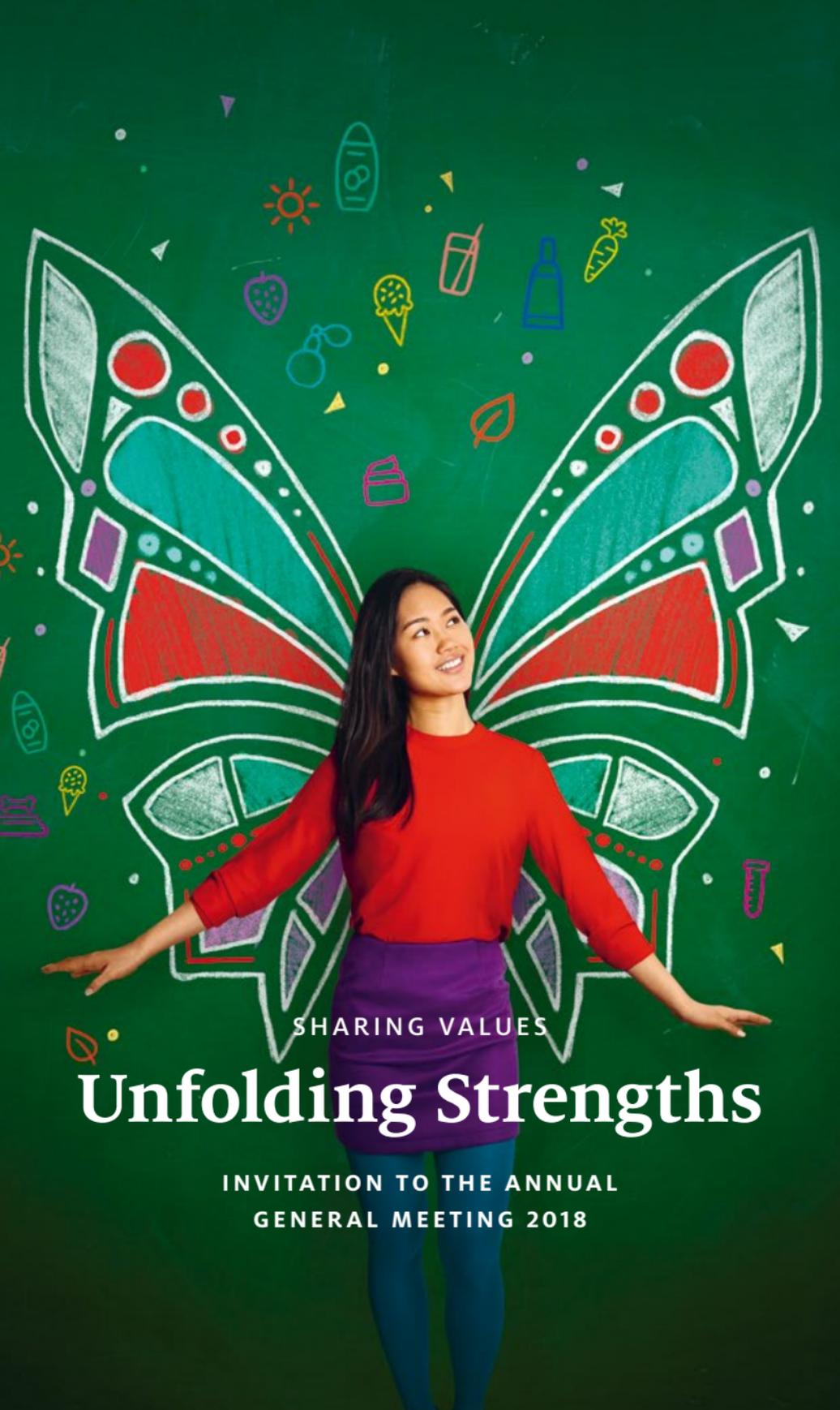


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SHARING VALUES

# Unfolding Strengths

INVITATION TO THE ANNUAL  
GENERAL MEETING 2018

# Invitation to the Annual General Meeting

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We invite our Shareholders to the Annual General Meeting to be held on May 16, 2018, at 10:00 a.m. Central European Summer Time at the Stadthalle, Sollingstrasse 101, 37603 Holzminden, Germany.  
Doors open at 9:00 a.m.

