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The German text shall be the sole legally binding version.

## Invitation

to the Ordinary Annual General Meeting  
on April 17, 2019 in Hamburg

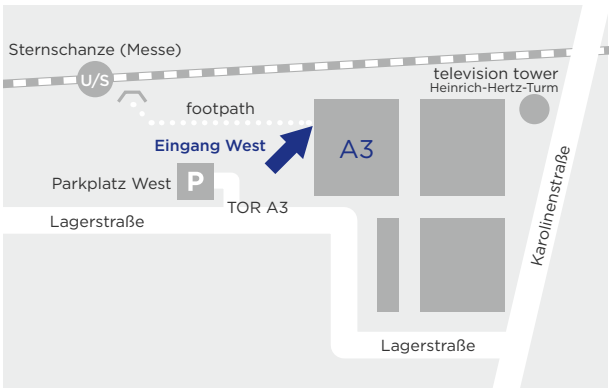
Beiersdorf Aktiengesellschaft, Hamburg  
Wertpapier-Kennnummer 520000  
ISIN DE0005200000



Beiersdorf Aktiengesellschaft shareholders are hereby invited to attend the Company's **Annual General Meeting** to be held on **Wednesday, April 17, 2019, at 10.30 a.m.** (doors open at 9.30 a.m.) at the Hamburg Messe, Hall A3 (West Entrance/“Eingang West”, access via Lagerstrasse; postal address: Messeplatz 1, 20357 Hamburg, Germany).

#### Location Plan Hamburg Messe, Hall A3, West Entrance

Please note the Annual General Meeting on April 17, 2019 is not held at the Congress Centrum Hamburg, but at the **Hamburg Messe, Hall A3 (West Entrance/“Eingang West”)**.



We would like to support the use of public transport; we will enclose a free ticket for Hamburg's public transport system (Hamburger Verkehrsverbund) to be used on the day of the Annual General Meeting with your entry card. The nearest S- and U-Bahn station is “Sternschanze (Messe).” If you wish to arrive by car, there is free parking available at the car park west. In addition bicycle racks are available.

Dear Shareholders,

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

The Annual General Meeting will be held on Wednesday, April 17, 2019, at 10.30 a.m. (doors open at 9.30 a.m.) in the Hamburg Messe (Hall A3).

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

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

Agenda item 6 contains the proposal for this year's elections to the Supervisory Board.

Sincerely,  
Beiersdorf AG



Stefan De Loecker  
Chairman of the Executive Board



Dessi Temperley  
Member of the Executive Board Finance

Beiersdorf Aktiengesellschaft  
Unnastraße 48  
20245 Hamburg  
Registergericht Hamburg  
HRB 1787

Executive Board:  
Stefan De Loecker (Chairman),  
Ralph Gusko, Thomas Ingelfinger,  
Zhengrong Liu, Asim Naseer,  
Dessi Temperley, Vincent Warnery

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 combined management report of Beiersdorf Aktiengesellschaft and the Group for fiscal year 2018, the report by the Supervisory Board, and the explanatory report by the Executive Board on the information provided in accordance with §§ 289a (1), 315a (1) *Handelsgesetzbuch* (German Commercial Code, *HGB*)

The Supervisory Board approved the annual financial statements of Beiersdorf Aktiengesellschaft prepared by the Executive Board and the consolidated financial statements for fiscal year 2018 in accordance with §§ 172, 173 *Aktiengesetz* (German Stock Corporation Act, *AktG*) on February 26, 2019, 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 combined management report of Beiersdorf Aktiengesellschaft and the Group for fiscal year 2018, the report by the Supervisory Board, and the explanatory report by the Executive Board on the information provided in accordance with §§ 289a (1), 315a (1) *HGB* must be made available to the Annual General Meeting, even though a resolution on them is not required. The above-mentioned documents are available on the Company's German website at [www.Beiersdorf.de/Hauptversammlung](http://www.Beiersdorf.de/Hauptversammlung) (see [www.Beiersdorf.com/Annual\\_General\\_Meeting](http://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 undue delay. They will also be available at the Annual General Meeting.

