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Invitation

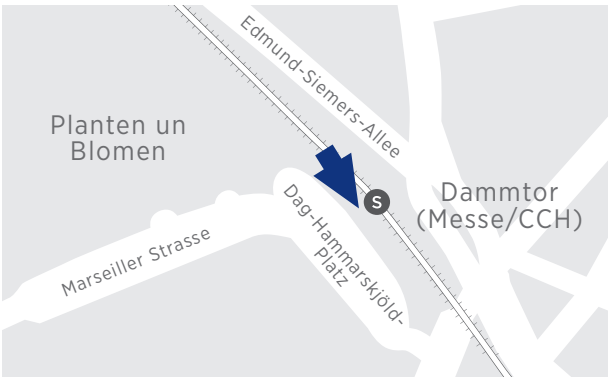
to the Ordinary Annual General Meeting
on April 17, 2014 in Hamburg

Beiersdorf Aktiengesellschaft, Hamburg
Wertpapier-Kennnummer 520000
ISIN DE0005200000



Beiersdorf Aktiengesellschaft
shareholders are hereby invited
to attend the Company's
Annual General Meeting to be held on
Thursday, April 17, 2014 at 10.30 a.m.
(doors open at 9.30 a.m.) in the
Congress Centrum Hamburg, Room 1,
Am Dammtor/Marseiller Strasse in
Hamburg, Germany.

Location Plan Congress Centrum Hamburg



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

Dear Shareholders,

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

The Annual General Meeting will be held on April 17, 2014, at 10.30 a.m. (doors open at 9.30 a.m.) in the Congress Centrum Hamburg, Room 1, Am Dammtor/Marseiller Strasse.

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

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

In addition, agenda item 6 contains the proposals for this year's Supervisory Board election.

Finally, agenda item 7, the Executive Board and the Supervisory Board are proposing the approval of amendments to a number of existing profit and loss transfer agreements in order to maintain the tax group.

Sincerely,
Beiersdorf AG



Stefan F. Heidenreich
Chairman of the Executive Board



Dr. Ulrich Schmidt
Member of the Executive Board
(Finance, Supply Chain and
Human Resources)

Beiersdorf Aktiengesellschaft
Unnastraße 48
20245 Hamburg
Registergericht Hamburg
HRB 1787

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

Agenda

1. Presentation of the adopted annual financial statements of Beiersdorf Aktiengesellschaft and the approved consolidated financial statements together with the management reports of Beiersdorf Aktiengesellschaft and the Group for fiscal year 2013, the report by the Supervisory Board, and the explanatory report by the Executive Board on the information provided in accordance with §§ 289 (4), 315 (4) *Handelsgesetzbuch* (German Commercial Code, *HGB*)

The Supervisory Board approved the annual financial statements for Beiersdorf Aktiengesellschaft prepared by the Executive Board and the consolidated financial statements for fiscal year 2013 in accordance with §§ 172, 173 *Aktiengesetz* (German Stock Corporation Act, *AktG*) on February 20, 2014, and thus adopted the annual financial statements. A resolution by the Annual General Meeting is therefore not required.

The adopted annual financial statements of Beiersdorf Aktiengesellschaft and the approved consolidated financial statements together with the management reports of Beiersdorf Aktiengesellschaft and the Group for fiscal year 2013, the report by the Supervisory Board, and the explanatory report by the Executive Board on the information provided in accordance with §§ 289 (4), 315 (4) *HGB* must be made available to the Annual General Meeting, even though it is not required to resolve on this. The above mentioned documents are available for inspection by shareholders at the headquarters of Beiersdorf Aktiengesellschaft, Unnastrasse 48, 20245 Hamburg, Germany, and are also available on the Company's German website at www.Beiersdorf.de/Hauptversammlung (see www.Beiersdorf.com/Annual_General_Meeting for the English version). Upon request, copies of these documents will also be sent to shareholders free of charge and without delay. They will also be available at the Annual General Meeting.

