
| Tomas Nieber | Research Associate, Foundation of Labor and Environment of Industriegewerkschaft Bergbau, Chemie, Energie | Member of the Supervisory Board: – maxingvest ag Member of the Advisory Board: – Qualifizierungsförderwerk Chemie GmbH |
| Frédéric Pflanz Deputy Chairman | Member of the Executive Board of maxingvest ag | |
| Prof. Dr. Reinhard Pöllath Chairman | Lawyer, P+P Pöllath + Partners, Munich | Chairman of the Supervisory Board: – maxingvest ag Member of the Supervisory Board: – Wanzl GmbH & Co. Holding KG |
| Prof. Manuela Rousseau* | Head of Corporate Social Responsibility Headquarters, Beiersdorf AG Professor at the Academy of Music and Theater, Hamburg | Member of the Supervisory Board: – maxingvest ag |
| Poul Weihrauch | Member of the Executive Management Team, Mars Inc., United States, Global President Petcare | |

* The Supervisory Board's diversity officers.

SUPERVISORY BOARD COMMITTEES

| Members of the Presiding Committee | Members of the Audit Committee | Members of the Finance Committee | Members of the Nomination Committee | Members of the Mediation Committee |
|---|--|--|---|---|
| <ul style="list-style-type: none"> - Prof. Dr. Reinhard Pöllath (Chairman) - Michael Herz - Thorsten Irtz - Frédéric Pflanz | <ul style="list-style-type: none"> - Dr. Dr. Christine Martel (Chairwoman) - Dr. Andreas Albrod (until April 20, 2017) - Reiner Hansert (since April 20, 2017) - Tomas Nieber - Frédéric Pflanz - Prof. Dr. Reinhard Pöllath | <ul style="list-style-type: none"> - Frédéric Pflanz (Chairman) - Dr. Andreas Albrod (until April 20, 2017) - Reiner Hansert (since April 20, 2017) - Dr. Dr. Christine Martel - Tomas Nieber - Prof. Dr. Reinhard Pöllath | <ul style="list-style-type: none"> - Prof. Dr. Reinhard Pöllath (Chairman) - Hong Chow (since April 20, 2017) - Beatrice Dreyfus (until April 20, 2017) - Dr. Dr. Christine Martel - Frédéric Pflanz | <ul style="list-style-type: none"> - Prof. Dr. Reinhard Pöllath (Chairman) - Dr. Andreas Albrod (until April 20, 2017) - Reiner Hansert (since April 20, 2017) - Thorsten Irtz - Frédéric Pflanz |

EXECUTIVE BOARD*

| Name | Function/Responsibilities | | Memberships |
|---|--|--|--|
| Stefan F. Heidenreich | Chairman | Corporate Development / Internal Audit / Supply Chain (Purchasing / Production / Logistics) | |
| | | Germany / Switzerland, Japan | |
| Jesper Andersen | Finance & Quality | Finance / Controlling / Legal / Compliance / IT | |
| | | Quality Assurance | |
| Stefan De Loecker | Americas & Near East | North and Latin America | |
| | | Africa, Middle East, India, Turkey, Russia | |
| Ralph Gusko | Consumer Brands & Asia Pacific | Brand Management Consumer, Research and Development / Digital | |
| | | Northeast and Southeast Asia (excluding Japan and India), Australia | |
| Thomas Ingelfinger | Europe | Europe (excluding Germany and Switzerland) | Member of the <i>consiglio di amministrazione</i> : - Davide Campari-Milano S.p.A., Italy |
| Zhengrong Liu | Human Resources & Corporate Communications | Human Resources / Corporate Communications / Sustainability / General Services & Real Estate | |
| | | - Labor Relations Director - | |
| Vincent Warnery (since February 15, 2017) | Pharmacy & Selective | Eucerin / Plaster / La Prairie | |

* In connection with their Group management and supervisory duties, the members of the Executive Board of Beiersdorf AG also hold offices in comparable supervisory bodies at Group companies and investees.

