



**Counter motions
and nominations**

**for the Annual General Meeting
of STADA Arzneimittel AG
on August 26, 2016**

STADA Arzneimittel AG

Bad Vilbel

WKN 725180

ISIN DE0007251803

Here you can find all counter motions and nominations of shareholders that have to be made accessible.

The motions are designated with letters. If you wish to support a counter motion or nomination designated with a letter, you can place a tick directly under the appropriate letter on the registration sheet or in the internet form provided by the Company. In this case, please also tick the appropriate box under the respective item on the Agenda to indicate how you would like to vote in order to make sure that your vote is counted even if the counter motion is not made, is retracted or, for some other reason, is not voted on at the General Meeting.

For our Annual General Meeting taking place on Friday, August 26, 2016, in Frankfurt am Main, we have received the following counter motions and nominations to date. The motions and reasons are the authors' views as notified to us. We have also placed assertions of fact in the Internet without changing or verifying them.

Deviating nominations of the shareholder Active Ownership Fund SICAV-FIS SCS ("AOF")

On July 20, 2016, the invitation to the Annual General Meeting of the company on August 26, 2016 was announced in the German Federal Gazette and the relevant agenda items were published. Item 8 of the published agenda calls for the resolution on the new election of four of the members of the company's Supervisory Board who are to be elected by the Annual General meeting.

Pursuant to Section 127 of the German Stock Corporation Act (AktG), AOF made the following deviating

Nominations:

- A**
1. AOF proposes, instead of Dr. Birgit Kudleck listed under agenda item 8 lit. a), the election of
Mr. Klaus-Joachim Krauth, Pöcking, Managing Director of SWB International GP S.á.r.l. (Luxembourg),
as member of the Company's Supervisory Board.

The candidate is a member of the following (i) other supervisory boards that are to be constituted by law or (ii) comparable domestic and foreign boards with controlling authority:

- (i) InterComponentWare AG, Walldorf, Deputy Chairman of the Supervisory Board,
- (ii) TwinLux S.A., Luxembourg, Member of the Administrative Board,
GemeloLux S.A., Luxembourg, Member of the Administrative Board.

- B**
2. AOF proposes, instead of Mr. Gunnar Riemann listed under agenda item 8 lit. c), the election of
Mr. Hans-Helmut Fabry, Icking, independent Management Consultant, former Global Commercial Head / Novartis Consumer Health, Novartis AG, Switzerland, former Head of Sandoz Germany / Chief Executive Officer, Hexal AG, Holzkirchen,
as member of the Company's Supervisory Board.

The candidate is not a member of other statutory supervisory boards or comparable monitoring boards of other German or foreign companies.

With regard to the above proposals for election, to the knowledge of AOF and pursuant to clause 5.4.1 of the German Corporate Governance Code, none of the recommended candidates have personal or commercial relationships to the Company or its Group companies, Boards of the Company or a shareholder with a significant stake in the Company.

Justification

On sections 1 and 2:

The Nomination Committee of the Company's Supervisory Board announced candidates for the partial renewal of the capital side of the Company's Supervisory Board. Despite repeated offers to enter into talks, the selection was carried out without the involvement of the shareholders and, from the perspective of AOF, does not meet the required competence profile. What is particularly apparent here is the lack of experience on the part of candidates proposed by the Company in the operational management of the generics and OTC business. The candidates from the Nomination Committee do not fully meet the profile defined by the company itself, the necessary renewal of competence is thus insufficiently provided.

Instead, personalities are herewith proposed for election which better fulfill the required competence profile and whose specialist expertise and industry experience will be of extraordinary benefit for the future work of the Supervisory Board.

Summarized statement of the Supervisory Board on the supplement motion and nominations of the shareholder Active Ownership Fund SICAV-FIS SCS

The request for supplements to item 9 of the agenda by shareholder Active Ownership Fund SICAV-FIS SCS relating to the dismissal of Dr. Martin Abend (Chairman of the Supervisory Board) and Mr. Carl Ferdinand Oetker (Chairman of the Audit Committee) and the request for supplements to item 10 relating to the new election of Mr. Eric Cornut and Dr. Ursula Schütze-Kreilkamp are directly connected. Moreover, the two requests for supplements are to be viewed in the context of two nominations, which AOF submitted to the Company at the same time. AOF subsequently proposes that two candidates nominated by AOF, namely Mr. Klaus-Joachim Krauth and Mr. Hans-Helmut Fabry, be elected in place of the candidates proposed by the Supervisory Board under items 8a) and 8c), Dr. Birgit Kudlek and Dr. Gunnar Riemann. These two nominations are available on the Company's website at www.stada.de/hv2016.