**Symrise AG**  
Mühlenfeldstraße 1  
37603 Holzminden

Securities Identification Number: SYM999  
ISIN: DE000SYM9999

## Agenda

**1. PRESENTATION OF SYMRISE AG'S APPROVED FINANCIAL STATEMENTS FOR THE 2017 FISCAL YEAR ALONG WITH THE MANAGEMENT REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2017 FISCAL YEAR APPROVED BY THE SUPERVISORY BOARD, ALONG WITH THE GROUP MANAGEMENT REPORT, THE REPORT OF THE SUPERVISORY BOARD AND THE EXPLANATORY REPORT OF THE EXECUTIVE BOARD ON THE STATEMENTS IN ACCORDANCE WITH SECTION 289A (1) AND SECTION 315A (1) OF THE GERMAN COMMERCIAL CODE (HGB) IN THE MANAGEMENT REPORT**

There will be no voting on agenda item 1. Section 175 (1) I of the German Stock Corporation Act (AktG) merely requires the Executive Board to convene a general meeting to accept inter alia the approved annual financial statements and the Management Report and adopt a resolution on the appropriation of accumulated profit and, in the case of a parent company, to accept the consolidated financial statements approved by the Supervisory Board and the Group management report. Sections 175 (2) and 176 (1) I of the German Stock Corporation Act (AktG) require the Executive Board to present to the Annual General Meeting inter alia the annual financial statements, the Management Report, the report of the Supervisory Board, the Executive Board's proposal for the appropriation of accumulated profit and, in the case of listed companies, an explanatory report on the statements as per Sections 289a (1) and 315a (1) HGB along with, in the case of a parent company, the consolidated financial statements, the Group management report and the Supervisory Board report on these.

The documents mentioned above will be explained in greater detail at the Annual General Meeting. Starting from the convening of the Annual General Meeting, they will be available for perusal by shareholders at Symrise AG's business premises in Mühlenfeldstrasse 1, 37603 Holzminden, Germany, and at the general meeting itself; they will also be available on the company's website at [www.symrise.com](http://www.symrise.com) > investors > agm > 2018.

Every shareholder will be provided with copies of the documents without delay and free of charge on request.

## **2. RESOLUTION ON THE APPROPRIATION OF THE ACCUMULATED PROFIT FOR THE 2017 FISCAL YEAR**

Of the accumulated profit for the 2017 fiscal year, € 0.88 is to be distributed per no-par value share with dividend entitlement.

The Executive Board and the Supervisory Board therefore propose using the accumulated profit for the fiscal year 2017 totaling € 304,524,551.81 as follows:

- Distribute a dividend of € 0.88 per no-par value share with dividend entitlement: € 114,235,065.12
- Amount to be carried forward to new account: € 190,289,486.69

Should Symrise AG hold treasury shares when the resolution is adopted by the Annual General Meeting, the treasury shares will not be entitled to a dividend payment according to the terms of the German Stock Corporation Act (AktG). The amount that would otherwise be due to shares that are not entitled to a dividend will also be carried forward to new account.

## **3. RESOLUTION TO DISCHARGE THE MEMBERS OF THE EXECUTIVE BOARD FOR THE 2017 FISCAL YEAR**

The Executive Board and the Supervisory Board propose granting discharge to the Executive Board members in office in the 2017 fiscal year for this fiscal year.

## **4. RESOLUTION TO DISCHARGE THE MEMBERS OF THE SUPERVISORY BOARD FOR THE 2017 FISCAL YEAR**

The Executive Board and the Supervisory Board propose granting discharge to the Supervisory Board members in office in the 2017 fiscal year for this fiscal year.