Hamburg, February 6, 2018
Beiersdorf AG

The Executive Board

Independent Auditor's Report

To Beiersdorf Aktiengesellschaft

Report on the audit of the annual financial statements and management report

AUDIT OPINIONS

We have audited the annual financial statements of Beiersdorf Aktiengesellschaft, Hamburg, which comprise the balance sheet as at December 31, 2017, and the income statement for the fiscal year from January 1 to December 31, 2017, and notes to the financial statements, including the recognition and measurement policies presented therein. In addition, we have audited the management report of Beiersdorf Aktiengesellschaft, which is combined with the group management report of the Company, for the fiscal year from January 1 to December 31, 2017. In accordance with the German legal requirements, we have not audited the content of the information contained in the section entitled "Report on Equal Opportunities and Equal Pay in accordance with §§ 21, 22 *Entgelttransparenzgesetz* (Pay Transparency Act, *EntgTranspG*)" in the management report.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as at December 31, 2017 and of its financial performance for the fiscal year from January 1 to December 31, 2017 in compliance with German Legally Required Accounting Principles, and
- the accompanying management report as a whole provides an appropriate view of the Company's position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. Our opinion on the management report does not cover the content of the information contained in the section entitled "Report on Equal Opportunities and Equal Pay in accordance with §§ 21, 22 *Entgelttransparenzgesetz* (Pay Transparency Act, *EntgTranspG*)."

Pursuant to § 322 (3) sentence 1 *HGB*, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and the management report.

BASIS FOR THE AUDIT OPINIONS

We conducted our audit of the annual financial statements and of the management report in accordance with § 317 *HGB* and the EU Audit Regulation (No 537/2014, referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the *Institut der Wirtschaftsprüfer* [Institute of Public Auditors in Germany] (*IDW*). Our responsibilities under those requirements and principles are further described in the "Auditor's responsibilities for the audit of the annual financial statements and of the

management report" section of our auditor's report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the management report.

KEY AUDIT MATTERS IN THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual financial statements for the fiscal year from January 1 to December 31, 2017. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

Below, we describe what we consider to be the key audit matters:

Recognizing revenue from the sale of goods and products

REASONS WHY THE MATTER WAS DETERMINED TO BE A KEY AUDIT MATTER

The annual financial statements of Beiersdorf AG recognize revenue from the sale of goods and products at the transfer of risk, less discounts, customer bonuses, and rebates, and taking into account returns. Given the large number of different contractual arrangements in relation to discounts, customer bonuses, rebates, and the judgment to be exercised in evaluating the expected discounts, customer bonuses and rebates, as well as returns, there is an elevated risk of material misstatement in the recognition of revenue from the sale of goods and products.

AUDITOR'S RESPONSE

As part of our audit, we walked through the process for revenue recognition implemented by the executive directors of Beiersdorf AG and the accruals for expected discounts, customer bonuses, rebates, and expected returns using individual transactions from order receipt to recognition in the financial statements, and tested the controls implemented in this process. Moreover, we performed an examination on a test basis to determine whether the contractually agreed and awarded discounts, customer bonuses, and rebates, and the actual returns were deducted from sales revenue on an accrual basis. We examined the sales revenue in the 2017 fiscal year, checking among other things for correlation with the associated trade receivables to identify irregularities in the development of sales revenue. Furthermore, in respect of the accruals principle, we obtained balance confirmations from customers. Using a comparison of plan and actual figures for the assumptions made in previous years to calculate expected returns of

goods and products, and taking into account the contractual agreements made with customers, we analyzed the calculation of still expected returns of goods and products and their deduction from sales revenue.

Our audit procedures did not give rise to any reservations in respect of the recognition of revenue from the sale of goods and products.

REFERENCE TO RELATED DISCLOSURES

For the accounting policies applied in relation to the recognition of revenue from the sale of goods and products and for the associated disclosures on the exercise of judgment, we refer to the information in the notes to the annual financial statements, note 01 in the chapter "Notes to the Income Statement".

Current and deferred income taxes

REASONS WHY THE MATTER WAS DETERMINED TO BE A KEY AUDIT MATTER

The Beiersdorf AG Group operates its business activities in different legal jurisdictions, with the associated complexity which also impacts on Beiersdorf AG and the recognition of current and deferred income taxes, specifically the transfer prices applied, intragroup financing, and changing tax laws. The calculation of provisions for income tax liabilities and the calculation of deferred tax items require the executive directors of Beiersdorf AG to exercise considerable judgment in evaluating tax-related matters and to estimate tax risks.