2. Resolution on the utilization of net retained profits

The Executive Board and the Supervisory Board propose that the net retained profits for fiscal year 2018 in the amount of €176,400,000.00 be utilized as follows:

(IN €)

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

The amounts specified for the total dividend and for the transfer to other retained earnings are based on the shares bearing dividend rights at the time of the proposal on the utilization of the net retained profits. In accordance with § 71b *AktG*, the own shares held by the Company do not bear dividend rights.

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 net retained profits, the total amount to be distributed to the shareholders shall be reduced or increased by that portion of the dividend attributable to the difference in the number of shares. The amount to be transferred to 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 shall remain unchanged. If necessary, an appropriately modified draft resolution on the utilization of the net retained profits shall be presented to the Annual General Meeting.

In accordance with § 58 (4) sentence 2 *AktG*, the shareholder dividend claim is due on the third business day following the resolution of the Annual General Meeting. The dividend shall therefore be payable on April 24, 2019.

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

The Executive Board and the Supervisory Board propose approving the actions of the members of the Executive Board in office in fiscal year 2018 for this period.

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

The Executive Board and the Supervisory Board propose approving the actions of the members of the Supervisory Board in office in fiscal year 2018 for this period.

### 5. Election of the auditors for fiscal year 2019 and the auditors for a possible auditor's review of the half-year financial statements for fiscal year 2019

On the recommendation of the 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 2019 and as the auditors for a possible auditor's review of the half-year financial statements for fiscal year 2019.

The Audit Committee has declared that it has issued its recommendation free of any undue third-party influence and that it was not subject to any clauses restricting its choice as defined in Article 16 (6) of the EU Regulation on Specific Requirements Regarding Statutory Audit Of Public-Interest Entities

## 6. Elections to the Supervisory Board

The term of office of all members of the Supervisory Board expires at the end of the Annual General Meeting held on April 17, 2019.

In accordance with §§ 96 (1) and 101 (1) *AktG* in conjunction with § 7 (1) sentence 1 no. 1 *Mitbestimmungsgesetz* (German Codetermination Act, *MitbestG*) and § 11 (1) of the Articles of Association 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. § 96 (2) sentence 1 *AktG* specifies that the statutory minimum threshold of 30% each for men and women must be taken into account in elections for one or more members of the Supervisory Board. The minimum threshold requirement must be met by the Supervisory Board as a whole unless the shareholder or employee representatives reject this requirement in accordance with § 96 (2) sentence 3 *AktG*. As compliance with this requirement by the Supervisory Board as a whole has been rejected, this means that the Supervisory Board must be filled with at least two women and two men on the part of the shareholder representatives as well as on the part of the employee representatives. The Supervisory Board currently comprises three women and nine men overall; two women (Ms. Hong Chow and Dr. Dr. Christine Martel) are shareholder representatives.

The Annual General Meeting is not bound by any voting proposals for the election of shareholder representatives to the Supervisory Board. The members of the Supervisory Board are elected on an individual basis.

The Supervisory Board proposes that the following persons be elected as shareholder representatives to the Company's Supervisory Board with effect from the end of the Annual General Meeting on April 17, 2019, for the period until the end of the Annual General Meeting at which a resolution is passed on the approval of the activities of the Supervisory Board for fiscal year 2023:

- a) Hong Chow  
Shanghai (China)  
General Manager, Roche Pharmaceuticals (China)

Ms. Chow is not a member of any statutory supervisory boards of German companies or of any comparable domestic and foreign supervisory bodies of business enterprises.

- b) Martin Hansson  
Hamburg (Germany)  
Member of the Executive Board of maxingvest ag,  
Hamburg (Germany)

Mr. Hansson 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) Michael Herz  
Hamburg (Germany)  
Member of the Executive Board of maxingvest ag,  
Hamburg (Germany)

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.

- d) Dr. Dr. Christine Martel  
Pully (Switzerland)  
Global Commercial Manager at Nestrade S.A., Nestlé Group  
(Switzerland)

Dr. Dr. Martel is not a member of any statutory supervisory boards of German companies or of any comparable domestic and foreign supervisory bodies of business enterprises.

