



Bondholders' Meeting
regarding

EUR 300,000,000 1.75% - bearer bonds 2015/2022 - ISIN: XS1213831362 /
WKN: A14KJP, issued by STADA Arzneimittel Aktiengesellschaft, Bad Vilbel,
Germany (the "STADA Bond 2015"),

on

Tuesday, 18 September 2018 at 10:30 a.m. (CEST)

(the "Bondholders' Meeting")

Power of attorney

Bondholder / Grantor

Name, First name / Company name

Domicile / Registered office

**POWER OF ATTORNEY TO A THIRD PARTY OF
YOUR TRUST**

Power of attorney

I/We hereby authorise Mr / Ms

Attorney

[One Square Advisory Services GmbH](#)

Name, First name / Company name

[Munich](#)

Domicile / Registered office

to represent me / us in the Bondholders' Meeting of STADA Arzneimittel Aktiengesellschaft – with the right to grant substitute power of attorney within the same scope as this power of attorney and a release from the restrictions set forth in sec. 181 German Civil Code (*Bürgerliches Gesetzbuch*) – and to

Substitute power of attorney

I/We hereby authorise Mr / Ms

Sub-attorney

Name, First name / Company name

Domicile / Registered office

to represent the grantor of the power of attorney in the Bondholders' Meeting of STADA Arzneimittel Aktiengesellschaft and to exercise the grantor's rights as a holder of the STADA-Bond 2015 in connection with the Bondholders' Meeting, including the right to information and the voting right, on behalf of the

exercise my rights as a holder of the STADA-Bond 2015 in connection with such Bondholders' Meeting, including the right to information and the voting right, on my / our behalf while disclosing my / our name and domicile or registered office in the register of participants. The attorney shall be released from the restrictions set forth in sec. 181 German Civil Code (*Bürgerliches Gesetzbuch*).

This power of attorney is governed by the laws of the German Federal Republic and shall be construed and interpreted in accordance with the laws of the German Federal Republic.

grantor of the power of attorney while disclosing the bondholder's and the attorneys name and domicile or registered office in the register of participants. The sub-attorney shall be released from the restrictions set forth in sec. 181 German Civil Code (*Bürgerliches Gesetzbuch*).

This power of attorney is governed by the laws of the German Federal Republic and shall be construed and interpreted in accordance with the laws of the German Federal Republic.

Place / Date / Signature (or other conclusion of the declaration pursuant to section 126b of the German Civil Code (*BGB*))

Place / Date / Signature (or other conclusion of the declaration pursuant to section 126b of the German Civil Code (*BGB*))

Name in capital letters

Name in capital letters

Please note:

Bondholders are asked to send the form of this power of attorney **filled out and signed**, including the presentation of (i) the Special Confirmation of the ownership of the Bondholder in the bonds through the depository bank with Blocking Notice pursuant to Section D.IV of the invitation to the Bondholders' Meeting published in the German Federal Gazette on 24 August 2018 and (ii), if relevant, proof of the power of representation of the principal in accordance with points D.V.1 and D.V.2 of the invitation to the Bondholders' Meeting by mail, fax, or e-mail or otherwise in text form (section 126b BGB) **as early as possible and at the latest until 18:00 (CEST) on 17 September 2018 (time of receipt)** to the following address:

**STADA Arzneimittel Aktiengesellschaft
c/o Link Market Services GmbH
„STADA-Anleihe 2015: Gläubigerversammlung“**

Landshuter Allee 10, 80637 München, Germany

or via fax to: **+49 (0)89 21027-289**
or via e-mail to: **versammlung@linkmarketservices.de**

(please only send once!)

Alternatively, you can, however, issue a power of attorney to a third party at the place of the Bondholders' Meeting from the time of admission until shortly before the beginning of the vote. The form for granting this power of attorney will be made available to you on site.

**LEGAL INFORMATION REGARDING THE ISSUANCE OF THE POWER OF ATTORNEY
IN CONNECTION WITH THE BONDHOLDERS' MEETING**

- Please note the detailed specifications set forth in the invitation to the bondholders' meeting from August 2018 (published in the Federal Gazette on 24 August 2018) (the "**Invitation to Bondholders' Meeting**"), in particular section D thereunder. The specifications within the Invitation to Bondholders' Meeting are exclusively authoritative.
- As regards the exercise of the voting rights of the holders of the STADA-Notes 2015 ("**Bondholders**"), please note in particular the following explanations which do not constitute a complete rendition of specifications contained in the Invitation to Bondholders' Meeting.