2. Resolution on the utilization of net retained profits

The Executive Board and Supervisory Board propose that the net retained profits for fiscal year 2013 in the amount of €244,599,391.81 be utilized as follows:

(IN €)

Distribution of a dividend of €0.70 per no-par value bearer share carrying dividend rights (226,818,984 no-par value bearer shares carrying dividend rights)	158,773,288.80
Transfer to other retained earnings	85,826,103.01
Net retained profits	244,599,391.81

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

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

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

The Executive Board and Supervisory Board propose approving the actions of the members of the Executive Board in office in fiscal year 2013 for this period.

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

The Executive Board and Supervisory Board propose approving the actions of the members of the Supervisory Board in office in fiscal year 2013 for this period.

5. Election of the auditors for fiscal year 2014

On the recommendation of its Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, Germany, be elected as the auditors for Beiersdorf Aktiengesellschaft and the Beiersdorf Group for fiscal year 2014.

6. Elections to the Supervisory Board

The term of office of all members of the Supervisory Board ends at the end of the Annual General Meeting on April 17, 2014.

In accordance with §§ 96 (1) and 101 (1) AktG in conjunction with § 7 (1) sentence 1 no. 1 *Mitbestimmungsgesetz* (German Co-determination Act, *MitbestG*) as well as with § 11 (1) of the Articles of Asso-

ciation of Beiersdorf Aktiengesellschaft, the Supervisory Board is composed of twelve members, six of whom are elected by the Annual General Meeting and six by the employees. The Annual General Meeting is not bound by any proposals put forward when electing the shareholder representatives on the Supervisory Board. The members of the Supervisory Board are elected on an individual basis.

The Supervisory Board proposes that the following people be elected as shareholder representatives to the Company's Supervisory Board with effect from the end of the Annual General Meeting on April 17, 2014, until the end of the Annual General Meeting resolving the approval of the activities of the Supervisory Board for fiscal year 2018:

- a) Michael Herz
Hamburg, Germany
Member of the Executive Board of maxingvest ag
Mr. Herz is a member of the following statutory supervisory boards of German companies:
- Tchibo GmbH (Chairman)
 - tesa SE
- He is not a member of comparable domestic and foreign supervisory bodies of business enterprises.
- b) Thomas Holzgreve
Bad Oldesloe, Germany
Member of the Executive Board of maxingvest ag
Mr. Holzgreve is a member of the following statutory supervisory boards of German companies:
- Tchibo GmbH
- He is not a member of comparable domestic and foreign supervisory bodies of business enterprises.
- c) Dr. Dr. Christine Martel
Frederiksberg, Denmark
Business Manager Nescafé Dolce Gusto Nordics,
Nestlé Danmark A/S, Denmark
Dr. Dr. Martel does not belong to any statutory supervisory boards of German companies, nor is she a member of comparable domestic or foreign supervisory bodies of business enterprises.
The Supervisory Board considers Dr. Dr. Martel to meet the requirements for an independent financial expert in accordance with § 100 (5) of the *AktG* due in particular to her activities as the former Head of Finance and Strategic Business Planning for a business unit of Nestlé S.A., Switzerland.

- d) Isabelle Parize
Orcq, Belgium
Chief Executive Officer of Nocibé S.A., France
- Ms. Parize does not belong to any statutory supervisory boards of German companies.
- She is a member of the following comparable domestic and foreign supervisory bodies of business enterprises:
- SOFIPOST S.A., France
(Member of the *Conseil d'Administration* (Board of Directors))
 - *Agence française pour les investissements internationaux* ("AFII", French Agency for International Investments)
(Member of the *Conseil d'Administration* (Board of Directors))
- e) Prof. Dr. Reinhard Pöllath
Munich, Germany
Lawyer, P+P Pöllath + Partners
- Prof. Dr. Pöllath is a member of the following statutory supervisory boards of German companies:
- maxingvest ag (Chairman)
 - Tchibo GmbH
 - Wanzl GmbH & Co. Holding KG
- He is not a member of any comparable domestic and foreign supervisory bodies of business enterprises.
- f) Poul Weihrauch
Waterloo, Belgium
Member of the Management (Global President Food, Drinks and Europe Multi Sales), Mars, Inc., USA
- Mr. Weihrauch does not belong to any statutory supervisory boards of German companies or to any comparable domestic and foreign supervisory bodies of business enterprises.