The Supervisory Board thus makes the following statement as regards the requests for supplements of AOF on item 9 and item 10 of the agenda as well as the two nominations.

The complete replacement of all six shareholder representatives in the STADA Supervisory Board by AOF results in discontinuity in the supervision of the Company, which is not in the interests of the Company or the shareholders.

The complete replacement of the shareholder representatives would expose the Company to an irresponsible risk, as the knowledge transfer from the Supervisory Board members familiar with the Company to the new members would not be guaranteed. AOF also particularly seeks discontinuity in the position of the Chairman of the Supervisory Board and in the position of the Chairman of the important Audit Committee. The three employee representatives, who according to AOF are to ensure a transfer of knowledge, have only been in their positions for around two years. The Supervisory Board would therefore not be able to work in the months of the necessary introduction period. A complete replacement of all shareholder representatives is unprecedented in Germany, even in the case of a hostile takeover.

The new shareholder team proposed by the Supervisory Board (four new members as well as the Chairman of the Supervisory Board and the Chairman of the Audit Committee) guarantees continuity and ensures that the Supervisory Board as a whole has all of the necessary competences for the future of the Company. The good balance between new and remaining members ensures a smooth transfer of knowledge and supports the strategic restructuring through the Executive Board.

The candidate proposal by the administration has been developed in a structured, transparent and professional process by the Nomination Committee together with renowned personnel consulting Company Egon Zehnder. The team proposed by the Supervisory Board for election has been selected on the basis of discussions with several investors in the interests of all shareholders. The Supervisory Board in its entirety will unite relevant specialist and market knowledge, long-standing international experience and profound expertise in financial, accounting and legal issues as well as personal independence following its new positioning.

The four candidates for the Supervisory Board proposed by AOF do not pass comparison with the candidates proposed by the Supervisory Board. The candidates proposed by AOF do not meet with the Company's publicly accessible selection criteria.

They also do not meet with the selection criteria set by AOF itself. In addition, there is no transparency regarding how the nominated people were selected. Although AOF used a selection profile from Spencer Stuart, both sides deny that AOF commissioned Spencer Stuart. It remains unclear which person should assume the position of the Chairman of the Supervisory Board and which person should become the Chairman of the Nomination Committee.

Overall, the process so far casts doubt over the suitability of the nominated candidates: Of the five people originally proposed by AOF, only one is among those now nominated. There is also doubt regarding the legally required independence of the financial expert proposed for the position of the Chairman of the Nomination Committee.

Overall, there is the impression that the proposed alternative list has not been put forward in the interests of all shareholders, rather first and foremost in the interests of one individual shareholder.

The Supervisory Board therefore recommends that the resolution proposed for item 9 be rejected.

Furthermore, the Supervisory Board also recommends that the resolution proposed for item 10 be rejected.

As regards the counter-motions on items 8a) and 8c), the Supervisory Board stands by the proposed resolutions it published in the Federal Gazette on July 20, 2016.

Additional Information about nominations of the shareholder Active Ownership Fund SICAV-FIS SCS**Resume: Klaus J. Krauth**

Name	Klaus J. Krauth
Profession	Managing Director
Place of residence	Pöcking, Germany
Year and place of birth	1961 in Stuttgart, Germany
Languages	German, English

**Education & Qualification**

Executive Master Program at Zeppelin-University, Friedrichshafen, Executive Master of Arts for Family Entrepreneurship eMA FESH, 2014;
Degree in Industrial Engineering, University of Karlsruhe (Diplom-Wirtschaftsingenieur), 1989