## **5. APPOINTMENT OF THE AUDITOR FOR THE INDIVIDUAL AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2018 FISCAL YEAR AND, IF REQUIRED, THE AUDITOR FOR REVIEW OF THE CONDENSED FINANCIAL STATEMENTS AND THE INTERIM MANAGEMENT REPORT FOR THE FIRST HALF OF THE 2018 FISCAL YEAR**

Upon recommendation of its Auditing Committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Hanover, be appointed auditor of the financial statements and consolidated financial statements for the 2018 fiscal year and to review the condensed financial statements and interim management report for the first half of the 2018 fiscal year, provided that such a review is required.

## **6. ELECTION TO THE SUPERVISORY BOARD**

Section 8 (1) of the company's articles of incorporation in conjunction with Section 96 (1) of the German Stock Corporation Act (AktG) and Section 7 (1) sentence 1 number 1 of the German Codetermination Act of May 4, 1976, require the Supervisory Board to consist of twelve members. Six members are elected by the General Meeting and six by the company's employees in accordance with the provisions of the Codetermination Act.

For listed companies subject to the Codetermination Act, Section 96 (2) sentence 1 of the German Stock Corporation Act (AktG) stipulates, inter alia, that the Supervisory Board must comprise at least 30 percent women and at least 30 percent men. In order to comply with this minimum gender distribution requirement, at least four seats on the company's Supervisory Board must be held by women and four seats by men. This minimum distribution is to be met by the Supervisory Board in total (what is known as total compliance), unless the shareholder or employee representatives on the Supervisory Board object to this by way of a resolution (Section 96 (2) sentence 3 of the German Stock Corporation Act (AktG)). Total compliance with this requirement was rejected by both the representatives of the shareholders as well as employees in accordance with Section 96 (2) sentence 3

of the German Stock Corporation Act (AktG). The group of shareholder representatives as well as of employee representatives on the Supervisory Board are each required to comply with the minimum distribution of 30 % for their group, so that the six representatives of each group include at least two women and men respectively. Both groups on the Supervisory Board currently meet this requirement, regardless of the planned election.

Due to his reaching the age limit, Dr. Becker's term of office will end at the conclusion of this General Meeting on May 16, 2018, so that a representative of the shareholders must be elected to the Supervisory Board.

On the basis of a recommendation by its Nominations Committee and in consideration of the goals and competence profile for the composition of the Supervisory Board, the Supervisory Board proposes electing the following shareholder representative to the Supervisory Board for a term that runs until the end of the General Meeting that decides on discharges for the 2020 fiscal year:

Mr. Bernd Hirsch, Chief Financial Officer of Bertelsmann Management SE, Neuler

With regard to Section 100 (2) No. 4 of the German Stock Corporation Act (AktG), it is hereby announced that Mr. Bernd Hirsch's mandate as CFO of Symrise AG ended on December 31, 2015.

If Bernd Hirsch is elected to the Supervisory Board, it is planned to propose him as a candidate to chair the Auditing Committee. Dr. Thomas Rabe will remain the Chairman of the Supervisory Board.

**Disclosures Pursuant to Section 125 (1) No. 5 of the German Stock Corporation Act (AktG):**

Mr. Bernd Hirsch is a member of the Supervisory Board of the following German companies listed at a) below and of a comparable supervisory body of the following foreign companies listed at b) below:

- a) Evotec AG, Hamburg, Vice Chairman of the Supervisory Board
- b) Bertelsmann Inc., Wilmington, USA, member of the Supervisory Board  
Penguin Random House LLC, UK, member of the Supervisory Board  
RTL Group S.A., Luxembourg, member of the Supervisory Board

**Disclosures Pursuant to No. 5.4.1 (6–8) of the Corporate Governance Codex:**

To the knowledge of the Supervisory Board, the following personal or business relationships exist between Mr. Bernd Hirsch and the company, the company's executive bodies and shareholders with significant holdings in the company. The disclosure of these relationships is recommended by section 5.4.1 paragraphs 6 to 8 of the Corporate Governance Codex:

Bernd Hirsch and Dr. Thomas Rabe, Chairman of the Supervisory Board of Symrise AG, have a business relationship. Both are members of the Executive Board of Bertelsmann Management SE, Gütersloh; Dr. Rabe is CEO and Mr. Hirsch is CFO.

