

**bmp Holding AG, Berlin  
(WKN 330 420 – ISIN DE0003304200)**

**We invite our shareholders to the Annual General Meeting held on**

**6 July 2016 at 10:00 a.m.**

**in the Eventpassage, Kantstraße 8-10, 10623 Berlin, Germany  
(entrance: in the passageway between Kant and Hardenbergstraße – "Yva Bogen")**

## **Agenda**

- 1. Presentation of the adopted annual financial statements of bmp Holding AG and the approved consolidated financial statements, the management reports for the company and the Group for the 2015 financial year, including the explanatory report of the Executive Board on the disclosures in accordance with Sections 289 (4) and 315 (4) of the German Commercial Code (HGB – Handelsgesetzbuch), and report of the Supervisory Board**

In accordance with Sections 172 and 173 of the German Stock Corporation Act (AktG – Aktiengesetz), no resolution is required for this agenda item as the Supervisory Board has approved the annual financial statements prepared by the Executive Board and the consolidated financial statements and the annual financial statements are thereby approved. The annual and consolidated financial statements, the management reports, the report of the Supervisory Board and the report of the Executive Board, including the notes on the disclosures in accordance with Sections 289 (4) and 315 (4) HGB, are to be made available to the Annual General Meeting of Shareholders without this giving rise to a legal requirement for a resolution. The documents can be viewed on the company's website as of the day the Annual General Meeting of Shareholders is convened at

<http://www.bmp-holding.de/de/investor-relations/hauptversammlung-2016.html>

and are also available for our shareholders to inspect at our business premises.

- 2. Ratification of the acts of the Executive Board for financial year 2015**

The Executive Board and the Supervisory Board propose that the acts of the members of the Executive Board be ratified for financial year 2015.

- 3. Ratification of the acts of the Supervisory Board for financial year 2015**

The Executive Board and the Supervisory Board propose that the acts of the members of the Supervisory Board be ratified for the financial year 2015.

- 4. Election to the Supervisory Board**

Supervisory Board member Gerd Schmitz-Morkramer has resigned his Supervisory Board mandate with effect from the end of this Annual General Meeting of Shareholders. As no member has been elected to replace Mr Schmitz-Morkramer, it is necessary to elect a new Supervisory Board member.

In accordance with Sections 95, 96 (1) last case and 101 (1) AktG, the Supervisory Board of the company consists of Supervisory Board members representing the shareholders. Although the Supervisory Board supports the aim of the law on the equal participation of women and men in

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management positions, it has resolved a gender quota of 0% for the Supervisory Board due to the small size of the board.

In accordance with Section 10 (1) of the Articles of Association, it consists of three members who are elected by the Annual General Meeting of Shareholders.

Section 10 (4) first sentence of the Articles of Association stipulates that a Supervisory Board member elected to replace a departing member shall hold only office for the remaining term of office of the member stepping down.

The Supervisory Board proposes that

Mr Sven Rittau, Munich, Managing Director/CEO of "K5 GmbH" (Munich)

be elected to the Supervisory Board to replace departing member Mr Gerd Schmitz-Morkramer until the end of the Annual General Meeting of Shareholders that decides on the discharge of the acts of the Supervisory Board for the financial year ending 31 December 2017, that is until the 2018 Annual General Meeting of Shareholders.

At the time of announcement in the Federal Gazette (Bundesanzeiger) the proposed candidate did not hold any other offices on statutory supervisory boards or comparable boards.

When making its nominations, the Supervisory Board made sure that the candidate can fulfil the expected time requirements.

Incumbent Supervisory Board member Michael Stammerl qualifies based on his university education in the field of economics, his many years of professional practice and his experience as chairman of the audit committee of another listed company as an independent financial expert within the meaning of Section 100 (5) AktG.

Incumbent Supervisory Board member Bernd Brunke is to be nominated in the Supervisory Board as a candidate for Chairman of the Supervisory Board.