The Supervisory Board believes that Dr. Dr. Martel possesses special knowledge of accounting and auditing as defined in § 100 (5) *AktG*, particularly in view of her activities as former head of finance and strategic business planning for a business unit of Nestlé S.A. (Switzerland), and, as an independent financial expert, holds particular knowledge of and experience in the application of accounting principles and internal control processes as defined in section 5.3.2 (3) sentence 1 of the German Corporate Governance Code.

- e) Frédéric Pflanz  
Dublin (Ireland)  
Chief Financial Officer at Aryzta AG (Switzerland)

Frédéric Pflanz is not a member of any statutory supervisory boards of German companies or of any comparable domestic and foreign supervisory bodies of business enterprises.

- f) Prof. Dr. Reinhard Pöllath  
Munich (Germany)  
Lawyer at P+P Pöllath + Partners, Munich (Germany)

Prof. Dr. Pöllath is a member of the following statutory supervisory boards of German companies:

- maxingvest ag (Chairman)
- Wanzl GmbH & Co. Holding KG

He is not a member of comparable domestic and foreign supervisory bodies of business enterprises.

It should be noted in accordance with section 5.4.3 sentence 3 of the German Corporate Governance Code that, in 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 that the following alternate member be elected for the above-mentioned Supervisory Board members in accordance with § 11 (4) of the Articles of Association for the duration of the regular term of office of these members of the Supervisory Board (§ 11 (2) of the Articles of Association):

- g) Beatrice Dreyfus  
Frankfurt am Main (Germany)  
Funds Manager at Novum Capital Management GmbH & Co. KG,  
Frankfurt am Main (Germany)

Ms. Dreyfus is a member of the following statutory supervisory boards of German companies:

- Stylepark AG
- C.C. Umwelt AG

She is not a member of comparable domestic and foreign supervisory bodies of business enterprises.

The proposed alternate member will join the Supervisory Board in accordance with § 11 (4) sentence 1 of the Articles of Association if any of the members of the Supervisory Board elected by the Annual General Meeting step down from the Supervisory Board prior to the expiry of their regular term of office and a successor has not previously been appointed. If a successor is appointed for a member of the Supervisory Board who stands down prematurely and for



whom the alternate member joins the Supervisory Board, the proposed alternative member will regain his or her standing as an alternate member in accordance with § 11 (5) sentence 2 of the Articles of Association for the other members of the Supervisory Board for whom he or she has been elected. If several members of the Supervisory Board simultaneously stand down prematurely, the proposed alternate member will replace the member of the Supervisory Board standing down prematurely who is listed first in the above list from a) to f).

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 and the profile of skills and expertise for the full Board prepared by the Supervisory Board. In addition, the proposals for election meet the minimum percentage of Supervisory Board composition by men and women set out in § 96 (2) sentence 1 *AktG*. The Supervisory Board has satisfied itself that each of the aforementioned candidates can afford the necessary time expected to be required for the performance of their duties.

In the Supervisory Board's opinion, none of the above-mentioned candidates have any personal or business relationships with the Company or its group companies, the Company's governing bodies, or a shareholder holding a material interest in the Company that the Supervisory Board considers would be material to the election decision within the meaning of section 5.4.1 (7) of the German Corporate Governance Code. However, as a precautionary measure the Supervisory Board is disclosing the following relationships with reference to section 5.4.1 (6) and (7) of the German Corporate Governance Code:

Ms. Hong Chow, Dr. Dr. Christine Martel, Mr. Martin Hansson, Mr. Michael Herz and Prof. Dr. Reinhard Pöllath are currently already members of the Supervisory Board.

Mr. Martin Hansson and Mr. Michael Herz are members of the Management Board of maxingvest ag, which indirectly holds a majority of the shares of Beiersdorf Aktiengesellschaft.

Moreover, Mr. Michael Herz is a shareholder of maxingvest ag, which holds an indirect majority interest in Beiersdorf Aktiengesellschaft.

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

Further details on the candidates, in particular their CVs, can be found in the annex of this invitation.

## 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, each of which confers one vote on its holder. Consequently, there was a total of 252,000,000 voting rights at the time the Annual General Meeting was convened. The Company held a total of 25,181,016 own shares, which do not confer voting rights, at the time the Annual General Meeting was convened.