To the best of the Supervisory Board's knowledge, there are no other relationships within the meaning of the Corporate Governance Codex.

The Supervisory Board has satisfied itself that Mr. Hirsch will be able to spend the expected time on his activities as a member of the Supervisory Board of Symrise AG.

Mr. Hirsch's curriculum vitae is printed at the end of the agenda before the report to the Annual General Meeting on the partial utilization of the Conditional Capital 2017 and can also be accessed on the company's website.

**7. RESOLUTION ON THE AMENDMENT OF THE REMUNERATION OF THE SUPERVISORY BOARD AND CORRESPONDING REVISION OF SECTION 14 (1), (2) AND (8) OF THE ARTICLES OF INCORPORATION**

The provision in Section 14 of the articles of incorporation currently provides, among other things, for fixed remuneration and remuneration of committee work by the members of the Supervisory Board and thus complies without exception with the recommendations of the Government Commission on the German Corporate Governance Codex in the current version from February 7, 2017, as published by the Federal Ministry of Justice in the official section of the Federal Gazette on April 24, 2017, and with amendments from May 19, 2017.

The remuneration of the Supervisory Board has remained unchanged since 2013. During this period, Symrise AG's market capitalization has more than doubled, sales rose from € 1.8 billion to around € 3 billion and the number of employees increased from around 6,000 to around 9,400. This has been accompanied by increased responsibility and a significantly increased workload for the Supervisory Board, not least due to Symrise's active M&A work. In appreciation of the work of the Supervisory Board members on the one hand and in keeping with Symrise's policy of wage restraint on the other, the remuneration of the Supervisory Board is to be adjusted for the first time in five years. The attendance fees, however, remain unchanged.

The Executive Board and Supervisory Board propose to resolve:

Section 14 (1), (2) and (8) of the articles of incorporation will be redrafted as follows:

- “(1) The members of the Supervisory Board shall receive an annual remuneration amounting to € 70,000.00.
- (2) The Chairman of the Supervisory Board receives an additional annual remuneration amounting to € 70,000.00. The Vice Chairman of the Supervisory Board and the Chairman of the Auditing Committee both receive an additional annual remuneration of € 35,000.00 respectively.
- (8) The guidelines of the amended Section 14 become effective at the start of the 2018 fiscal year.”

Paragraphs 3 to 7 of Section 14 remained unchanged.

**REGARDING ITEM 6 OF THE AGENDA**

**INFORMATION ON THE SUPERVISORY BOARD CANDIDATE PROPOSED FOR ELECTION**

Bernd Hirsch of Neuler, Germany  
Chief Financial Officer of Bertelsmann Management SE, Gütersloh  
Nationality: German

Bernd Hirsch was born on July 24, 1970 in Ellwangen. After studying business administration at the University of Würzburg, he began his professional career as an audit manager at Arthur Andersen in Stuttgart. Bernd Hirsch joined the Carl-Zeiss Group in 2001 and worked there as Director Mergers & Acquisitions until he moved to Carl Zeiss Meditec AG in Jena as Chief Financial Officer in 2002. In 2009, he became a member of the Executive Board of Symrise AG in Holzminden and was CFO until the end of 2015. Bernd Hirsch has been Chief Financial Officer of Bertelsmann Management SE in Gütersloh since April 2016.

Bernd Hirsch is a member of the following other statutory supervisory boards and comparable controlling bodies:

- Evotec AG, Hamburg
- Bertelsmann Inc., Wilmington, USA
- Penguin Random House LLC, UK
- RTL Group S.A., Luxembourg.

