

**bmp Holding AG, Berlin**

**ISIN DE000A2E3772; DE000A2E4L59  
WKN A2E377; A2E 4L5**

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

**18 August 2017, 10.00 Uhr (CEST),**

**at the „Ludwig-Erhard-Haus, Berlin“  
Fasanenstraße 85  
10623 Berlin**

## **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 2016 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/ordentlicheHV-2017.html>  
(englisch version: <http://www.bmp-holding.de/en/investor-relations/agm-2017.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 2016**

The Executive Board and the Supervisory Board propose that the acts of the members of the Executive Board be ratified for financial year 2016.

- 3. Ratification of the acts of the Supervisory Board for financial year 2016**

The Executive Board and the Supervisory Board propose that the acts of the members of the Supervisory Board be ratified for the financial year 2016.

#### **4. Change in the company name and corresponding amendment to the Articles of Association**

Following the change in the company's purpose in 2015, the Executive Board and the Supervisory Board have resolved to support the new orientation in terms of communication with a new name and to propose to the Annual General Meeting of Shareholders that the name of the company be changed to SLEEPZ AG.

The Executive Board and the Supervisory Board therefore propose a resolution to change the company name to SLEEPZ AG and reword Article 1 (1) of the Articles of Association as follows:

“1. The name of the company is  
SLEEPZ AG.”

#### **5. Supervisory Board election**

Supervisory Board member Bernd Brunke has resigned his Supervisory Board mandate with effect from the end of this Annual General Meeting of Shareholders. In accordance with Article 10 (1) of the company's Articles of Association in the version applicable when the meeting was convened, the Supervisory Board consists of at least three members who are elected by the Annual General Meeting of Shareholders. As no member has been elected to replace Mr Brunke, it is necessary to elect a new Supervisory Board member in each case. Article 10 (4) Sentence 1 of the Articles of Association stipulates that a Supervisory Board member elected to replace a departing member shall hold office only for the remaining term of office of the member stepping down.

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.

The Supervisory Board member Michael Stammeler in particular has expertise in the fields of accounting or auditing as defined in Section 100 (5) AktG.

The Supervisory Board proposes that

Dott. Michele Puller, resident Berkamen  
- Chairman of the Executive Board of Steilmann Holding AG i.l. –

be elected to the Supervisory Board to replace departing member Bernd Brunke until the end of the Annual General Meeting of Shareholders that decides on the approval of the actions 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 held the following other offices on statutory supervisory boards or comparable boards:

- Member of the Supervisory Board of Adler Modemärkte AG, Haibach
- Chairman of the Advisory Board of S&E Kapital GmbH, Bergkamen
- Deputy Chairman of the Economic Council of B.V. Borussia 09 e.V. Dortmund
- Member of the Advisory Board of Borussia Dortmund Geschäftsführungs-GmbH, Dortmund

*Additional information in accordance with the German Corporate Governance Code ("Code") in the version dated 24 April 2017:*

The Supervisory Board has made sure that the candidate can fulfil the expected time requirements.

The selection of the candidate took account of the specific targets that the Supervisory Board has set itself with regard to its composition.

In the Supervisory Board's view, the candidate has no relationships with the company, its executive bodies or any major shareholder of the company as defined in Section 5.4.1 (6) to (8) of the German Corporate Governance Code.

The Supervisory Board supports the aim of the law on the equal participation of women and men in management positions. However, it has resolved to retain a gender quota of 0% for the Supervisory Board for the time being, as this is the only way to reflect the shareholder structure appropriately while also ensuring continuity in the Board's work.

Further information on the candidate(s) can be found after the agenda and will be made available online at

<http://www.bmp-holding.de/de/investor-relations/ordentlicheHV-2017.html>  
(englisch version: <http://www.bmp-holding.de/en/investor-relations/agm-2017.html>)

on the day the meeting is convened.