AUDITOR'S RESPONSE

As part of its assessment of tax risks, the executive directors of Beiersdorf AG regularly engage external tax experts to provide professional statements on individual matters. We involved our tax experts to evaluate the tax-related assessments made by the executive directors of Beiersdorf AG, taking into account any professional statements from external experts where these had been provided. We also examined the correspondence with the competent tax authorities and the latest status of ongoing appeal proceedings and court cases. We examined the assumptions used to calculate current income tax provisions and deferred taxes, taking particular account of the transfer prices used, on the basis of our knowledge and experience of the current application of the relevant legal provisions by authorities and courts. We also evaluated the information in the notes to the annual financial statements of Beiersdorf AG on current and deferred income taxes.

Our audit procedures did not give rise to any reservations in respect of the recognition of current and deferred income taxes.

REFERENCE TO RELATED DISCLOSURES

For the accounting policies applied in relation to current and deferred income taxes and for the associated disclosures on the exercise of judgment by the executive directors as well as the sources of estimation uncertainty, we refer to the information in the notes to the annual financial statements, section "General

Notes to the Annual Financial Statements" in the chapter "Basis of Preparation of Beiersdorf AG's Financial Statements" and note 10 in the chapter "Notes to the Income Statement".

Legal disputes in connection with concluded antitrust proceedings

REASONS WHY THE MATTER WAS DETERMINED TO BE A KEY AUDIT MATTER

In October 2016, Beiersdorf AG was served with a claim for damages from the insolvency administrator of Anton Schlecker e. K. i. I., Ehingen Donau, in connection with German antitrust proceedings already concluded. Claims have been made against six other companies in addition to Beiersdorf AG. The claim by the insolvency administrator of Anton Schlecker e. K. i. I., Ehingen Donau, which involves joint and several liability of all defendants, totals approximately €200 million plus interest. In connection with these already concluded antitrust proceedings, other customers of Beiersdorf AG filed claims for damages against Beiersdorf AG or announced claims out of court in fiscal years 2016 and 2017. Given the uncertainty that exists, accounting for the legal risks from the damages claims filed in the annual financial statements requires the executive directors of Beiersdorf AG to exercise significant judgment in evaluating whether and to what extent potential damages have arisen and the scale on which claims under joint and several liability may be enforced. In determining the amount of possible damages, there is considerable judgment in relation to the assumptions concerning the amount of the "overcharge" and the level of the "pass-on rate." The "overcharge" is the percentage difference between the prices actually observed on the market and the prices that would be expected in the absence of a cartel. The "pass-on rate" is the percentage of the supplier price increases that was passed on to customers.

AUDITOR'S RESPONSE

In assessing the legal risks, the executive directors of Beiersdorf AG commissioned external lawyers to provide professional statements evaluating the legal basis for the claims filed and the potential joint and several liability, as well as reports from external experts calculating the extent of potential damages. With the support of our legal experts, we examined the existing claims for damages, statements of defense, replies to the statements of defense, and other correspondence to determine whether these had been taken into account in the risk assessment by the executive directors of Beiersdorf AG. Furthermore, we obtained an understanding of the calculation of possible damages, and particularly of the assumptions based on econometric models in relation to the amount of the overcharge and the level of the pass-on rate, by discussing the external expert's methodology with the external expert and evaluating it. We also evaluated the professional qualifications of the external expert. In addition, our audit procedures involved assessing the disclosures in the notes to the annual financial statements of Beiersdorf AG on the legal risks arising from the damages claims filed.

Our audit procedures did not give rise to any reservations in respect of the accounting treatment of the legal risks arising from legal disputes in connection with antitrust proceedings already concluded.

REFERENCE TO RELATED DISCLOSURES

For the disclosures concerning legal risks in connection with one concluded case of antitrust proceedings, we refer to “Estimates and Assumptions” in the chapter “Basis of Preparation of Beiersdorf AG’s Financial Statements” as well as note 22 in the chapter “Other Disclosures” in the notes to the annual financial statements.