**REPORT TO THE ANNUAL GENERAL MEETING ON THE PARTIAL UTILIZATION OF CONDITIONAL CAPITAL 2017 BY ISSUING A CONVERTIBLE BOND AND EXCLUDING SHAREHOLDERS' SUBSCRIPTION RIGHTS**

With the resolution of the Annual General Meeting of May 17, 2017, the Executive Board was authorized, with the consent of the Supervisory Board, to issue option bearer bonds and/or convertible bearer bonds or combinations of these instruments (hereafter jointly referred to as “bonds”), once or several times and with or without term restrictions, up until May 16, 2022, for a total nominal amount of up to € 1,500,000,000.00. These can also be issued simultaneously in various tranches. The Executive Board is also authorized to grant the bondholders option or conversion rights in respect of up to a total of 20,000,000 no-par-value shares of the company representing up to € 20,000,000.00 of the share capital in accordance with the specific conditions for the bond. To service option and/or conversion rights in the event that the authorization is exercised, the Annual General Meeting on May 17, 2017, also resolved to conditionally increase the share capital by up to € 20,000,000.00 by issuing up to 20,000,000 no-par bearer shares as set out in Section 4 (6) of the articles of incorporation (“Conditional Capital 2017”).

The Conditional Capital 2017 was entered into the commercial register of the company on May 30, 2017.

The Executive Board is authorized, with the consent of the Supervisory Board, to exclude shareholders' subscription rights to the bonds, provided, among other things, that their issue price is not significantly lower than the theoretical market value and that the total number of shares to be issued or sold together

with other shares issued or sold pursuant to or in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) does not exceed 10 % of the respective share capital during the validity of this authorization.

**ISSUE OF A CONVERTIBLE BOND ON JUNE 20, 2017**

The Executive Board hereby reports on the issue of a convertible bond excluding shareholders' subscription rights on June 20, 2017.

On June 13, 2017, the Executive Board resolved, with the approval of the Supervisory Board, to make partial use of the aforementioned authorization and to issue a subordinated, unsecured convertible bond with a total volume of € 400,000,000.00 in denominations of € 100,000.00 and a coupon of 0.2375 % per annum excluding shareholders' subscription rights pursuant to Sections 221 (4) sentence 2, 186 (3) sentence 4 of the German Stock Corporation Act (AktG). The bonds issued may be converted into new and/or existing no-par value bearer shares of the company five years after the issue date of the convertible bond. The initial conversion price was set at € 91.8595 and the conversion ratio of the new convertible bond was set at 1,088.6190 shares per bond.

The convertible bond was issued on June 20, 2017.

The bonds were admitted to trading on the Open Market of the Frankfurt Stock Exchange (ISIN DE000SYM7787, WKN SYM778).

The bonds are convertible into up to a total of 4,600,000 shares with a pro rata amount of the share capital of € 1.00 each. If all bonds were converted, the share capital of the company would increase by € 4,600,000.00 from the current € 129,812,574.00 to € 134,412,574.00. The total of the conversion rights allocated to the bonds into ordinary shares (4,600,000 shares) amounts to approximately 3.4 % of the increased share capital of the company and is thus less than 10 % of the share capital of the company.

The statement of the issue of the convertible bond together with a record of the authorization resolution of May 17, 2017, was filed with the commercial register, District Court Hildesheim, HRB 200436.

The bonds have a term of seven years (unless they have already been bought back, converted or canceled). They bear interest at 0.2375 % per year. The interest is payable annually in arrears on June 20. The initial conversion premium is approximately 45 % above the volume-weighted average price of the ordinary shares in XETRA trading during the accelerated book-building procedure on June 13, 2017.

In accordance with the terms of the convertible bond, the company has the option to redeem the bonds at par value (plus accrued but unpaid interest) at any time (i) on or after July 11, 2021, if the price of the ordinary shares exceeds 130 % of the then valid conversion price during a certain period or (ii) if only a maximum of 20 % of the original total nominal value of the convertible bond is outstanding. Unless the bonds have matured prematurely, been repurchased or collected, the holders have the right to convert them into ordinary shares of the company after June 20, 2022. Otherwise, they will be repaid on final maturity, i.e. on June 20, 2024.

The bonds could only be placed as part of an accelerated book-building process with institutional investors outside the United States under Regulation S (Category 1) under the United States Securities Act of 1933, as amended, and outside Canada, Australia, Japan and other jurisdictions in which the offer or sale of convertible bonds is prohibited by law.