## **5. Change to Supervisory Board remuneration**

In addition to basic annual remuneration, the current remuneration of the Supervisory Board, as resolved at the Annual General Meeting of Shareholders held on 13 June 2013, provides for an attendance fee for each meeting attended in person.

The company has reached the conclusion that it is no longer customary to pay attendance fees. The remuneration of the Supervisory Board is therefore to be changed to comprise basic remuneration only.

The Executive Board and the Supervisory Board propose the following resolution:

That the remuneration of the Supervisory Board resolved by the Annual General Meeting of Shareholders held on 13 June 2013 be cancelled with effect from 1 January 2017 and redefined in its entirety as follows:

The members of the Supervisory Board shall receive the following basic annual remuneration for their activities:

1. € 30,000.00 for the Chairman of the Supervisory Board,
2. € 20,000.00 for the deputy Chairman of the Supervisory Board  
and
3. € 15,000.00 for the ordinary member of the Supervisory Board.

In the event of a change of (deputy) Chairman during a financial year or the assumption or loss of a Supervisory Board mandate, the basic remuneration shall be paid pro rata temporis.

In addition to the remuneration, the company shall reimburse the Supervisory Board members for expenses incurred in connection with performing their mandates and for any sales tax due on the remuneration or reimbursement of expenses.

bmp Holding AG has also taken out appropriate pecuniary damage liability insurance (directors' and officers' liability insurance – D&O insurance) for the benefit of the Supervisory Board members that does not include a deductible.

This remuneration provision shall apply with effect from 1 January 2017.

## 6. Various amendments to the Articles of Association

### *a) Amendment of Section 13 (1) of the Articles of Association*

As a general rule, the Supervisory Board passes resolutions at meetings in accordance with Section 13 (1) of the Articles of Association. Outside of meetings, this may occur by telephone, in writing, by telegraph or via other means of telecommunication by order of the Chairman of the Supervisory Board if no member objects to such method within a reasonable time period specified by the Chairman and the provisions are approved by the Chairman in writing and forwarded to all members.

The provision is not clearly formulated with respect to situations in which, by way of exception, a Supervisory Board member participates in a face-to-face meeting by telephone or video conference. The provision is thus to be made more specific.

The Executive Board and the Supervisory Board propose the following resolution:

That Section 13 (1) of the Articles of Association be reworded as follows:

“As a general rule, the Supervisory Board passes resolutions at meetings. In exceptional cases and with the approval of the Chairman of the Supervisory Board individual Supervisory Board members are permitted to participate in a meeting that would otherwise be attended in person by telephone or video conference and the Supervisory Board member concerned is entitled to participate in passing resolutions in this manner. Outside of meetings, by order of the Chairman of the Supervisory Board resolutions may be passed by telephone, in writing, by telegraph or by e-mail or video conference as well as through a combination of different voting methods. Resolutions passed in this manner are approved by the Chairman in writing and forwarded to all members. Paragraphs (2) to (5) below shall apply accordingly to voting outside of meetings.”

### *b) Amendment of Section 18 (3) of the Articles of Association*

In accordance with Section 18 (3) of the company's Articles of Association, the call of the Annual General Meeting of Shareholders must be announced at least 30 days before the day by the end of which the shareholders have to register for the Annual General Meeting of Shareholders, unless a shorter period is permitted by law.

As no shorter period is permitted by law, the provision is to be made more specific to that effect.

The Executive Board and the Supervisory Board propose the following resolution:

That Section 18 (3) of the Articles of Association be reworded as follows:

“The call of the Annual General Meeting of Shareholders must be announced at least 30 days before the day by the end of which the shareholders have to register for the Annual General Meeting of Shareholders.”

*c) Amendment of Section 22 (1) of the Articles of Association*

In accordance with Section 22 (1) of the company's Articles of Association, resolutions of the Annual General Meeting of Shareholders are passed by a simple majority of votes cast, unless mandatory statutory provisions stipulate that a larger majority of votes is required. Abstentions are not counted as votes.

