

Amendment to the Invitation to the Ordinary Annual General Meeting

On March 1, 2012, Beiersdorf AG published the invitation to the company's Ordinary Annual General Meeting, which will be held on Thursday, April 26, 2012, starting at 10.30 a.m. in the Congress Centrum Hamburg, Room 1, Am Dammtor/Marseiller Strasse in Hamburg, in the *elektronischer Bundesanzeiger* (electronic Federal Gazette).

In agenda item 6 of the published notice convening the Annual General Meeting, "Supplementary election to the Supervisory Board," the Supervisory Board proposed, among other things, the election of Dr. Martin Kefferpütz as the successor to Michel Perraudin, whose Supervisory Board mandate ends with the conclusion of the 2012 Ordinary Annual General Meeting.

After publication of the notice convening the Annual General Meeting, Dr. Kefferpütz notified the Supervisory Board that he was no longer available to stand as a candidate for the Supervisory Board. In light of this and based on the suggestion of the Nomination Committee, the Supervisory Board resolved a new proposal to the Annual General Meeting for election as Michel Perraudin's successor; the Supervisory Board proposes the election of Dr. Dr. Christine Martel. Ms. Dreyfus is to be proposed as the alternate member for Dr. Dr. Martel as well. The amended agenda item 6 is as follows:

"6. Supplementary election to the Supervisory Board

In accordance with §§ 96 (1), 101 (1) *AktG* in conjunction with § 7 (1) sentence 1 no. 1 *Mitbestimmungsgesetz* (German Co-Determination Act, *MitbestG*) and § 11 (1) of the Articles of Association, the Supervisory Board consists 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 shareholder representatives to the Supervisory Board. The members of the Supervisory Board are elected individually.

The term of office of Michel Perraudin, who was appointed to the Supervisory Board as a shareholder representative by resolution of the Hamburg Local Court on September 21, 2011, in accordance with § 104 (1) *AktG*, ends with the conclusion of the 2012 Ordinary Annual General Meeting. The Supervisory Board proposes Dr. Dr. Christine Martel as Mr. Perraudin's successor.

Dr. Rolf Kunisch, who resigned from the Supervisory Board effective the end of April 19, 2011, was succeeded by the alternate member Beatrice Dreyfus. In accordance with § 11 (5) of the Articles of Association, the term of office of an alternate member who has joined the Supervisory Board as a replacement shall expire as soon as a successor is appointed for the member who has left the Supervisory Board. As a shareholder holding over 25% of the voting rights in the Company, BBG Beteiligungsgesellschaft mbH has proposed in accordance with § 100 (2) sentence 1 no. 4 *AktG* that Thomas-B. Quaas, who will step down from the Executive Board of Beiersdorf AG effective the end of the 2012 Ordinary Annual General Meeting, be elected to the Supervisory Board as a shareholder representative. The Supervisory Board concurs with this proposal and proposes Mr. Quaas

as Dr. Kunisch's successor. In the event that Mr. Quaas is elected, Ms. Dreyfus shall remain the alternate Supervisory Board member for shareholder representatives for those whom she was elected in accordance with § 11 (5) sentence 2 of the Articles of Association.

a) In accordance with § 11 (3) of the Articles of Association, 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 Ordinary Annual General Meeting on April 26, 2012, until the end of the Annual General Meeting resolving on the approval of the activities of the Supervisory Board for fiscal year 2013:

- Thomas-B. Quaas
Hamburg
Chairman of the Executive Board of Beiersdorf AG

Mr. Quaas is not a member of any statutory supervisory boards of German companies. He is a member of the following comparable corporate supervisory bodies in Germany and abroad:

- Euler Hermes SA, Paris (member of the Supervisory Board)

- Dr. Dr. Christine Martel
Vevey, Switzerland
Head of Finance, Nescafé Dolce Gusto, Nestlé S.A.

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

- tesa SE, Hamburg

She will resign as a Supervisory Board member and Vice Chairwoman of the Supervisory Board of tesa SE effective as of the end of the Ordinary Annual General Meeting of Beiersdorf AG on April 26, 2012. Dr. Dr. Martel is not a member of any comparable corporate supervisory bodies in Germany and abroad.

b) Furthermore, in the event that the candidates listed under a) are elected, the Supervisory Board proposes the election of the following alternate member in accordance with § 11 (4) sentences 1 and 3 of the Articles of Association for both Thomas-B. Quaas and Dr. Dr. Martel for the duration of the term of office of these members:

- Beatrice Dreyfus
Frankfurt/Main
Management Consultant, Novum Capital Beratungsgesellschaft mbH, Frankfurt/Main

Ms. Dreyfus is not a member of any other statutory supervisory boards of German companies, nor is she a member any comparable corporate supervisory bodies in Germany and abroad.

In accordance with § 11 (4) sentence 1 of the Articles of Association, the proposed alternate member shall succeed to the Supervisory Board if one of the Supervisory Board members elected by the Annual General Meeting leaves the Supervisory Board prior to the end of his or her term of office without a successor having previously been appointed. The proposed alternate member will return to his or her original status as an alternate member in accordance with § 11 (5) sentence 2 of the Articles of Association of the Company when a

successor is appointed for a Supervisory Board member who has prematurely left the Supervisory Board and whose place on the Supervisory Board was taken by the alternate member.”

Hamburg, March 2012

Beiersdorf Aktiengesellschaft

The Executive Board