The guidelines of Sections 221 (4) sentence 2 and 186 (3) sentence 4 of the German Stock Corporation Act (AktG) for the simplified subscription right exclusion were observed when determining the initial conversion price. Accordingly, the issue price of a bond may not be significantly lower than its theoretical market value. For this, the Executive Board and Supervisory Board determined the average weighted price according to sales of Symrise shares in the XETRA market in the Frankfurt stock exchange during the accelerated book-building process on June 13, 2017. The highest trade sales of Symrise shares principally occur in the XETRA market; for the price determination at hand, the weighted average prices in the XETRA market presented a particularly relevant and representative rate and formed a suitable reference for the price determination.

The determined initial conversion price of € 91.8595 per share contained a conversion premium of approximately 45 % compared to this rate.

The company made use of the legally prescribed option for a simplified subscription right exclusion for the issue of convertible bonds as per Sections 221 (4) sentence 2 and 186 (3) sentence 4 of the German Stock Corporation Act (AktG). Such an exclusion of subscription rights was necessary in order to quickly take advantage of the favorable market situation – as assessed by the Executive Board – for such a capital measure at the point in time of the partial utilization of the Conditional Capital 2017 and thereby achieve a significantly higher inflow of funds than an issue with subscription rights. By way of comparison, the minimum two-week subscription period required during a granting of subscription rights (Section 186 (1) (2) of the German Stock Corporation Act (AktG)) would not have allowed for a short-term reaction to the current market conditions. Due to the fact that the net proceeds from the offer were to be used for the repayment of existing borrowings and capital market liabilities as well as for general corporate purposes, a quick reaction to favorable market conditions and a successful placement of all the bonds issued was of decisive importance for the company.

Additionally, the final subscription price must be announced three days before the expiration of the subscription deadline at the latest when granting a subscription right (Section 186 (2) (2) of the German Stock Corporation Act (AktG)). Due to the longer period between the price determination, the start of marketing and the volatility of the stock market, there is a higher market risk, and particularly a higher price change risk, than during an allocation without subscription rights. Ensuring the attractiveness of the conditions and a successful placement with subscription rights could have therefore resulted in a considerable safety discount on the current market price when determining the price. On this basis, an exclusion of subscription rights was in the interest of the company.

The interests of the shareholders were adequately protected by the price determination and scope of the shares possibly to be issued, which is limited to less than 10 % of the present share capital. In view of liquid trading, the shareholders in principal

have the opportunity to maintain their relative shareholding in the company by buying in on the market at comparable conditions.

On the basis of the above considerations, the Executive Board therefore considered the exclusion of subscription rights to be objectively justified.

**PRECONDITIONS FOR ATTENDING THE ANNUAL GENERAL MEETING AND EXERCISING VOTING RIGHTS (WITH PROOF OF ENTITLEMENT DEADLINE AS PER SECTION 123 (4) (2) OF THE GERMAN STOCK CORPORATION ACT (AKTG) AND ITS MEANING)**

Shareholders wishing to attend the Annual General Meeting or to exercise their voting right must register beforehand. They must also prove their entitlement to attend the Annual General Meeting and to exercise their voting right. Notification of their shareholding by the custodian bank or financial service provider that holds their shares at the start of the 21st day prior to the Annual General Meeting, i.e., April 25, 2018, at midnight Central European Summer Time (the entitlement deadline), will be deemed sufficient documentary evidence. Registration and proof of shareholding must be in writing, in German or English, and reach the company at the following address by midnight Central European Summer Time on May 9, 2018, at the latest:

Symrise AG  
c/o HV-Management GmbH  
Pirnaer Str. 8  
68309 Mannheim  
Fax: +49 621 71 85 92 40  
E-mail: [service@hv-management.de](mailto:service@hv-management.de)

In relation to the company, only those persons who have submitted this evidence will be entitled to attend the Annual General Meeting or to exercise their voting rights. Entitlement to attend and the scope of voting rights will be based solely on the shareholder's shareholding as of the entitlement date. The entitlement date does not involve a ban on selling shares.

Even if the shareholding is sold wholly or in part after the entitlement date, shares held as of the entitlement date are the sole criterion of the shareholder's entitlement to attend the Annual General Meeting and exercise his/her voting right. This means

that shares sold after the entitlement date have no effect on the entitlement to attend the Annual General Meeting or on the scope of voting rights.