In order to avoid legal ambiguities, the provision is to be made more specific to the effect that in cases where the law stipulates a majority of capital rather than a majority of votes, resolutions of the Annual General Meeting of Shareholders are passed by a simple majority of the share capital represented at the passing of the resolution, unless mandatory statutory provisions stipulate that a larger majority is required. Abstentions are not to be counted as votes in this context either.

The Executive Board and the Supervisory Board propose the following resolution:

That Section 22 (1) of the Articles of Association be reworded as follows:

“Resolutions of the Annual General Meeting of Shareholders shall be passed by a simple majority of votes cast, unless mandatory statutory provisions stipulate that a larger majority of votes is required. In cases where the law requires a majority of the share capital represented at the passing of the resolution, a simple majority of the share capital represented shall suffice, unless a larger majority is mandatory by law. Abstentions shall not be counted as votes in either case.”

## **7. Appointment of the auditor and the auditor of the consolidated financial statements**

The Supervisory Board proposes that

RSM Verhülsdonk GmbH  
Wirtschaftsprüfungsgesellschaft - Steuerberatungsgesellschaft, Düsseldorf  
Berlin Office

be appointed as the auditor and the Group auditor of the consolidated financial statements for the 2015 financial year.

### *Further information on the call*

#### **1. Total number of shares and voting rights at the time of the call (information according to section 30b of the Securities Trading Act (Gesetz über den Wertpapierhandel – WpHG)**

At the time of the publication of the call of the Annual General Meeting in the Federal Gazette (Bundesanzeiger), the share capital of the company amounts to € 20,701,174.00 divided into 20,701,174 no-par value bearer shares. Each no-par value share entitles the holder to one vote. No voting rights may be exercised from treasury shares held by the company. The company holds no treasury shares at the time of publication of the call of the Annual General Meeting in the Federal Gazette. The total number of shares and voting rights at the time of publication of the call of the Annual General Meeting in the Federal Gazette in this case is therefore 20,701,174.

## 2. Requirement for attendance at the General Meeting and for exercising voting rights (section 121 (3) no. 1 AktG)

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

bmp Holding AG  
 c/o Computershare Operations Center  
 80249 München  
 Fax: +49-(0)89-30903-74675  
 E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

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 that refers to beginning of the twenty-first day before the 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 (§ 126b BGB) and must be written in German or English.

To be able to attend the General Meeting and exercise voting rights, we recommend that, as in past years, shareholders who have deposited their shares with a German institution for safekeeping request an admission ticket to the General Meeting from the respective custodian institution. The custodian institution will normally handle the necessary registration, assume responsibility for ordering the admission tickets and confirm the relevant shareholdings to the above office. Shareholders will then be sent their ticket for the General Meeting. To ensure that tickets are received on time we ask that you request them as soon as possible. The registration with the order for the admission tickets must be received by bmp Holding AG, c/o Computershare Operations Center at the above-noted address within the aforementioned registration period, at the latest.

Shareholders who have deposited their shares with a foreign institution send the registration together with the confirmation from their custodian institution directly to bmp Holding AG, c/o Computershare Operations Center at the above address. It is also applicable here that the registration with the order for the admission tickets must be received there by the end of the registration period. You can obtain further information from corresponding instructions on our home page at

<http://www.bmp-holding.de/de/investor-relations/hauptversammlung-2016.html>

[english version: <http://www.bmp-holding.de/en/investor-relations/annual-general-meeting-2016.html>]

### *Record date and disposal of the shares*

In relation to the company, only persons who have provided evidence of shareholding shall be permitted to attend the General Meeting or exercise their voting rights as shareholders. Eligibility to attend the General Meeting and the extent of voting rights are exclusively subject to the shareholder's proven shareholdings as of the record date.

The shares are not blocked, either by the record date or by a registration for the General Meeting. Shareholders therefore continue to have access to their shares at all times, even on and after the record date or after having completed registration. Such acts have no effects on eligibility to attend and the extent of voting rights. This also applies to acquisitions and additional acquisitions after the record date. Persons who first acquire shares after the record date are therefore not eligible to attend.

