

## **Instructions for registration of foreign shareholders**

Dear shareholders:

We are pleased to be able to welcome you to this year's Annual General Meeting on 6 July 2016.

**If you wish to attend our Annual General Meeting or to attend by proxy, please take strict note of the following instructions.**

Pursuant to section 19 of our Articles of Association, those shareholders are entitled to attend the Annual General Meeting and exercise voting rights who have registered at

bmp Holding AG  
c/o Computershare Operations Center  
80249 München  
Fax: +49 89 30903-74675  
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with proof of their share ownership no later than 29 June 2016 at midnight (end of day) (CEST) (registration period). Share ownership must be proven through a confirmation of the custodian institution which refers to beginning of the twenty-first day before the Annual General Meeting, in other words 15 June 2016 at midnight (start of day) (CEST) (record date). The registration and the proof of share ownership are required to be in text form and must be written in German or English. For the registration process, please take strict notice of the following instructions (I.).

Shareholders who wish to grant a proxy to the proxy holders named by the company must first also register their shares for the Annual General Meeting. In addition, they grant the proxy and issue instructions to our company's proxy holders. The proxy holders named by the company are Mr. David Stuck, Berlin, and Dr. Jan Alberti, Berlin.

For the procedure, please take strict notice of the following instructions (II.).

## REGISTRATION AND GRANT OF PROXY

### I. You wish to personally attend the Annual General Meeting or grant proxy to another person (NOT the company's proxy holders):

- a) *You must, **in principle, instruct** your custodian institution, e.g. when executing your custodial agreement, to register shares you own – therefore including those of bmp Holding AG – for attendance at Annual General Meetings.*

In this case you don't need to do anything – the custodian institution automatically registers your shares through Clearstream for attendance at the Annual General Meeting at bmp Holding AG.

If necessary, please check once more with your custodian institution to find out whether it has registered or will register your shares for the Annual General Meeting. If, contrary to expectations, this is not the case, please proceed according to I. c).

- b) *You have **not, in principle, instructed** your custodian institution to register shares you own for attendance at Annual General Meetings.*

In this case, please ask your custodian institution whether it can nevertheless undertake the registration of your shares via Clearstream. If this is the case, you do not need to do anything more.

- c) *Your custodian institution has not registered your shares for attendance at the Annual General Meeting, nor will it do this.*

To first personally register your shares for attendance at the Annual General Meeting, use the 'special proof pursuant to section 123 of the German Stock Corporation Act (Aktiengesetz – AktG)' ('**Form**').

First, have your custodian institution fill out the upper part of the form (**TOP SECTION**). Then inform us in **PART 2** of the form whether you would personally like to appear at the Annual General Meeting or whether the admission ticket should be issued in a different name.

**II. You cannot personally attend the Annual General Meeting, but wish to give proxy holders of the company power to exercise your voting rights.**

**In this case, you must register your shares in your name for attendance at the Annual General Meeting and in addition grant proxy and issue instructions to the company's proxy holders.**

- a) *You must, **in principle, instruct** your custodian institution, e.g. when executing your custodial agreement, to register shares you own – therefore including those of bmp Holding AG – for attendance at Annual General Meetings.*

The registration of your shares for the Annual General Meeting is performed by your custodian institution – you do not need to do anything more in this regard. If necessary, please check once more with your custodian institution to find out whether it has registered or will register your shares for the Annual General Meeting. If, contrary to expectations, this is not the case, please proceed according to II. c).

However, to give our company proxy holders power to exercise your voting rights, you must grant them proxy and issue instructions.

Please use our form for this.

First, have your custodian institution fill out the upper part of the form (**TOP SECTION**). Then grant proxy and issue instructions to our proxy holders on **PART 2** of the form.

- b) *You have **not, in principle, instructed** your custodian institution to register shares you own for attendance at Annual General Meetings.*

In this case, please ask your custodian institution whether it can nevertheless undertake the registration of your shares via Clearstream. If this is the case, you do not need to do anything more with respect to the registration of your shares.

However, to give our company proxy holders power to exercise your voting rights, you must grant them proxy and issue instructions.

Please use our form for this.

First, have your custodian institution fill out the upper part of the form (**TOP SECTION**). Then grant proxy and issue instructions to our proxy holders on **PART 2** of the form.

- c) *Your custodian institution has not registered your shares for attendance at the Annual General Meeting, nor will it do this.*

To first personally register your shares for attendance at the Annual General Meeting, use our form.

First, have your custodian institution fill out the upper part of the form (**TOP SECTION**). Then order an admission ticket in your own name in **PART 1** of the form.

To also give the company's proxy holders power to exercise your voting rights, you must grant them proxy and issue instructions.

For this, also fill out **PART 2** of the form.

If you have questions, please contact our Investor Relations department.