

INVITATION TO THE ORDINARY
GENERAL MEETING **2018**

Dermapharm Holding SE



Ordinary bearer shares | Security identification number A2GS5D |
ISIN DE000A2GS5D8

**Invitation to the Ordinary General Meeting
of Dermapharm Holding SE
based in Grünwald, district of Munich**

We invite our shareholders
to attend the
Annual General Meeting
to be held on

**June 26, 2018, at 10:00 am
(admission from 9:00 am),**

in the rooms of The Westin
Grand München Hotel,
Arabellastraße 6,
81925 Munich.

AGENDA

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements and the Group management report of Dermapharm Holding SE as well as the report of the Supervisory Board in each case for the fiscal year 2017

The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Management Board; the annual financial statements have therefore been adopted. In this case, the law does not provide for the adoption of the annual financial statements or the approval of the consolidated financial statements by the Annual General Meeting. Rather, the aforementioned documents are merely to be made available to the Annual General Meeting in accordance with the statutory provisions (Section 176 (1) sentence 1 AktG). Accordingly, no resolution will be passed by the Annual General Meeting on agenda item 1.

The adopted annual financial statements of the Company for fiscal year 2017 do not show any balance sheet profits. The agenda therefore does not provide for a separate item for the resolution of the Annual General Meeting on the appropriation of balance sheet profits.

2. Formal approval of acts of the Management Board for fiscal year 2017

The Management Board and Supervisory Board propose that the new members of the Company's Management Board (Dr. Hans-Georg Feldmeier, Stefan Grieving, Stefan Hümer and Karin Samusch) appointed by resolution of the Supervisory Board on August 11, 2017, be granted formal approval for their respective activities in fiscal year 2017.

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The Company's previously acting sole Management Board was already discharged by resolution of the Annual General Meeting on August 11, 2017.

3. Formal approval of acts of the Supervisory Board for fiscal year 2017

The Management Board and Supervisory Board propose that the new members of the Company's Supervisory Board (Wilhelm Beier, Michael Beier and Dr. Erwin Kern) appointed by resolution of the Annual General Meeting on August 11, 2017, be granted formal approval for their activities in fiscal year 2017.

* * *

The members of the Company's Supervisory Board who were previously in office were already discharged by resolution of the Annual General Meeting on August 11, 2017.

4. Election of the auditor for fiscal year 2018 and the auditor for a review of interim financial reports/information in fiscal year 2018 and in fiscal year 2019 in the period up to the next Annual General Meeting

The Supervisory Board proposes that Warth & Klein Grant Thornton AG Wirtschaftsprüfungsgesellschaft, Düsseldorf, be chosen

- as auditor for the Company and the Group for fiscal year 2018 and as auditor for any review of interim financial reports/information of the Company for fiscal year 2018; and
- as auditor for a possible review of interim financial reports/information of the Company for fiscal year 2019 in the period up to the next Annual General Meeting in 2019.

* * *

The Supervisory Board has not formed an Audit Committee. In place of the Audit Committee, the Supervisory Board declared in accordance with the third subparagraph of Article 16 (2) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014, that its election proposal for the election of the auditor is free of undue influence by third parties and that it was not restricted with regard to the selection of a specific auditor.

DOCUMENTS TO THE AGENDA

From the time the Annual General Meeting is convened, the following documents in particular will be made available on the Company's website at <https://ir.dermapharm.de/index-EN.php> in the "Annual General Meeting" section:

- the invitation to the Annual General Meeting;
- the adopted annual financial statements, the approved consolidated financial statements and the Group management report of Dermapharm Holding SE as well as the report of the Supervisory Board of Dermapharm Holding SE, each for fiscal year 2017.

All of the aforementioned documents will also be available for inspection at the Annual General Meeting itself. They can also be inspected by shareholders during normal business hours at the Company's offices (Lil-Dagover-Ring 7, 82031 Grünwald) as soon as the Annual General Meeting is convened. Upon request, the aforementioned documents will also be sent to shareholders of the Company free of charge. Orders should be sent exclusively to:

Dermapharm Holding SE
– Investor Relations –
Lil-Dagover-Ring 7
82031 Grünwald
Fax: +49 (611) 20 585 5-66
Email: IR@dermapharm.de

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

The Company's share capital amounted to EUR 53,840,000.00 at the time it was announced in the Federal Gazette that the Annual General Meeting would be convened and is divided into a total of 53,840,000 no-par value bearer shares. Each share entitles the holder to one vote at the Annual General Meeting. The total number of voting rights in the Company thus amounted to 53,840,000 at the time it was announced in the Federal Gazette that the Annual General Meeting would be convened.