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

According to Article 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 with the Company at the following address and have submitted special proof of their share ownership in *Textform* (written proof according to § 126b *Bürgerliches Gesetzbuch* (German Civil Code, *BGB*) in German or English from their custodian bank to the following address:

Beiersdorf Aktiengesellschaft  
c/o HV AG  
Jakob-Oswald-Strasse 4  
92289 Ursensollen  
Germany

Fax: +49 40 4909-187603

E-mail: [eintrittskarte@anmeldung-hv.de](mailto:eintrittskarte@anmeldung-hv.de)

The proof of share ownership must refer to the beginning of March 27, 2019 (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, 2019 (24:00 hrs CEST) at the latest.

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

After the registration and the proof of share ownership have been received, the eligible share-holders will receive entry cards indicating

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

### Submitting postal votes

Shareholders who are eligible to attend 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](http://www.Beiersdorf.de/Hauptversammlung)** for the German version or **[www.Beiersdorf.com/Annual\\_General\\_Meeting](http://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.de/Hauptversammlung](http://www.Beiersdorf.de/Hauptversammlung)** (only available in German).

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

Postal votes submitted using the postal voting form must have been received by the Company at the following address by the end of April 15, 2019 (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: [eintrittskarte@anmeldung-hv.de](mailto:eintrittskarte@anmeldung-hv.de)

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 submit postal votes. In this respect, the provisions governing the voting representative and for granting proxies (as described below in each case, see the section entitled “Granting proxies and voting representative”) shall apply with the necessary modifications; this also applies in particular in relation to proof of whether a proxy has been granted.

Any votes submitted to the service provider responsible for handling the registration process by mail will only be forwarded to the Company on the date of the Annual General Meeting.

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 their share ownership. This information is also available on the Company’s website at **[www.Beiersdorf.com/Annual\\_General\\_Meeting](http://www.Beiersdorf.com/Annual_General_Meeting)**.

### Granting proxies and voting representative

Shareholders may appoint a proxyholder such as a bank or a 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 the proof that the proxy was issued that is furnished to the Company must be supplied as a matter of principle in *Textform* (§ 126b *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, person, or institution to be granted the proxy may require the proxy document to take a particular form because these proxyholders according to § 135 (1) sentence 2 *AktG* are required to maintain verifiable records of proxies issued. Please ask the proxyholder 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.de/Hauptversammlung](http://www.Beiersdorf.de/Hauptversammlung)** (only available in German). The Company will also send a proxy form to shareholders on request.

Proof that a proxy has been granted to a proxyholder must be presented at the admissions desk on the day of the Annual General Meeting or sent to the Company in advance to arrive at the latest by the end of April 15, 2019 (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: [eintrittskarte@anmeldung-hv.de](mailto:eintrittskarte@anmeldung-hv.de)

### Voting representative

In addition, this year we are again offering our shareholders the opportunity to be represented during the voting by a voting representative appointed by the Company, who will vote in accordance with their instructions. The voting representative is obliged to vote as instructed and will not exercise voting rights at his own discretion. The voting representative appointed by the Company will only exercise voting rights on agenda items for which he 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](http://www.Beiersdorf.de/Hauptversammlung)** for the German version or **[www.Beiersdorf.com/Annual\\_General\\_Meeting](http://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.de/Hauptversammlung](http://www.Beiersdorf.de/Hauptversammlung)** (only available in German), as well as at the Annual General Meeting.

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

Proxies for and instructions to the voting representative appointed by the Company submitted in *Textform* using the forms can be sent to the Company 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: [eintrittskarte@anmeldung-hv.de](mailto:eintrittskarte@anmeldung-hv.de)

In this case, the fully completed form must be received by the Company by no later than the end of April 15, 2019 (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 still submit their registration for the Annual General Meeting and the proof of share ownership in the form described above by the deadline if they plan to grant a proxy to the voting representative appointed by the Company.

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

If any proxies and instructions for the voting representative are submitted to the service provider responsible for handling the registration process, the voting behavior will not be forwarded to the Company until the beginning of Annual General Meeting.