### 3. Process for voting by proxy

Shareholders who do not wish to attend the General Meeting in person may have their shareholder rights, including their voting rights, exercised at the General Meeting by proxy – for example, by a financial institution, a shareholders' association or by another person of their choice. Timely registration for the General Meeting and proof of shareholding according to the above provisions are required in these cases as well.

The granting and revocation of a proxy and proof of the authorisation to the Company must be made in text form (section 126b of the German Civil Code (Bürgerliches Gesetzbuch – BGB)) if no financial institution, shareholders' association or an equivalent person or institution pursuant to section 135 (8) AktG and (10) in conjunction with section 125 (5) AktG is granted proxy to exercise the voting rights. The proxy holder can furnish proof by presenting the proxy at the entrance control point on the day of the General Meeting. The company also offers the following address for delivery of proof of the authorisation by post, fax or electronically (via e-mail) before the start of the General Meeting:

bmp Holding AG  
 c/o Computershare Operations Center  
 80249 München  
 Fax: +49-(0)89-30903-74675  
 E-Mail: bmp-hv2016@computershare.de

The above delivery channels are also available if the proxy is intended to be granted by way of a declaration to the company; no separate proof of the grant of proxy is needed in this case. An already granted proxy can be revoked by a declaration made directly to the company through the aforementioned delivery channels.

A form that can be used to grant proxy is found on the back side of the admission ticket that is sent to the shareholders after the timely registration described above and is also available for download on our home page at

<http://www.bmp-holding.de/de/investor-relations/hauptversammlung-2016.html>

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The proxy can also be granted in any other legally allowable manner. If a shareholder authorises more than one person, the company may refuse to admit one or more of them.

In the case of the authorisation of a financial institution, a shareholders' association or a person or institution with equivalent status pursuant to section 135 (8) and (10) in conjunction with section 125 (5) AktG, specifics may apply that must be enquired of the respective party being granted proxy.

The company offers its shareholders the possibility of authorising proxy holders named by the company to exercise their voting rights. Shareholders who wish to grant a proxy to the proxy holders named by the company must timely register for the General Meeting and furnish proof of the shareholding according to the above requirements. In the event they are authorised, the proxy holders named by the company exercise voting rights in accordance with instructions. The proxy holders named by the company are not empowered to exercise voting rights without instructions from the shareholder. This applies particularly to possible motions that are not made until the General Meeting. The proxy holders named by the company do not accept any instructions to place motions on the agenda. A form for granting proxy and issuing instructions to the proxy holders named by the company is included with each admission ticket. This is also available for download on our home page at

<http://www.bmp-holding.de/de/investor-relations/hauptversammlung-2016.html>

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Proxies and instructions to the proxy holders named by the company must also be delivered to the company in text form.

For organisational expediency, shareholders who wish to authorise the proxy holders named by the company already before the General Meeting are requested to deliver proxies together with instructions no later than 5 July 2016 at midnight (end of day) (CEST) (receipt), by post, fax or e-mail to the following address:

bmp Holding AG  
c/o Computershare Operations Center  
80249 München  
Fax: +49-(0)89-30903-74675  
E-Mail: [bmp-hv2016@computershare.de](mailto:bmp-hv2016@computershare.de)

In addition, at the General Meeting as well, we still offer shareholders who have timely registered for the General Meeting, furnished proof of shareholding in accordance with the above requirements, and appeared at the General Meeting the opportunity to grant the proxy holders named by the company proxy to exercise voting rights.