In accordance with section 5.4.3 sentence 3 of the German Corporate Governance Code, attention is drawn to the fact that, in the case of his re-election to the Company's Supervisory Board, Prof. Dr. Reinhard Pöllath is to be proposed as a candidate for the position of Chairman of the Supervisory Board.

Furthermore, the Supervisory Board proposes the following alternate member for the above-mentioned Supervisory Board members in accordance with § 11 (4) of the Articles of Association for the period of the regular term of office of these members (§ 11 (2) of the Articles of Association):

- g) Beatrice Dreyfus
Frankfurt am Main, Germany
Investment Manager, Novum Capital Beratungsgesellschaft mbH
Ms. Dreyfus does not belong to any statutory supervisory boards of German companies.
She is a member of the following comparable domestic and foreign supervisory bodies of business enterprises:
- ES-Plastic GmbH
(Member of the Advisory Board)

In accordance with § 11 (4) sentence 1 of the Articles of Association, the proposed alternate member will succeed to the Supervisory Board if one of the members of the Supervisor Board elected by the Annual General Meeting leaves the Supervisory Board before the end of his or her regular term of office without a successor having previously been appointed. In accordance with § 11 (5) sentence 2 of the Articles of Association, the proposed alternate member shall revert to his or her original status as an alternate member if a successor is appointed for the Supervisory Board member who left before the end of his or her regular term of office and whom the alternate member succeeded on the Supervisory Board.

The above-mentioned proposals are based on the recommendations made by the Nomination Committee and take into account the Supervisory Board's objectives for its composition.

The Supervisory Board does not consider any of the above-mentioned candidates to have personal or business relationships with the company or its group companies, the company's governing bodies, or a shareholder holding a material interest which the Supervisory Board considers would be material to the election decision within the meaning of section 5.4.1 (5) of the German Corporate Governance Code. However, the Supervisory Board is disclosing, with reference to section 5.4.1 (4) and (5) of the German Corporate Governance Code, the following relationships as a precaution:

Dr. Dr. Christine Martel, Mr. Michael Herz, Mr. Thomas Holzgreve, and Prof. Dr. Reinhard Pöllath are already members of the Supervisory Board.

Mr. Michael Herz and Mr. Thomas Holzgreve are members of the Management Board of maxingvest ag, which indirectly and directly holds 50.47% of Beiersdorf Aktiengesellschaft's shares.

Mr. Michael Herz is also a direct and indirect shareholder of maxingvest ag and, in accordance with the statutory allocation provisions, has an indirect majority interest and a direct interest in Beiersdorf Aktiengesellschaft.

Prof. Dr. Reinhard Pöllath is the Chairman of the Supervisory Board of maxingvest ag and acts as an advisor to Mr. Michael Herz as well as to the other shareholders of maxingvest ag.

Further details on the candidates, in particular brief biographies, can be found on the Company's website at www.Beiersdorf.com/Annual_General_Meeting.

7. Resolution on the approval of amendments to existing profit and loss transfer agreements

The following existing tax group and profit transfer agreements/ profit and loss transfer agreements are in force between Beiersdorf Aktiengesellschaft on the one hand and the wholly owned affiliates listed below on the other:

- Beiersdorf Manufacturing Berlin GmbH (formerly GUHL Kosmetik GmbH), tax group and profit transfer agreement dated November 1, 1982,
- Beiersdorf Manufacturing Hamburg GmbH, profit and loss transfer agreement dated February 1, 2008,
- Beiersdorf Manufacturing Waldheim GmbH, profit and loss transfer agreement dated February 28, 2012,
- Beiersdorf Shared Services GmbH, profit and loss transfer agreement dated November 19, 2002,
- Phanex Handelsgesellschaft mbH, profit and loss transfer agreement dated April 19, 1989,
- Produits de Beauté Logistik GmbH, profit and loss transfer agreement dated March 31, 2003.