Shareholders will receive further details of how to grant 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](http://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 a notional interest in the share capital of €500,000.00 (500,000 no-par value shares) can demand that items be added to the agenda and announced. Each new item must be accompanied by the reasons for it or by a proposed 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, 2019 (24:00 hrs CET):

Beiersdorf Aktiengesellschaft  
Executive Board  
Unnastrasse 48  
20245 Hamburg  
Germany

Fax: +49 40 4909-185000

E-mail: [Investor.Relations@Beiersdorf.com](mailto:Investor.Relations@Beiersdorf.com)

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

Counter motions as defined in § 126 (1) AktG that are to be made available by 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](mailto:Investor.Relations@Beiersdorf.com)

They must have been received by the end of April 2, 2019 (24:00 hrs CEST). Provided the statutory requirements are met, the Company will make available without undue delay the counter motions together with the shareholder's name and the reasons on its German website at **[www.Beiersdorf.de/Hauptversammlung](http://www.Beiersdorf.de/Hauptversammlung)** (see **[www.Beiersdorf.com/Annual\\_General\\_Meeting](http://www.Beiersdorf.com/Annual_General_Meeting)** for the English version). Any management statements will also be made available on the above-mentioned website.

The information provided above also applies, with the necessary modifications, to shareholder proposals for the election of auditors or Supervisory Board members in accordance with § 127 *AktG* and to making such proposals available. However, no reasons need to be provided in the case of shareholder proposals for elections.

#### 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 an item on the agenda. 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, 2019, live via the online voting system at **[www.Beiersdorf.com/Annual\\_General\\_Meeting](http://www.Beiersdorf.com/Annual_General_Meeting)**. The entry card printed with the necessary login information is needed to access the system. The report by 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 February 27, 2019. The notice convening the Annual General Meeting, the documents to be made available, 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 on the Company's website at **[www.Beiersdorf.com/Annual\\_General\\_Meeting](http://www.Beiersdorf.com/Annual_General_Meeting)**.



## Information on data protection

The Company processes the personal data of its shareholders and any shareholder representatives for the purposes of preparing and holding its Annual General Meeting. This data particularly includes the name, town or city of residence or address, any e-mail address, the number of shares held, the admission ticket number and the grant of any voting proxies. Depending on the specific circumstances, further personal data may also be processed. The Company is the controller for the purposes of data processing. Data is processed in order to enable the shareholders and shareholder representatives to attend the Annual General Meeting and to exercise their rights before and during the Annual General Meeting. The legal basis for data processing is article 6 (1) sentence 1 (c) of the GDPR. The Company utilizes various service providers and consultants in connection with its Annual General Meeting. They only receive from the Company the personal data that they require to perform their specific duties. The service providers and consultants process this data solely in accordance with the Company's instructions. Otherwise, personal data is made available to the shareholder representatives in accordance with the applicable statutory provisions in the form of the list of participants. Personal data is stored for as long as this is required by law or the Company has a legitimate interest in doing so. Provided that the statutory conditions are met, you have a right of information, rectification, restriction, objection and erasure with respect to your personal data and the processing of your personal data as well as a right to data portability in accordance with Chapter III of the GDPR. You may exercise these rights against the Company free of charge by contacting it via the email address [dataprotection@beiersdorf.com](mailto:dataprotection@beiersdorf.com) or the following postal address:

Beiersdorf AG  
Data protection  
Unnastrasse 48  
20245 Hamburg  
Germany

In addition, you have a right to lodge a complaint with the supervisory authority in accordance with article 77 of the GDPR. You can reach our Company Data Protection Officer at:

Beiersdorf AG  
Attn. Data Protection Officer  
Unnastrasse 48  
20245 Hamburg  
Germany  
E-mail: [datenschutz@beiersdorf.com](mailto:datenschutz@beiersdorf.com)

Hamburg, February 2019  
Beiersdorf Aktiengesellschaft  
The Executive Board

## Annex

Additional information on the candidates for election to the Supervisory Board proposed under Item 6 of the Agenda

### Hong Chow

#### Personal Information

Year of Birth: 1971  
 Nationality: German  
 Profession: General Manager, Roche Pharmaceuticals China (China)

