

Please return by 29 June 2016, at midnight (end of day) (CEST) – latest receipt date!

bmp Holding AG  
c/o Computershare Operations Center  
80249 Munich  
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E-Mail: bmp-HV2016@computershare.de

Special proof pursuant to section 123 of the German Stock Corporation Act (Aktiengesetz – AktG) for attendance at the Annual General Meeting of bmp Holding AG on 6 July 2016 in Berlin and form for grant of proxy and issuance of instructions pursuant to section 124a AktG

If you were registered by your custodian institution directly for our Annual General Meeting and wish to attend the Annual General Meeting in person, you do not need to do anything.  
If you were registered by your custodian institution directly for our Annual General Meeting, but cannot attend in person, you can grant our proxy holders power to exercise your voting rights.  
For this, please use PART 2 of this form.

If you were not registered by your custodian institution directly for our Annual General Meeting, you can personally do so on this form (PART 1).  
If you wish in addition to grant our proxy holders power to exercise your voting rights, also fill out PART 2 of this form.

Please send the complete form (three pages) both in advance via fax (see above) and the original to the above address, and don't forget to sign at the places indicated for this!

Please fill out the complete form clearly and legibly in block letters.

You can obtain further information from our registration instructions on our home page.

## TOP SECTION (to be filled out by the custodian institution in both cases)

Shareholder data:

Last name, first name: \_\_\_\_\_

Street: \_\_\_\_\_

Postal code and place: \_\_\_\_\_

We hereby confirm to you that, on the record date 15 June 2016, at midnight (start of day) (CEST),

\_\_\_\_\_ shares

of bmp Holding AG, ISIN DE0003304200,  
were held in your custody account.

- We as a custodian institution directly registered or will directly register the shareholder's shares for the Annual General Meeting of bmp Holding AG.
- We, as a custodian institution, did not directly register or will not directly register the shareholder's shares for the Annual General Meeting of bmp Holding AG. The shareholder in Part 1 of this form will register the shares.

\_\_\_\_\_  
Place, date

\_\_\_\_\_  
Custodian Institution  
(stamp/signature)

Special proof pursuant to section 123 AktG and form for grant of proxy and issuance of instructions pursuant to section 124a AktG 1/3

\_\_\_\_\_  
Shareholder: Last name, first name

**PART 1 (registration of shares for attendance at the Annual General Meeting)**

Please note: If your shares will not be or were not registered by your custodian institution and you wish to attend the Annual General Meeting in person or grant proxy to a third party, you can do this below.

**Confirmation**

I affirm that my shares were not and will not be directly registered by my custodian institution.

\_\_\_\_\_  
Place, date

\_\_\_\_\_  
Signature(s) or name of the declarant(s) (readable)

**Extent of attendance**

The shareholdings attested in the top section will be registered if the following declaration is not selected.

I/we wish only to be registered with \_\_\_\_\_ shares for the Annual General Meeting.

**Order for admission tickets**Individual person

I am coming to the Annual General Meeting in person and need  one  two admission ticket(s)

Body of persons

We are coming to the Annual General Meeting in person and need

two admission tickets for both of us

one admission ticket made out to \_\_\_\_\_  
(last name, first name, address)

for a proxy holder or association of shareholders

I/we are not coming to the Annual General Meeting in person. The admission ticket is to be made out to

\_\_\_\_\_  
(last name, first name, address)

\_\_\_\_\_  
Place, date

\_\_\_\_\_  
Signature(s) or name of the declarant(s) (readable)

**PART 2 (Proxy/instructions to the company's proxy holders)**

Please note: If you wish to grant our company's proxy holders power to exercise your voting rights, you can do this here:

I/we hereby empower the company's proxy holders, Mr. David Stuck, Berlin, and Dr. Jan Alberti, Berlin, each individually and with the right to issue a sub-proxy, to exercise my/our voting rights in the name of the person to whom it concerns – without disclosing my/our name

- in favour of the management recommendations on all agenda items
- in accordance with the following instructions

No mark will be considered as abstention.

Proxy / instructions are revoked on the condition of the personal participation of the principal or his representative at the meeting

Agenda items	yes	no
2. Ratification of the acts of the Executive Board for financial year 2015		
3. Ratification of the acts of the Supervisory Board for financial year 2015		
4. Election to the Supervisory Board		
5. Change to Supervisory Board remuneration		
6. Various amendments to the Articles of Association		
a) <i>Amendment of Section 13 (1) of the Articles of Association</i>		
b) <i>Amendment of Section 18 (3) of the Articles of Association</i>		
c) <i>Amendment of Section 22 (1) of the Articles of Association</i>		
7. Appointment of the auditor and the auditor of the (consolidated) financial statements		

\_\_\_\_\_  
Place, date

\_\_\_\_\_  
Signature(s) or name of the declarant(s) (readable)