Pursuant to Section 71b of the German Stock Corporation Act (AktG), the Company is not entitled to any voting rights from directly or indirectly held treasury shares. At the time it was announced in the Federal Gazette that the Annual General Meeting would be convened, the Company did not hold any treasury shares.

REQUIREMENTS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING AND THE EXERCISE OF VOTING RIGHTS

Shareholders who wish to attend the Annual General Meeting or exercise their voting rights must register before the Annual General Meeting. Registration must be in written form (Section 126b BGB) and must be in German or English.

Shareholders must also prove that they are entitled to attend the Annual General Meeting. Clear proof of share ownership issued in written form (Section 126b BGB) by the custodian bank is required and sufficient evidence of entitlement to attend the Annual General Meeting (and thus also to exercise voting rights). Proof must be in German or English and refer to the beginning of the 21st day before the Annual General Meeting (record date), i.e. Tuesday, June 5, 2018, 24:00 hrs (CEST).

Registration and the additionally required proof of entitlement to participate must be received by Dermapharm Holding SE at the following address by Tuesday, June 19, 2018, 24:00 hrs (CEST) at the latest:

Dermapharm Holding SE
c/o Computershare Operations Center
80249 Munich
Fax: +49 (89) 30903-74675
Email: anmeldestelle@computershare.de

Once the above conditions for participation have been met, admission tickets for the Annual General Meeting will be sent to the shareholders entitled to participate or their proxies. Admission tickets are not a prerequisite for participation in the Annual General Meeting or the exercise of voting rights; they are merely organizational aids.

SIGNIFICANCE OF THE RECORD DATE

In relation to the Company, only those persons who have provided proof of share ownership as mentioned in the previous section shall be deemed shareholders for participation in the Annual General Meeting and for exercising voting rights. The entitlement to attend the Annual General Meeting and the scope of voting rights therefore depend exclusively on the number of shares held on the record date as stated. The record date or registration for the Annual General Meeting does not constitute a blocking period for the sale of shares. Shareholders may therefore freely dispose of their shares on and after the record date and after registration for the Annual General Meeting. However, such dispositions have no effect on the right to participate in the Annual General Meeting and the scope of voting rights. The same applies to the acquisition or additional acquisition of shares on or after the record date. Persons who only acquire shares in the Company on or after the record date are therefore not entitled to participate in or vote on these shares at the Annual General Meeting in their own right. The record date has no significance for dividend entitlement.

PROCEDURE FOR VOTING BY PROXY

Shareholders may appoint a proxy, including a bank or an association of shareholders or proxies nominated by the Company, to attend the Annual General Meeting on their behalf and to exercise their voting rights. In this case, too, the conditions for participation mentioned above must be met for the relevant share portfolio.

In the absence of another provision in the Articles of Association, the statutory provisions shall apply to the proxy. The granting of a proxy, its revocation and proof of the proxy to the Company must therefore be in written form if neither a bank nor an association of shareholders or any other person or association of persons equivalent to a bank pursuant to Section 135 (8) or (10) AktG is authorized.

When authorizing a credit institution, an association of shareholders or another person or association of persons equivalent to a credit institution pursuant to Section 135 (8) or (10) AktG, the special statutory provisions of Section 135 AktG apply, which include requiring that the proxy be verifiably recorded. However, the respective proxies may determine their own formal requirements; details may have to be obtained from the respective proxies.

If the shareholder authorizes more than one person, the Company may reject one or more of them.

The proxy can be granted both before and during the Annual General Meeting. Proxy forms that can be used to issue proxies before or outside the Annual General Meeting will be sent to shareholders entitled to attend together with the admission ticket to the Annual General Meeting. Proxy forms that can be used to issue proxies at the Annual General Meeting itself will be handed out to shareholders entitled to attend or their representatives on the day of the Annual General Meeting at the entrance control to the Annual General Meeting. Shareholders entitled to attend the Annual General Meeting remain entitled to attend in person even after proxy has been granted.