#### Career

since 2015 Roche Pharmaceuticals China, General Manager  
 2005–2015 Bayer Group  
     2012–2015 Bayer Healthcare Pharmaceuticals (China),  
     Regional Managing Director, Strategic Market  
     2011–2012 Bayer Animal Health (China), General Manager  
     2010–2011 Bayer Healthcare (Singapore),  
     Business Unit Head, Region Asia-Pacific  
     2007–2010 Bayer Healthcare (Germany), Regional  
     Marketing Head, Region Europe/Canada  
     2005–2007 Bayer Healthcare (Germany), Head of  
     Commercial Operations, Region Europe  
 2001–2005 Schering AG, Berlin (Germany), Senior Licensing Manager,  
 Corporate Business Development  
 2001 Pixelpark AG, Berlin (Germany), Investor Relations  
 Director  
 1997–2000 Schering AG, Berlin (Germany)  
     1999–2000 Head of Investor Relations  
     1997–1999 Group R&D Controller, SAP System Analyst  
 1996–1997 Deloitte Consulting (England), Business Analyst,  
 Strategic Consulting Practice

#### Education

Studies of European Business Administration  
 Diploma in Business Administration, Berlin School of Economics,  
 Berlin (Germany)  
 Bachelor of Arts (First Class Honors), Anglia Ruskin University,  
 Cambridge (UK)

#### Memberships in statutory supervisory boards in Germany

None

#### Memberships in comparable boards

None

#### Material other activities

Vice Chairwoman of Executive Committee of RDPAC (R&D-based  
 Pharmaceutical Association Committee) in China

## Martin Hansson

### Personal Information

Year of Birth: 1975  
Nationality: Swedish  
Profession: Member of the Executive Board of maxingvest ag (Germany)

### Career

since 2017 maxingvest ag, Hamburg (Germany)  
Member of the Executive Board

1999–2016 IKEA Group

2013–2016 Retail and Expansion Manager  
IKEA Group (CEO Retail) (Sweden)

2012–2014 Regional Retail Manager Region Asia  
Pacific, IKEA Group (China)

2008–2011 Retail Manager (CEO) IKEA UK Ltd,  
IKEA IE Ltd (England/UK)

2006–2008 Assistant to IKEA Group President,  
Andres Dahlvig/Ingvar Kamprad (Sweden)

2004–2006 Store Manager IKEA Nottingham,  
(England/UK)

1999–2006 Operational and Finance positions

### Education

1995–1999 Master in Law, University of Gothenburg (Sweden)

### Memberships in statutory supervisory boards in Germany

Tchibo GmbH, Hamburg (Germany)

### Memberships in comparable boards

None

### Material other activities

None

**Michael Herz****Personal Information**

Year of Birth: 1943

Nationality: German

Profession: Member of the Executive Board of maxingvest ag

**Career**

since 2009 Member of the Executive Board of maxingvest ag

since 1989 General Manager Participia GmbH

1965–1989 General Manager Tchibo Frisch-Röst-Kaffee Max Herz KG,  
later Tchibo Frisch-Röst-Kaffee AG

**Memberships in statutory supervisory boards in Germany**

Tchibo GmbH, Hamburg (Germany)

tesa SE, Norderstedt (Germany)

**Memberships in comparable boards**

None

**Material other activities**

None

## Dr. Dr. Christine Martel

### Personal Information

Year of Birth: 1970  
 Nationality: French  
 Profession: Global Commercial Manager at Nestrade S.A. (Switzerland), Nestlé Group

### Career

since 1999	Nestlé Group
since 2018	Nestrade S.A. (Switzerland) Global Commercial Manager
2013–2018	Nestlé Danmark A/S (Denmark) Head of division Nescafé Dolce Gusto Nordics (Denmark, Sweden, Norway, Iceland, Finland)
2010–2013	Nestlé S.A. (Switzerland) Head of finance and strategic corporate planning of division Nescafé Dolce Gusto
2007–2010	Nestlé S.A. (Switzerland) Strategic division industry and research & development for beverages
2003–2006	Nestlé S.A. (Switzerland) Strategic division industry
1999–2002	Nestlé Deutschland AG (Germany) Member and leader of the team industrial organisation
1993–1998	University of Karlsruhe and Großkraftwerk Mannheim (Germany) Scientific assistant at the German-French Institute for environmental research (DFIU) and Head of research & development projects for Großkraftwerk Mannheim (Germany)