Further particulars on attendance at the General Meeting and on proxy voting will be sent to shareholders together with the admission ticket. Corresponding information is also accessible on our home page at

<http://www.bmp-holding.de/de/investor-relations/hauptversammlung-2016.html>

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#### **4. Shareholders' rights (section 121 (3) no. 3 AktG)**

- a) Proposals for additions to the agenda at the request of a minority pursuant to section 122 (2) AktG

Shareholders whose shares together make up one twentieth of the share capital or the pro rata amount of the share capital of € 500,000.00 (500,000 shares) may request that items be added to the agenda and announced. The request must be sent in writing to the company's Executive Board and reach the company no later than 5 June 2016 at midnight (end of day) (CEST). Each new item must include an explanatory statement or draft resolution. Requests from shareholders for additions to the agenda pursuant to section 122 (2) AktG shall be sent exclusively to the following address:

bmp Holding AG  
The Executive Board (Der Vorstand)  
Schlüterstrasse 38  
10629 Berlin  
Germany  
Fax: +49-(0)30-20305-555

Further information on making requests for additions to the agenda is available on the company's website at

<http://www.bmp-holding.de/de/investor-relations/hauptversammlung-2016.html>

[english version: <http://www.bmp-holding.de/en/investor-relations/annual-general-meeting-2016.html>]

b) Motions and nominations of shareholders pursuant to sections 126 (1) and 127 AktG

The Executive Board will make any motions against a recommendation by the Executive Board and/or Supervisory Board concerning a specific agenda item pursuant to section 126 (1) AktG and nominations for the election of Supervisory Board members or appointment of the auditor pursuant to section 127 AktG by shareholders pursuant to sections 126 (1) and 127 AktG available only if they reach the company no later than 21 June 2016 at midnight (end of day) (CEST). Shareholders must send these motions and/or nominations exclusively to the following address:

bmp Holding AG  
– Annual General Meeting (Hauptversammlung) –  
Schlüterstrasse 38  
10629 Berlin  
Germany  
Fax: +49-(0)30-20305-555

Motions and/or nominations that are addressed in any other way will not be considered.

Motions and nominations by shareholders that are timely received at the above addresses are published immediately upon receipt, with the name of the shareholder, an explanatory statement and any comment by the administration, at the following Internet address:

<http://www.bmp-holding.de/de/investor-relations/hauptversammlung-2016.html>

[english version: <http://www.bmp-holding.de/en/investor-relations/annual-general-meeting-2016.html>]

Further information on making countermotions and nominations is available on the company's website at

<http://www.bmp-holding.de/de/investor-relations/hauptversammlung-2016.html>

[english version: <http://www.bmp-holding.de/en/investor-relations/annual-general-meeting-2016.html>]

c) Right to information pursuant to section 131 (1) AktG

At the General Meeting, any shareholder and shareholder representative may request information from the Executive Board on the affairs of the company to the extent that such information is necessary for a proper evaluation of the agenda.

Further information on the shareholders' right to information is available on the company's website at

<http://www.bmp-holding.de/de/investor-relations/hauptversammlung-2016.html>

[english version: <http://www.bmp-holding.de/en/investor-relations/annual-general-meeting-2016.html>]

## 5. Further explanations and information on the company's website

Shareholders can find information for the General Meeting in the area of investor relations pursuant to section 124a AktG at

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Further information on the rights of shareholders under sections 122 (2), 126 (1), 127 and 131 (1) AktG is likewise found at

<http://www.bmp-holding.de/de/investor-relations/hauptversammlung-2016.html>

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Berlin, May 2016

bmp Holding AG

– The Executive Board –

**Additional information on item 4 of the agenda:  
Election to the Supervisory Board**

**Sven Rittau, Munich**

born on 3 July 1971 in Hanover  
married, 2 children  
Nationality: German

**Career**

Since 2014 K5 GmbH, Munich	Co-founder and CEO
2007-2013 Shirtinator AG, Munich	Co-founder and CEO
1999-2007 zooplus AG, Munich	Co-founder and COO
1997-1999 Management consultant	Roland Berger Strategy Consultants, Munich

**Offices**

2009-2012	Association Chairman Entrepreneurs' Organization Germany e.V.
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**Education**

1992-1997	Degree studies in economics Université Fribourg, Switzerland Qualification: lic. rer. pol. (licentiate degree in political science)
1990-1992	Bundeswehr (German Federal Armed Forces)/training as reserve lieutenant Air Defence Regiment, Langenhagen
1990	Abitur (German school-leaving qualification) St Ursula School, Hanover