Proxies may be granted and revoked both by a declaration to the Company and by a declaration to the person to be authorized. The following address is available for granting and revoking the proxy by declaration to the Company and for transmitting proof of a proxy declared to the proxy or for revoking such proxy; in particular, electronic transmission by email is also possible:

Dermapharm Holding SE
c/o Computershare Operations Center
80249 Munich
Fax: +49 (89) 30903-74675
Email: Dermapharm-HV2018@computershare.de

Proof of a proxy may also be furnished by the proxy presenting the proxy at the admission control on the day of the Annual General Meeting. If the proxy is granted by declaration to the Company, no separate proof is required.

The Company offers its shareholders the opportunity to authorize proxies appointed by the Company and bound by instructions to exercise their voting rights at the Annual General Meeting. Binding instructions for exercising voting rights must be given to the proxies nominated by the Company in the proxy; they are obliged to vote in accordance with the instructions given to them. The relevant instructions, as well as the proxy, must be in written form; the same applies to the revocation of the proxy and the issued instructions as well as any amendments. Proxies appointed by the Company are limited to exercising voting rights in accordance with instructions when voting on the resolutions proposed by the management on the individual items of the agenda. The proxies appointed by the Company do not accept instructions on exercising voting rights on other motions for resolutions or on exercising further shareholder rights at the Annual General Meeting. The form printed on the admission ticket may be used to issue proxies and instructions to proxies nominated by the Company. Proxies and instructions to the proxies nominated by the Company must reach the Company at the following address by Monday, June 25, 2018, 24:00 hrs (CEST) at the latest:

Dermapharm Holding SE
c/o Computershare Operations Center
80249 Munich
Fax: +49 (89) 30903-74675
Email: Dermapharm-HV2018@computershare.de

The proxies nominated by the Company may also be authorized at the Annual General Meeting itself until voting begins. Shareholders entitled to attend or their representatives will receive a corresponding form on the day of the Annual General Meeting at the entrance control to the Annual General Meeting.

The right of shareholders to attend the Annual General Meeting in person or through an authorized third party and to exercise their voting rights remains unaffected by the granting of a proxy and voting instructions to the proxies nominated by the Company. In the event that the shareholder or a personally authorized third party attends the Annual General Meeting, an order previously placed with the proxies nominated by the Company and the associated instructions shall expire without separate revocation. In this case, the proxies appointed by the Company will not act on the basis of a proxy previously granted to them.

More information on proxy voting will be sent to shareholders together with the admission ticket to the Annual General Meeting once the conditions for participation set out above have been met.

SHAREHOLDERS' RIGHT TO SUPPLEMENT THE AGENDA PURSUANT TO SECTION 122 (2) AKTG IN CONJUNCTION WITH ARTICLE 56 (2) AND (3) SE REGULATION AND SECTION 50 (2) SEAG

Shareholders whose shares together amount to 5% of the share capital or a proportionate amount of the share capital of EUR 500,000.00 (corresponding to 500,000 no-par shares) may request that items be placed on the agenda and announced. Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. The request is to be addressed in writing or in electronic form pursuant to Section 126a BGB (i.e. with qualified electronic signature) to the Management Board of Dermapharm Holding SE and must be received by the Company by Saturday, May 26, 2018, 24:00 hrs (CEST) at the latest. Please send such requests to the following address:

Dermapharm Holding SE

– Management Board –

Lil-Dagover-Ring 7

82031 Grünwald

Email (with a qualified electronic signature):

IR@dermapharm.de

Amendments to the agenda to be announced – unless they have already been announced when the meeting was convened – shall be announced immediately upon receipt of the request in the same manner as when the meeting was convened.

COUNTERMOTIONS AND ELECTION PROPOSALS BY SHAREHOLDERS PURSUANT TO SECTIONS 126 (1), 127 AKTG

Every shareholder has the right to make counterproposals at the Annual General Meeting against proposals by the Management Board and/or Supervisory Board on certain items on the agenda and to submit proposals for the election of Supervisory Board members or auditors as provided for in the agenda.