### Education

Doctorate in economic science, Karlsruhe (Germany) and in process engineering, Stuttgart (Germany)  
 Studies of process engineering, Lyon (France) and Berlin (Germany)

### Memberships in statutory supervisory boards in Germany

None

### Memberships in comparable boards

None

### Material other activities

None

## Frédéric Pflanz

### Personal Information

Year of Birth: 1968  
 Nationality: Franco-German  
 Profession: Chief Financial Officer at Aryzta AG,  
 (Switzerland)

### Career

since 2018 Aryzta AG, Switzerland  
 Chief Financial Officer

2015–2017 maxingvest ag  
 Member of the Executive Board

2015–2018 Beiersdorf AG  
 Member of the Supervisory Board

2010–2014 Rémy-Cointreau Group

2014 Director of External Development

2010–2014 Chief Financial Officer & Chief Operating  
 Officer

1992–2010 L'Oréal Group

2006–2010 Chief Financial Officer,  
 Global Consumer Products Division

2003–2006 Chief Financial Officer, Asia Zone

1998–2002 Chief Financial Officer,  
 Consumer Products Division Europe

1992–1998 various financial management positions  
 at L'Oréal Germany

### Education

Bachelor of Science in International Management, ESB Business  
 School, Reutlingen University (Germany)

Bachelor of Business Administration in European Studies  
 (DESEM) – CESEM, Neoma Business School, Reims (France)

### Memberships in statutory supervisory boards in Germany

None

### Memberships in comparable boards

None

### Material other activities

Advisory Board member (Beirat) Meridian Stiftung, Essen (Germany)

**Prof. Dr. Reinhard Pöllath****Personal Information**

Year of Birth: 1948  
Nationality: German  
Profession: Lawyer at P+P Pöllath + Partners,  
Munich (Germany)

**Career**

2002–2003 Tchibo Holding AG (Member of the Executive Board)  
1997–2012 P+P Pöllath + Partners (Partner)  
1993–1997 General Manager of a hotel- and real estate company  
1980–1993 Partner of a German law firm  
since 1977 Lawyer

**Education**

Studies of law in Regensburg, Munich (Germany) and Harvard (United States)

**Memberships in statutory supervisory boards in Germany**

maxingvest ag (Chairman), Hamburg (Germany)  
Wanzl GmbH & Co. Holding KG, Leipheim/Donau (Germany)

**Memberships in comparable boards**

None

**Material other activities**

None

**Beatrice Dreyfus****Personal Information**

Year of Birth: 1966  
Nationality: German  
Profession: Funds Manager, Novum Capital Management GmbH & Co. KG (Germany)

**Career**

since 2008 Novum Capital Group, Frankfurt am Main (Germany)  
Partner/Managing Director  
2012–2013 ES-Plastic GmbH, Hutthurm (Germany)  
Managing Director/CFO  
2004–2008 Kuna & Co. KG, Frankfurt am Main (Germany)  
Senior Advisor/Director  
2004–2005 Lazard BV & Lazard Frères, Amsterdam  
(The Netherlands) and Paris (France)  
Senior Advisor  
1998–2004 Lazard & Co. GmbH, Frankfurt am Main (Germany)  
Managing Director  
1993–1998 Arthur Andersen Wirtschaftsprüfungsgesellschaft mbH,  
Frankfurt am Main (Germany)  
Tax Advisor/Chartered Accountant

**Education**

1998 German Chartered Accountant Exam  
1997 German Tax Advisor Exam  
1988–1993 Studies of Business Administration,  
European Business School, Oestrich-Winkel (Germany)/  
London (UK)/Paris (France)  
1986–1988 Trainee Commerzbank AG (Germany)

**Memberships in statutory supervisory boards in Germany**

Stylepark AG, Frankfurt am Main (Germany)  
C.C. Umwelt AG, Krefeld (Germany)

**Memberships in comparable boards**

None

**Material other activities**

None









## Contact Information

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