The *Gesetz zur Änderung und Vereinfachung der Unternehmensbesteuerung und des steuerlichen Reisekostenrechts* (German Act Amending and Simplifying Business Taxation and the Law governing the Taxation of Travel Expenses) dated February 20, 2013, stipulates that, among other things, profit transfer agreements entered into with consolidated tax group subsidiaries in the legal form of a GmbH must in the future contain a reference to the provisions regarding the assumption of losses in accordance with § 302 *AktG*, as amended, in order for the income tax group to be recognized.

With regard to this statutory amendment, Beiersdorf Aktiengesellschaft has entered into amending agreements with the affiliates mentioned above, which supplement the existing profit and loss transfer agreements to include such a dynamic reference to § 302 *AktG*. This

is intended to clarify that the reference to the requirements governing the assumption of losses contained in the agreements always refers to the most recent version of § 302 *AktG*, as amended. The material substance of the amending agreements in each case is thus as follows: Beiersdorf Aktiengesellschaft is obliged to assume losses incurred by the affiliate in each case in accordance with § 302 *AktG*, as amended. The amending agreements do not provide for any further amendments.

To be effective, the amending agreements require the approval of Beiersdorf Aktiengesellschaft's Annual General Meeting in addition to the approval in each case of the affiliate's shareholders' meeting, which has already been granted. The amending agreements will take effect retroactively as of January 1 of the year in which they are entered in the commercial register for the affiliate concerned.

Beiersdorf Aktiengesellschaft was the sole shareholder in each case of the above-mentioned companies on the date the amending agreements were entered into and will continue to be the sole shareholder on the date of the Annual General Meeting. For this reason, the amending agreements are not required to be audited by a court-appointed contract auditor (§§ 295 (1) sentence 2 and 293 b (1) *AktG*).

Beiersdorf Aktiengesellschaft's Executive Board and the general managers of the above-mentioned affiliates have prepared a joint report in each case in accordance with §§ 295 (1) sentence 2 and 293 a *AktG* in which the amending agreements have been explained and justified in detail in legal and economic terms. The joint reports are available for inspection by shareholders together with the other documents for publication at the headquarters of Beiersdorf Aktiengesellschaft, Unnastrasse 48, 20245 Hamburg, Germany, since the date the Annual General Meeting was convened and are also available on the Company's website at **www.Beiersdorf.com/Annual_General_Meeting** (only available in German). Upon request, copies of these documents will also be sent to shareholders free of charge and without delay. They will also be available at the Annual General Meeting.

The Executive Board and Supervisory Board propose approving

- a) the amending agreement to the tax group and profit transfer agreement between Beiersdorf Aktiengesellschaft and Beiersdorf Manufacturing Berlin GmbH,
- b) the amending agreement to the profit and loss transfer agreement between Beiersdorf Aktiengesellschaft and Beiersdorf Manufacturing Hamburg GmbH,
- c) the amending agreement to the profit and loss transfer agreement between Beiersdorf Aktiengesellschaft and Beiersdorf Manufacturing Waldheim GmbH,
- d) the amending agreement to the profit and loss transfer agreement between Beiersdorf Aktiengesellschaft and Beiersdorf Shared Services GmbH,
- e) the amending agreement to the profit and loss transfer agreement between Beiersdorf Aktiengesellschaft and Phanex Handelsgesellschaft mbH,
- f) the amending agreement to the profit and loss transfer agreement between Beiersdorf Aktiengesellschaft and Produits de Beauté Logistik GmbH.

Attendance at the Annual General Meeting

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

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

According to § 18 of the Company's current Articles of Association, shareholders are entitled to attend the Annual General Meeting and to exercise their voting rights if they have registered for the Annual General Meeting with the Company, and submitted special proof of their share ownership in *Textform* (written proof according to § 126 b *Bürgerliches Gesetzbuch* (German Civil Code, BGB)) in German or English from their custodian bank to the Company, at the following address:

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

The proof of share ownership must refer to the beginning of March 27, 2014, (0.00 hrs CET, the so-called record date) and must be received by the Company together with the registration for the Annual General Meeting at the above mentioned address by the end of April 10, 2014, (24.00 hrs CEST) at the latest.