Professional Experience

2013 - pres.	SWB International SCS , Luxembourg, Managing Director, responsible for Private Equity investments
2005 - 2013	Athos Service GmbH , Munich, CFO, and also Managing Director and CFO of Santo Holding (Deutschland) GmbH (affiliated company), Managing Director of Arevipharma GmbH, Radebeul, (producer of active pharmaceutical ingredients) from 2007 to 2013, various directorships at affiliated companies, fostering of various acquisitions and investments in generics and pharmaceuticals
2003 - 2005	Hexal AG , Holzkirchen, Deputy CFO und CFO (since 2004) and Director of Finance and Administration, responsible for Hexal-Group <i>Hexal: 2005 Germany's largest generics company with EUR 1,5 billion in sales, 40 foreign companies and manufacturing capacities in Germany, Turkey, Denmark, Indonesia and China</i>
2001 - 2003	TeraGate AG , Munich, CFO
1999 - 2001	Giesecke & Devrient America, Inc. Dulles, Virginia, Vice President and CFO, also Treasurer and Corporate Secretary for subsidiaries in USA and Canada
1996 - 1999	Giesecke & Devrient GmbH , Munich, Head of Controlling, Business Unit Banknote Processing Systems
1994 - 1996	Ravensburger Bau-Beteiligungs AG , Grünwald-Leipzig, Corporate Controller
1992 - 1994	Giesecke & Devrient GmbH , Munich, Management Assistant and Financial Controller Business Unit Cards
1988 - 1992	Arthur Anderson & Co. GmbH , Stuttgart, Audit & Consulting
1986 - 1988	Nixdorf Computer AG , Stuttgart, Project Manager at Software Department/Banking Office

Memberships in statutory supervisory boards or in comparable domestic and foreign control bodies of business enterprises

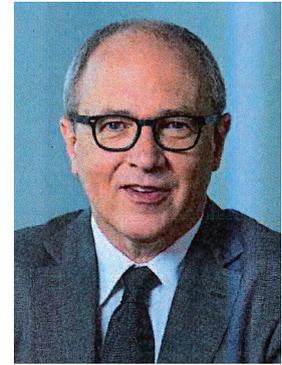
- ICW AG Walldorf, Deputy Chairman of the Supervisory Board
- TwinLux S.A. Luxembourg, Supervisory Board
- GemeloLux S.A., Luxembourg, Supervisory Board

(Former Board-Memberships:

- Conergy AG, Hamburg (TechDax-company, February 2009 to August 2011);
- IVG AG, Bonn (MDax-company, May 2011 to August 2014))

Resume: Hans-Helmut Fabry

Name Hans-Helmut Fabry
Profession Independent Management Consultant
Place of residence Icking-Irschenhausen, Germany
Year and place of birth 1956 in Bochum, Germany
Languages German, English, French

**Education & Qualification**

Université de Liège (Belgium) and Westfälische Wilhelms-Universität (Münster, Germany),
 Master (Diplom-Psychologe), 1981

Professional Experience

2016 - pres. **Freelance work as Mentor and Advisor**

2015 - 2016 **GSK Consumer Healthcare**, Germany / Switzerland
Joint Venture von GSK und Novartis

2005 - 2015 **Novartis AG**, Germany / Switzerland

2014 - 2015 Global Commercial Head / Novartis Consumer Health,
 Head of Nyon Site (Nyon, Schweiz)
*Managing the Global Franchise-Teams in Singapore,
 Switzerland and the US (Marketing, R&D, BD&L, Finance,
 Portfolio Management, Supply Chain and Legal)*

2007 - 2014 Head of Sandoz Germany / CEO Hexal AG
 (Holzkirchen, Germany)

2005 - 2007 Managing Director, Novartis Consumer Health Germany
 (Munich)

1991 - 2004 **L'ORÉAL** Germany / France / Austria / Slovakia / Czech Republic

1999 - 2004 Managing Director, L'Oréal Czech Republic / Slovakia

1995 - 1998 Business Unit Manager, L'Oréal, Germany

1992 - 1995 Business Unit Manager, L'Oréal Austria

1991 - 1992 Project Manager, L'Oréal France

1989 - 1991 **Bongrain** Germany, Marketing Direktor Fromages Bongrain

1984 - 1988 **Henkel**, Germany / France

1987 - 1988 Brand Manager, France

1984 - 1986 Junior Brand Manager, Germany

(Currently holds no mandates in domestic or foreign supervisory boards or foreign companies.)

Deviation nomination of the shareholder Roland Kirchner

Pursuant to Section 126 para.1 of the German Stock Corporation Act (AktG) I propose as shareholder of your stock corporation, under Agenda Item 9, "Election to the Supervisory Board", that Roland Kirchner, Diplom Betriebswirt (FH), Rodeberg be elected.

Justification

He is qualified through his studies in engineering economics and business administration as well as his many years of professional experience.