In accordance with Section 5.4.3 Sentence 3 of the Code, it is to be noted that the incumbent Chairman of the Supervisory Board, Sven Rittau, is still to be nominated in the Supervisory Board as a candidate for Chairman of the Supervisory Board.

## **6. 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 2017 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 € 8,280,391.00 divided into 8,280,391 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 8,280,391.

## **2. Requirement for attendance at the Annual General Meeting and for exercising voting rights (section 121 (3) number 1 AktG)**

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-(0)89-30903-74675  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

with proof of their share ownership no later than 11 August 2017 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 Annual General Meeting, in other words 28 July 2017 at midnight (start of day) (CEST) (record date). The registration and the proof of share ownership are required to be in text form (§ 126b of the German Civil Code (Bürgerliches Gesetzbuch – BGB)) and must be written in German or English.

To be able to attend the Annual 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 Annual 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 Annual 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/ordentlicheHV-2017.html>  
(englisch version: <http://www.bmp-holding.de/en/investor-relations/aqm-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 Annual General Meeting or exercise their voting rights as shareholders. Eligibility to attend the Annual 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 Annual 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 Annual General Meeting in person may have their shareholder rights, including their voting rights, exercised at the Annual General Meeting by proxy – for example, by a financial institution, a shareholders' association or by another person of their choice. Timely registration for the Annual 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 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 Annual 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 Annual General Meeting:

bmp Holding AG  
c/o Computershare Operations Center  
80249 München  
Fax: +49-(0)89-30903-74675  
E-Mail: [bmp-hv2017@computershare.de](mailto: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/ordentlicheHV-2017.html>  
(englisch version: <http://www.bmp-holding.de/en/investor-relations/agm-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 Annual 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 Annual 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/ordentlicheHV-2017.html>  
(englisch version: <http://www.bmp-holding.de/en/investor-relations/agm-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 Annual General Meeting are requested to deliver proxies together with instructions no later than 17 August 2017 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-hv2017@computershare.de](mailto:bmp-hv2017@computershare.de)

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

Further particulars on attendance at the Annual 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/ordentlicheHV-2017.html>  
(englisch version: <http://www.bmp-holding.de/en/investor-relations/agm-2017.html>)

#### **4. Shareholders' rights (section 121 (3) number 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 18 July 2017 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/ordentlicheHV-2017.html>  
(englisch version: <http://www.bmp-holding.de/en/investor-relations/agm-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 3 August 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/ordentlicheHV-2017.html>  
(englisch version: <http://www.bmp-holding.de/en/investor-relations/agm-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/ordentlicheHV-2017.html>  
(englisch version: <http://www.bmp-holding.de/en/investor-relations/agm-2017.html>)

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

At the Annual 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/ordentlicheHV-2017.html>  
(englisch version: <http://www.bmp-holding.de/en/investor-relations/agm-2017.html>)

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

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

<http://www.bmp-holding.de/de/investor-relations/ordentlicheHV-2017.html>  
(englisch version: <http://www.bmp-holding.de/en/investor-relations/agm-2017.html>)

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/ordentlicheHV-2017.html>  
(englisch version: <http://www.bmp-holding.de/en/investor-relations/agm-2017.html>)

Berlin, July 2017

bmp Holding AG

– The Executive Board –

## Appendix

### CV of Dott. Michele Puller

Year of birth: 1948  
Nationality: Italian  
Place of residence: Bergkamen

### Professional career:

Since 1 February 2004 Steilmann Holding AG i.l., Chairman of the Executive Board  
1991 – 2004 Radici Group (Deufil GmbH, Radici Chimica GmbH, Radici Trading GmbH);  
Managing Director  
1973 – 1998 Protector & Gamble Italy, Marketing

### Education:

Università degli Studi di Roma “La Sapienza”  
- Degree in Statistics and Demographics -  
Qualification: Dott., June 1973

Dott. Puller is a founding member of the Association of Italian Entrepreneurs. In 2004, he was designated as a “Cavaliere del Lavoro” by the President of the Italian Republic.