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

After the registration and the proof of share ownership have been received at the above address, the eligible shareholders will receive entry cards indicating the number of votes. To ensure the timely

receipt of the entry cards, we request that shareholders take care to submit their registration for the Annual General Meeting and the proof of their share ownership to the Company in good time.

Submitting votes by post

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

Postal votes can be submitted via the Internet (**www.Beiersdorf.de/Hauptversammlung** for the German version or **www.Beiersdorf.com/Annual_General_Meeting** for the English version) or using the postal voting form included on the entry cards to the Annual General Meeting and made available on the Company's website at **www.Beiersdorf.com/Annual_General_Meeting** (only available in German).

Postal votes submitted via the Internet must be cast in full by no later than the end of the general debate at the Annual General Meeting. Postal votes submitted via the Internet may also be revoked or changed up to this point. The entry card printed with the necessary login information is required to participate in postal votes via the Internet. Shareholders can access the system via the Company's German website at **www.Beiersdorf.de/Hauptversammlung** (see **www.Beiersdorf.com/Annual_General_Meeting** for the English version).

Postal votes submitted using the postal voting form must have been received at the following address by the end of April 15, 2014, (24.00 hrs CEST) at the latest:

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

If shareholders exercising their postal voting rights by the deadline vote both using the postal voting form and via the Internet, only the votes submitted using the postal voting form will be treated as binding, regardless of the date of receipt. In addition, votes submitted using the postal voting form may not be revoked or changed via the Internet.

Shareholder representatives can also vote by post. To this extent, the provisions for voting representatives and granting proxies (as described below in each case, see the section entitled “Granting proxies and voting representatives”) shall apply with the necessary modifications, in particular in relation to proof of whether a proxy has been granted.

Shareholders will receive further details of the procedure for postal votes together with their entry card after they have registered for the Annual General Meeting and submitted proof of ownership. This information is also available on the Company’s website at www.Beiersdorf.com/Annual_General_Meeting.

Granting proxies and voting representatives

Shareholders may appoint a proxy such as a bank or shareholders’ association to exercise their voting rights at the Annual General Meeting. In this case, too, shareholders must submit their registrations for the Annual General Meeting and provide proof of share ownership in the manner described above by the deadline. Proxies, any revocations, and proof that the proxy was issued that is furnished to the Company must be supplied as a matter of principle in *Textform* (§ 126 b BGB). Neither the law nor the Articles of Association specify a special form for granting a proxy to a bank, a shareholders’ association, or other persons or institutions with equivalent status in accordance with § 135 (8) *AktG* and § 135 (10) *AktG* in conjunction with § 125 (5) *AktG*. The bank, institution, or person to be granted the proxy may require the proxy document to take a particular form because these proxy holders are required under § 135 *AktG* to maintain verifiable records of proxies issued. Please ask the proxy holder to be appointed for further information.

Granting proxies

To issue proxies, we ask our shareholders to use the proxy form provided on their entry card or the downloadable proxy form available on the Company’s website at www.Beiersdorf.com/Annual_General_Meeting (only available in German). The Company will also send shareholders proxy forms on request.

Proof that a proxy has been granted to a proxy holder must be presented at the point of access control on the day of the Annual General Meeting or sent to the Company in advance at the latest up to the end of April 15, 2014, (24.00 hrs CEST) at the following address:

Beiersdorf Aktiengesellschaft
Investor Relations (Bf. 86)
Unnastraße 48
20245 Hamburg, Germany

Fax: +49 40 4909-187603
E-mail: HV-Anmeldung@Beiersdorf.com

Voting representatives

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

The proxy and instructions to the voting representative appointed by the Company may be issued via the Internet (**www.Beiersdorf.de/Hauptversammlung** for the German version or **www.Beiersdorf.com/Annual_General_Meeting** for the English version) or in *Textform* using the proxy and instruction forms provided on the entry cards to the Annual General Meeting and made available on the Company's website at **www.Beiersdorf.com/Annual_General_Meeting** (only available in German), as well as at the Annual General Meeting.