OTHER INFORMATION

The executive directors are responsible for the other information. Other information comprises the following information obtained on or before the date of this auditor’s report:

- in the section entitled “Report on Equal Opportunities and Equal Pay in accordance with §§ 21, 22 *Entgelttransparenzgesetz* (Pay Transparency Act, *EntgTranspG*) of the management report,
- in the chapter entitled “Responsibility Statement by the Executive Board,” the responsibility statement in accordance with §§ 264 (2) 3 and 289 (1) 5 *HGB* in Beiersdorf AG’s report on the annual financial statements,

and in other parts of Beiersdorf AG’s report on the annual financial statements, with the exception of the annual financial statements, the management report and our related auditor’s report.

Our opinions on the annual financial statements and on the management report do not cover the other information, and consequently we do not express an opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information and, in doing so, to consider whether the other information

- is materially inconsistent with the annual financial statements, with the management report or our knowledge obtained in the audit, or
- otherwise appears to be materially misstated.

RESPONSIBILITIES OF THE EXECUTIVE DIRECTORS AND THE SUPERVISORY BOARD FOR THE ANNUAL FINANCIAL STATEMENTS AND THE MANAGEMENT REPORT

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German legally required accounting principles. In addition, the executive directors are responsible for such internal control as they,

in accordance with German legally required accounting principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company’s ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual circumstances conflict therewith.

Furthermore, the executive directors are responsible for the preparation of the management report that, as a whole, provides an appropriate view of the Company’s position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the management report.

The Supervisory Board is responsible for overseeing the Company’s financial reporting process for the preparation of the annual financial statements and of the management report.

AUDITOR’S RESPONSIBILITIES FOR THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND OF THE MANAGEMENT REPORT

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the management report as a whole provides an appropriate view of the Company’s position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor’s report that includes our audit opinions on the annual financial statements and management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with § 317 *HGB* and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the *Institut der Wirtschaftsprüfer (IDW)* will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial statements and of the management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of these systems.
- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German legally required accounting principles.
- Evaluate the consistency of the management report with the annual financial statements, its conformity with German law, and the view of the Company's position it provides.
- Perform audit procedures on the prospective information presented by the executive directors in the management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and discuss with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters discussed with those charged with governance, we determine those matters that were of most significance in the audit of the annual financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Other legal and regulatory requirements

FURTHER INFORMATION PURSUANT TO ARTICLE 10 OF THE AUDIT REGULATION

We were elected as auditor by the Annual General Meeting on April 20, 2017. We were engaged by the Supervisory Board on April 27, 2017. We have been the auditor of Beiersdorf AG without interruption since fiscal year 2006.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

GERMAN PUBLIC AUDITOR RESPONSIBLE FOR THE ENGAGEMENT

The German Public Auditor responsible for the engagement is Kristian Ludwig.

Hamburg, February 7, 2018

Ernst & Young GmbH
Wirtschaftsprüfungsgesellschaft

LUDWIG
German Public Auditor

JESCHONNECK
German Public Auditor

Responsibility Statement by the Executive Board

To the best of our knowledge, and in accordance with the applicable reporting principles, the annual financial statements give a true and fair view of the assets, liabilities, financial position, and profit or loss of the company, and the management report includes a fair review of the development and performance of the business and the position of the company, together with a description of the material opportunities and risks associated with the expected development of the company.

Hamburg, February 6, 2018
The Executive Board

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www.beiersdorf.com

The Annual Financial Statements of Beiersdorf AG are also available in German.

The online versions of the Beiersdorf financial publications are available at WWW.BEIERSDORF.COM/FINANCIAL_REPORTS.

Financial Calendar

2018

April 25

—
Annual General Meeting

April 30

—
Dividend Payment

May 8

—
**Quarterly Statement
January to March 2018**

August 7

—
**Half-Year Report
2018**

October 30

—
**Quarterly Statement
January to September 2018**

2019

January

—
**Publication of
Preliminary Group Results 2018 (Sales)**

February/March

—
**Publication of Annual Report 2018,
Annual Accounts Press Conference,
Financial Analyst Meeting**

March/April

—
Annual General Meeting

May

—
**Quarterly Statement
January to March 2019**

August

—
**Half-Year Report
2019**

October

—
**Quarterly Statement
January to September 2019**