

Beiersdorf

Remuneration of the Members of the Supervisory Board

Re item 8 of the agenda: Remuneration system for the members of the Supervisory Board

The remuneration for the members of the Supervisory Board is governed in § 15 of Beiersdorf Aktiengesellschaft's Articles of Association, which reads as follows:

„§ 15 – Remuneration

- (1) Each member of the Supervisory Board shall receive remuneration of €85,000 for each full fiscal year. The Chairman of the Supervisory Board shall receive two-and-a-half times that amount and his deputy, as laid out in § 12 (1) sentence 1 of the Articles of Association, shall receive one-and-a-half times the amount.*
- (2) Furthermore, members of Supervisory Board committees shall receive remuneration of €20,000 for each full fiscal year; the members of the Audit Committee shall receive twice this amount. The chair of a committee shall receive two-and-a-half times the remuneration of a committee member. Members and chair of the committee formed in accordance with § 27 (3) Mitbestimmungsgesetz (German Co-determination Act, MitbestG) or the Nomination Committee shall not receive separate remuneration.*
- (3) If a member of the Supervisory Board simultaneously holds several offices within the meaning of the paragraphs above, he or she shall only receive the remuneration for the highest-paying office.*
- (4) Members of the Supervisory Board receive an attendance fee in the amount of €1,000 for participation at a Supervisory Board meeting. The same applies in the case of committee meetings. Participating in a meeting also encompasses participation in a meeting held by telephone or video conference and meeting participation via telephone or video conference.*
- (5) Members of the Supervisory Board who have only served on the Supervisory Board or a committee for part of a fiscal year shall receive remuneration in proportion to the time served. Furthermore, members of the Supervisory Board shall be reimbursed for any appropriate expenses incurred when performing their duties, as well as the value added tax payable on their remuneration and expenses insofar as the Company is entitled to deduction of input tax.”*

The Supervisory Board appoints, advises and monitors the Executive Board in accordance with statutory requirements, the Articles of Association and the Bylaws. The Supervisory Board and the Executive Board work together closely for the benefit of the Company and for the sustained creation of value. The members of the Supervisory Board are entitled to reasonable remuneration based on the responsibilities and duties of the individual members of the Supervisory Board and the Company's economic situation.

The existing provisions in § 15 of the Articles of Association reasonably and sufficiently reflect these requirements as the remuneration takes due account in terms of both structure and amount of the requirements arising from the specific duties of the members of the Supervisory Board and the time required by them to duly and properly perform these

duties. In addition to the reimbursement of their expenses, the members of the Supervisory Board receive fixed remuneration of €85,000 plus an attendance fee of €1,000 for participating in the meetings of the Supervisory Board and its committees. The Chairman of the Supervisory Board receives two-and-a-half times and his deputy one-and-a-half times this amount. Members of committees – with the exception of the Nomination Committee and the Committee established in accordance with § 27 (3) 3 MitbestG – receive separate remuneration of €20,000 per fiscal year for their duties on these committees; the members of the Audit Committee receive twice his amount. The chair of a committee receives two-and-a-half time the remuneration of a committee member. If a member of the Supervisory Board simultaneously holds several offices for which increased remuneration is granted, he or she only receives the remuneration for the highest-paying office.

The amount of the remuneration defined in § 15 of the Articles of Association for members of the Supervisory Board is also appropriate in comparison to the remuneration paid to members of the supervisory boards of other large listed companies in Germany. The appropriateness of the remuneration for the Supervisory Board ensures that Beiersdorf Aktiengesellschaft remains in a position to attract qualified candidates for an office on its Supervisory Board; in this way, the remuneration for the Supervisory Board helps to promote the Company's business strategy and its long-term development on a sustained basis.

The remuneration for the members of the Supervisory Board is regularly reviewed for its appropriateness. The Executive Board and the Supervisory Board believe that for the individual reasons outlined above the remuneration continues to be appropriate and should not be changed. It is therefore proposed under item 7 of the agenda that the Annual General Meeting confirm the remuneration for the Supervisory Board defined in § 15 of the Articles of Association.