He fulfills both the company-specific selection criteria, i.e. the professional criteria, and the 'balance criteria' as well as the general criteria.

He is not a member of the Executive Board or Supervisory Board of any other company.

STADA has successfully pursued a strategy of internationalization and diversification. The planned new positioning of the Supervisory Board is necessary in order to further strengthen the successful international growth strategy of the company in Generics and Branded Products with the restructuring of the Board.

A structured selection process for candidates was therefore initiated, in order to ensure a transparent process for candidate selection on the basis of a defined selection profile, which includes professional expertise, personal qualification and independence as well as the recommendations of various codes and rules of good corporate governance.

He is therefore available.

Additional Information about the nomination of the shareholder Roland Kirchner



Roland Kirchner

Diplom Wirtschaftsingenieur (FH)

Diplom Betriebswirt (FH)

SAP Certified Applikation Associate – Financial Accounting ERP

6.0

19 years manufacturing / FI / CO / at industrial enterprises

11 years FI / CO / SAP at service, trading and industrial enterprises

Resume

Name: Roland Kirchner
 Place of birth: Struth, Germany
 Date of birth: June 22, 1958
 Marital status: married, with two children

Education:

1995 - 1996 Studies in Business Management at the
 Technical University of Applied Sciences Wildau / Berlin,
graduating as a Diplom Betriebswirt (FH)
 1994 - 1995 Distance learning studies in Business Management at the Schmalkalden
 University of Applied Sciences
 1985 - 1990 Distance learning studies in Engineering Management at the University
 of Applied Sciences Zwickau (FH), Reichenbach,
graduating as a Diplom Wirtschaftsingenieur (FH)
 1979 - 1982 Vocational education and training at ESDA
 1977 - 1979 Basic military service with the German air force
 1973 - 1977 Secondary education, Mühlhausen

Career:

01/2010 Self-employed businessman in the solar energy sector, KIR.SOLAR, Rodeberg, planning, sales, installation and
 operation of photovoltaic units

02/2012-06/2012 Head of Finance and Accounting at PACOMA GmbH in Eschwege, responsible for finance, controlling, preparation of
 financial statements as well as the design and optimization of processes in SAP FI / CO

07/2011-12/2011 Local Process Owner at KONE GmbH, Hannover, responsible for the introduction, application and optimization of
 processes in SAP FI / CO

06/2010-10/2010 Qualification as **certified SAP consultant** for SAP ERP 6.0 external accounting with additional qualification in
 controlling

01/2008-12/2009 Head of SAP FI / CO team at CONRAD ELECTRONIC SE in Hirschau focusing on IT, responsible for the application
 and optimization of the SAP FI / CO modules and related business processes; staff management, including profit
 responsibility, management of all projects assigned to this area in Germany and abroad

01/2006-12/2007 Self-employed businessman in the solar energy sector; KIR.SOLAR, Rodeberg, planning, sales, installation and
 operation of photovoltaic units

04/2001-12/2005 SAP and business consultant at RWE Solutions AG (SAG) in Frankfurt, development and roll-out of SAP master
 template for financial accounting module; also overhead and product cost controlling, production planning and
 control, master data management and migration, authorization concept

04/2000-03/2001 Controller at Marconi Data Systems GmbH in Limburg; ORACLE project team; cost center and cost unit accounting,
 reporting, U.S. GAAP, optimization of logistics / warehousing and accounting workflows

11/1998-04/2000 Controller at Rheinelektra CARE GmbH (RWE) in Kelkheim, controlling, finance and accounting; MIS in accordance
 with the German Commercial Code and IAS

02/1997-07/1998 Controller at Deutsche Travertin Werke GmbH in Bad Langensalza, cost accounting, controlling, reporting, financial
 planning

11/1989-10/1995 Financial planner / cost accountant / calculator / controller at Schliess- und Sicherungssysteme GmbH in
 Mühlhausen; experience in financial, balance sheet, and profit and loss accounting, cost accounting, estimation,
 controlling and profitability analysis

04/1979-11/1989 Employee in production and production planning (operating technician) at ESDA in Struth; extensive practical
 experience and theoretical knowledge of management and controlling functions (incl. staff management)

Languages: English, Russian

Software: MS Office, KHK, Konz (Oracle), Hyperion, PPS-IFAX, KO/RE/CO, ADP, Mesonic