Counter motions with reasons and election proposals may also be sent to the Company at the following address prior to the Annual General Meeting:

Dermapharm Holding SE
– Investor Relations –
Lil-Dagover-Ring 7
82031 Grünwald
Fax: +49 (611) 20 585 5-66
Email: IR@dermapharm.de

Counter motions with reasons and election proposals, which are received by the Company at the above address by Monday, June 11, 2018, 24:00 hrs (CEST) at the latest, including the name of the shareholder, the reasons and any comments by the management, will be made available without undue delay on the Company's website at <https://ir.dermapharm.de/index-EN.php> under "Annual General Meeting." Counter motions and election proposals addressed otherwise as well as counter motions without justification will not be considered; election proposals do not require justification. Furthermore, the Company may also, under certain other conditions specified in Sections 126 and 127 AktG, refrain in whole or in part from making counter motions or election proposals and their justifications available or may summarize them.

Even if counter motions and election proposals have been submitted to the Company in advance, they will only be considered at the Annual General Meeting if they are once again raised or presented at the actual meeting. The right of shareholders to make or submit counterproposals or election proposals at the Annual General Meeting without prior notification to the Company remains unaffected.

RIGHT OF SHAREHOLDERS TO INFORMATION PURSUANT TO SECTION 131 (1) AKTG

Upon request, the Management Board shall provide each shareholder at the Annual General Meeting with information on the Company's affairs to the extent that such information is required for a proper assessment of an item on the agenda. The duty to provide information also extends to the legal and business relationships of the Company with affiliated companies as well as the situation of the Group and the companies included in the consolidated financial statements.

Under certain conditions detailed in Section 131 (3) AktG, the Management Board may refuse to provide information. Furthermore, the Chairman of the meeting is authorized, in accordance with Section 19 (3) of the Articles of Association of the Company, to limit the shareholders' right to ask questions and speak to an appropriate period of time.

FURTHER EXPLANATIONS ON THE RIGHTS OF SHAREHOLDERS AND THE WEBSITE WHERE THE INFORMATION PURSUANT TO SECTION 124A OF THE GERMAN STOCK CORPORATION ACT (AKTG) IS ACCESSIBLE

Further explanations on shareholders' rights pursuant to Section 122 (2) AktG in conjunction with Article 56 (2) and (3) SE Regulation and Section 50 (2) SEAG, Sections 126 (1), 127 and 131 (1) AktG as well as the convening of the General Meeting and further information pursuant to Section 124a AktG are made available on the Company's website at <https://ir.dermapharm.de/index-EN.php> under "Annual General Meeting."

The voting results will also be published at this Internet address after the Annual General Meeting.

INFORMATION ON DATA PROTECTION

The Company processes personal data (in particular the name, place of residence or registered office and address of a shareholder and, if applicable, representatives, number of shares, share class, type of share ownership and the number of the admission ticket) on the basis of the applicable data protection laws in order to enable the shareholders to participate in the Annual General Meeting and to exercise their rights as part of the Annual General Meeting. The Company is the responsible body for processing. The legal basis for processing is – as per May 25, 2018 – Article 6 (1) sentence 1 lit. c of the General Data Protection Regulation. Personal data is stored within the scope of legal obligations and subsequently deleted. The Company's service providers who are commissioned by the Company for the purpose of organizing the Annual General Meeting receive from the Company only that personal data which is necessary to execute the commissioned service and process this data exclusively in accordance with the instructions of the Company. Personal data will also be made available to shareholders and shareholder representatives as part of statutory provisions in connection with the Annual General Meeting, namely via the list of participants and in connection with the announcement of shareholder requests to supplement the agenda as well as counter motions and election proposals by shareholders.

Shareholders and shareholder representatives have the right to information, correction, restriction, objection and deletion regarding the processing of their personal data as well as the right to data transfer at any time under the legal requirements set out in more detail in Chapter III of the General Data Protection Regulation. They may assert these rights to the Company free of charge at the following contact:

Dermapharm Holding SE
Group Data Protection Officer
Münchener Str. 15
06796 Brehna
Fax: +49 (34954) 247 100
Email: datenschutz@dermapharm.com

They also have a right of appeal to the data protection supervisory authorities in accordance with Article 77 of the General Data Protection Regulation.

Our Data Protection Officer can also be contacted via the above contact details.

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The notice convening the Annual General Meeting has been sent to such media that can be expected to disseminate the information throughout the European Union.

Grünwald, May 2018

Dermapharm Holding SE
The Management Board

Dermapharm Holding SE

Lil-Dagover-Ring 7
82031 Grünwald
Germany

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Fax: +49 (89) 6 41 86-130

Email: ir@dermapharm.de
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