I. Representation during the Bondholders' Meeting

1. Each Bondholder may be represented at the Bondholders' Meeting by a proxy (sec. 14 SchVG in conjunction with sec. 18 para. 1 SchVG). The Bondholder can select the person to serve as a proxy; the depository bank or an arbitrary other third party (such as, for instance, an acquaintance) come into question.
2. The power of attorney is to be demonstrated in text form in the meaning of Section 126b BGB in German or in English no later than upon entering the Bondholders' Meeting.

II. Proof of ownership and blocking notice

1. The proxy has to further demonstrate upon admission to the Bondholders' Meeting at the latest, insofar as these proofs have not already been submitted, in an appropriate manner, the Bondholder capacity of the principal pursuant to section D.IV of the invitation to the Bondholders' Meeting and, if relevant, the power of representation of the principal in accordance with section D.V.1 and D.V.2 of the Invitation to Bondholders' Meeting.
2. Verification of the Bondholder capacity is to be provided through both a special confirmation ("**Special Confirmation**") by the depository bank in text form (§ 126b BGB) as well as by presenting a blocking notice issued by the depository bank in text form (§ 126b BGB) ("**Blocking Notice**").
 - a) A Special Confirmation within the meaning of sec. 10 para. 3 sentence 2 SchVG is a certification of the depository bank which states the aggregate nominal value and/or the number of the bonds which were credited on the day of the issuance of this certification to the securities account of the respective Bondholder at this depository bank and which Bondholder actually holds the account.
 - b) A Blocking Notice from the depository bank is a notice according to which the bonds held by the Bondholder are blocked by the depository bank until the end

of the voting time period within the Bondholders' Meeting on 18 September 2018. Please contact your depository bank regarding the formalities of the Blocking Notice.

It is pointed out that Bondholders who have not transmitted or provided the Special Confirmation and the Blocking Notice in text form (§ 126b BGB) upon admission to the Bondholders' Meeting are not eligible to attend or vote. In these cases, proxies shall not be permitted to attend the Bondholders' Meeting or exercise the voting right either.

Bondholders can use the form attached to the invitation to the Bondholders' Meeting as **Appendix 2** for the purposes of the Special Confirmation with Blocking Notice. The form can also be downloaded through the Issuer's website (www.stada.com) under the category "Investor Relations" under the section "Bonds" and there under "STADA-EURO-Bond 2015: Bondholders' Meeting on 18 September 2018" (www.stada.com/investor-relations/bonds.html).

III. Other evidence

1. If applicable the proxy has to further demonstrate upon admission to the Bondholders' Meeting at the latest, insofar as these proofs have not already been submitted, each in an appropriate manner, the power of representation of the principal in accordance with sections D.V.1 and D.V.2 of the invitation to the Bondholders' Meeting.
2. Attendants of the Bondholders' Meeting must upon entering the Bondholders' Meeting also prove their identity in an appropriate manner (e.g., by presenting a valid ID card, passport or another official photo ID). This also applies to representatives of the Bondholder.

IV. Registration

1. The Bondholders are requested to register before the Bondholders' Meeting with the service provider Link Market Services GmbH commissioned by the Issuer, namely, if possible, **by the end of 14 September 2018** at the latest (i.e., by 24:00 midnight (CEST)) at the following address (by mail, fax or e-mail):

STADA Arzneimittel Aktiengesellschaft
c/o Link Market Services GmbH
"STADA-Anleihe 2015: Bondholders' Meeting"

Landshuter Allee 10
80637 München, Deutschland

fax: +49 (0)89 21027-289
e-mail: versammlung@linkmarketservices.de
(please only register once)

For the purposes of registering for the Bondholders' Meeting, the Bondholders can use the form provided as **Appendix 3** to the invitation of the Bondholders'

Meeting. Prior registration is not a precondition for the entitlement to attend the Bondholders' Meeting and to exercise the voting right.

2. Please note that also Bondholders who participated in the vote without meeting from 26 until 28 June 2018 or the bondholders' meeting on 17 July 2018 must undertake the following in order to attend the Bondholders' Meeting and exercise their voting rights under the Bearer Bonds: They must present a (new) Special Confirmation with Blocking Notice in accordance with the specifications of section D of the invitation to the Bondholders' meeting and attend (or be represented) at the Bondholders' Meeting and vote again. Relevant forms and instructions are accessible under www.stada.com/investor-relations/bonds.html and there under "STADA-EURO-Bond 2015: Bondholders' Meeting on 18 September 2018".