Proxies for and instructions to the voting representative appointed by the Company submitted via the Internet must have been issued in full by no later than the end of the general debate at the Annual General Meeting. Proxies submitted via the Internet may also be revoked, or a change made to the instructions submitted via the Internet, up to this point. The entry card printed with the necessary login information is required for using the web-based voting system. Shareholders can access the system via the Company's German website at **www.Beiersdorf.de/Hauptversammlung** (see **www.Beiersdorf.com/Annual_General_Meeting** for the English version).

Proxies and instructions to the voting representative appointed by the Company submitted using the form can be sent to the Company in *Textform* ahead of the Annual General Meeting at the following address:

Beiersdorf Aktiengesellschaft
Investor Relations (Bf. 86)
Unnastraße 48
20245 Hamburg, Germany

Fax: +49 40 4909-187603
E-mail: HV-Anmeldung@Beiersdorf.com

In this case, the completed form must be received at the latest by the end of April 15, 2014 (24.00 hrs CEST) for organizational reasons. This does not affect the option to issue a proxy to the voting representative appointed by the Company during the course of the Annual General Meeting. Shareholders must also submit their registration for the Annual General Meeting and proof of share ownership in the manner described above by the deadline if they plan to grant a proxy to the voting representative appointed by the Company.

If shareholders grant proxies and instructions to the voting representative in both *Textform* using the forms and via the Internet, only the proxies and instructions submitted in *Textform* will be treated as binding, regardless of the date of receipt. In addition, proxies and instructions submitted in *Textform* may not be revoked or changed via the Internet.

Shareholders can obtain further details of how to issue proxies and issue instructions, including to the voting representative appointed by the Company together with their entry card after they have registered for the Annual General Meeting and submitted proof of share ownership. This information is also available on the Company's website at **www.Beiersdorf.com/Annual_General_Meeting**.

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

Shareholders' rights

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

Shareholders whose shares, when taken together, amount to one-twentieth of the share capital or €500,000 (500,000 shares) can demand that items be tabled on the agenda and announced. The reasons for each new item must be given or the item must be accompanied by a proposal for resolution. The request must be directed in writing to Beiersdorf Aktiengesellschaft's Executive Board and must have been received by the Company at the following address no later than the end of March 17, 2014 (24.00 hrs CET):

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

Shareholders' countermotions and proposals for elections in accordance with §§ 126 (1) and 127 *AktG*

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

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

They must have been received by the end of April 2, 2014 (24.00 hrs CEST). Provided the statutory requirements are met, the Company will publish without delay the countermotions together with the shareholder's name and the reasons on its German website at **www.Beiersdorf.de/Hauptversammlung** (see **www.Beiersdorf.com/Annual_General_Meeting** for the English website). Any management statements will also be published on the above-mentioned website.

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

Right to information in accordance with § 131 (1) AktG

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

Broadcasting the Annual General Meeting on the Internet

All shareholders can follow the Annual General Meeting on April 17, 2014, live via the web-based voting system at **www.Beiersdorf.com/Annual_General_Meeting** up until the end of the general debate. The entry card printed with the necessary login information is needed to access the system. The speech by the Chairman of the Executive Board will also be made available to interested members of the public after the Annual General Meeting at the above-mentioned Internet address (only available in German).

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

This notice convening the Annual General Meeting was published in the *Bundesanzeiger* (Federal Gazette) on March 4, 2014. The notice convening the Annual General Meeting, the documents required to be published, and additional information, particularly more detailed explanations on the rights of the shareholders pursuant to §§ 122 (2), 126 (1), 127, and 131 (1) AktG, can also be accessed at the Company's website at **www.Beiersdorf.com/Annual_General_Meeting**.

Hamburg, March 2014

Beiersdorf Aktiengesellschaft
The Executive Board

Contact Information

→ Published by

Beiersdorf Aktiengesellschaft

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→ Additional Information

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Investor Relations

Telephone: +49 40 4909-5000

E-mail: investor.relations@beiersdorf.com

Beiersdorf on the Internet

www.beiersdorf.com