

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

We invite our shareholders to the Extraordinary General Meeting held on

21 March 2017 at 1 p.m. (CET)

at the “Hollywood Media Hotel”, Kurfürstendamm 202, 10719 Berlin

Agenda

1. Notification by the Executive Board of the loss of half of the share capital in accordance with section 92 (1) of the German Stock Corporation Act (AktG)

In accordance with section 92 (1) AktG, the Executive Board hereby notifies the General Meeting that there has been a loss of more than half of the share capital.

No resolution will be adopted on agenda item 1, as this is limited to the Executive Board's notification of the loss of half of the share capital in accordance with section 92 (1) AktG and no adoption of a resolution is stipulated by law for this. The Executive Board will explain the loss of half of the company's share capital to the General Meeting. At the General Meeting, the shareholders will have the opportunity to pose questions about this as part of their right to information.

2. Resolution on a capital reduction and amendment to the Articles of Association

The Executive Board and the Supervisory Board propose the resolution of a simplified capital reduction by way of consolidation of the company's shares. To allow for an even consolidation ratio, the number of the company's shares shall first be reduced by withdrawing one share.

The Executive Board and Supervisory Board therefore propose that the following resolutions be adopted:

- a) The company's share capital of EUR 20,701,174.00, divided into 20,701,174 bearer shares with a pro rata amount of the share capital of EUR 1.00 each, shall be reduced by EUR 1.00 to EUR 20,701,173.00. The reduction shall be implemented by withdrawing one share for which the issue price has been paid in full and which shall be made available to the company by a shareholder free of charge and acquired in this way. The capital reduction shall serve the sole purpose of allowing for an even consolidation ratio in the simplified capital reduction for offsetting impairment and covering other losses that is put forward for resolution under letter b).
- b) The company's share capital reduced in accordance with letter a) above to EUR 20,701,173.00 shall be reduced by EUR 13,800,782.00 to EUR 6,900,391.00 in a ratio of 3:1 in a simplified form according to the provisions of sections 229 et seq. in conjunction with sections 222 et seq. of the German Stock Corporation Act (AktG).

The purpose of the capital reduction is to offset impairment and cover over losses in the amount of EUR 13,800,782.00. Every three shares shall be consolidated into one new bearer share with a pro rata amount of the share capital of EUR 1.00 each.

- c) Further details regarding the implementation of the resolution shall be determined by the Executive Board with the approval of the Supervisory Board.

d) Article 5 (1) and (2) of the Articles of Association shall be reworded as follows:

- “1. The share capital of the company amounts to EUR 6,900,391.00.
2. It is divided into 6,900,391 shares.”

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 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 General Meeting in the Federal Gazette. The total number of shares and voting rights at the time of publication of the call of the 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

with proof of their share ownership no later than 14 March 2017 at midnight (end of day) (CET) (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 28 February 2017 at midnight (start of day) (CET) (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

Convenience Translation

– Only the invitation and agenda as published in the Federal Gazette (Bundesanzeiger) has legal force –

<http://www.bmp-holding.de/de/investor-relations/aoHV-2017.html>

[english version: <http://www.bmp-holding.de/en/investor-relations/egm-2017.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-hv2017@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/aoHV-2017.html>

[english version: <http://www.bmp-holding.de/en/investor-relations/egm-2017.html>]

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/aoHV-2017.html>

[english version: <http://www.bmp-holding.de/en/investor-relations/egm-2017.html>]

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 20 March 2017 at midnight (end of day) (CET) (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-hv2017@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/aoHV-2017.html>

[english version: <http://www.bmp-holding.de/en/investor-relations/egm-2017.html>]

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

Convenience Translation

– Only the invitation and agenda as published in the Federal Gazette (Bundesanzeiger) has legal force –

company's Executive Board and reach the company no later than 18 February 2017 at midnight (end of day) (CET). 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/aoHV-2017.html>

[english version: <http://www.bmp-holding.de/en/investor-relations/egm-2017.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 6 March 2017 at midnight (end of day) (CET). Shareholders must send these motions and/or nominations exclusively to the following address:

bmp Holding AG
– 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/aoHV-2017.html>

[english version: <http://www.bmp-holding.de/en/investor-relations/egm-2017.html>]

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

<http://www.bmp-holding.de/de/investor-relations/aoHV-2017.html>

[english version: <http://www.bmp-holding.de/en/investor-relations/egm-2017.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/aoHV-2017.html>

[english version: <http://www.bmp-holding.de/en/investor-relations/egm-2017.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

<http://www.bmp-holding.de/de/investor-relations/aoHV-2017.html>

[english version: <http://www.bmp-holding.de/en/investor-relations/egm-2017.html>]

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

<http://www.bmp-holding.de/de/investor-relations/aoHV-2017.html>

[english version: <http://www.bmp-holding.de/en/investor-relations/egm-2017.html>]

Berlin, February 2017

bmp Holding AG

– The Executive Board –