The same applies to shares acquired or additionally acquired after the entitlement date. Persons who did not hold shares as of the entitlement date and only became shareholders thereafter are entitled neither to attend the Annual General Meeting nor to vote. The entitlement deadline is of no significance as regards dividend entitlement.

**PROXY VOTING**

Shareholders may have their voting rights exercised by proxy at the Annual General Meeting. If the shareholder appoints more than one person as their proxy, the company may reject one or more of them. Proxy voting is also subject to a punctual registration and proof of shareholding according to the provisions outlined above.

According to Section 134 (3) sentence 3 of the German Stock Corporation Act (AktG), the issuance of power of proxy, its cancellation and the proof thereof must be made in writing and submitted to the company in writing. Shareholders may use the proxy voting form on the back of the admission card they will be sent after registering to grant power of proxy; they may also grant a separate power of proxy in writing. Forms for granting power to vote by proxy can also be downloaded from the company's website at [www.symrise.com](http://www.symrise.com) > investors > agm > 2018.

If power to vote by proxy is granted to a bank, to a comparable financial institution or company according to Sections 135 (10) and 125 (5) of the German Stock Corporation Act (AktG), to a shareholders' association or to a person to whom according to Section 135 (8) of the German Stock Corporation Act (AktG) the provisions of Section 135 (1) to (7) of the German Stock Corporation Act (AktG) apply, a written power of proxy is required neither by law nor by the terms of the company's articles of incorporation. According to the law, it suffices in such cases when the power of attorney is kept by the proxy in a verifiable form. The power of attorney must also be complete and may only apply to such statements as relate to exercising voting rights.

Therefore, if you want a bank, a shareholders' association or another comparable financial institution, company or person as defined in Section 135 of the German Stock Corporation Act (AktG) to vote for you by proxy, please agree with them on the form the power of attorney is to take. An infringement of the requirements for granting power of attorney to one of the above-mentioned institutions or persons as defined in Section 135 of the German Stock Corporation Act (AktG) does not impair the efficacy of your vote casting (Section 135 (7) of the German Stock Corporation Act (AktG)).

Proof of power of attorney must either be presented by the proxy on the day of the Annual General Meeting or sent to the company at the following address by 6:00 p.m. Central European Summer Time on May 15, 2018:

Symrise AG  
c/o HV-Management GmbH  
Pirnaer Str. 8  
68309 Mannheim  
Fax: +49 621 71 85 92 40

Proof of granting power of attorney, a cancellation thereof or amendments thereto may also be submitted electronically at [www.symrise-hauptversammlung.com](http://www.symrise-hauptversammlung.com).

As a service to our shareholders, we also offer the option of authorizing the proxy appointed by the company to vote on their behalf at the General Meeting as specified by them. The company has nominated the following persons as proxies, each of whom you may authorize individually and with the right to issue sub-power of attorney and who are individually exempt from the restrictions of Section 181 BGB:

Dr. Achim Biedermann, domiciled in 69469 Weinheim  
Mr. David Koch, domiciled in 68309 Mannheim

Proxies named by the company may also be granted a written power of attorney at [www.symrise-hauptversammlung.com](http://www.symrise-hauptversammlung.com). The right of proxy and voting instructions may be issued electronically until 6:00 p.m. Central European Summer Time on May 15, 2018. The proxies named by the company are required to exercise the voting right solely in accordance with the share-

holder's instructions. If no specific voting instructions are given on any or all of the agenda items, or if the instructions are contradictory or unclear, the proxies named by the company will abstain on the item or items in question. The proxies will only vote and not exercise any further rights such as asking questions or tabling motions.

A power of attorney granted ahead of the Annual General Meeting to the proxy named by the company to exercise voting rights in accordance with instructions must also reach the following address:

Symrise AG  
c/o HV-Management GmbH  
Pirnaer Str. 8  
68309 Mannheim  
Fax: +49 621 71 85 92 40

by 6:00 p.m. Central European Summer Time on May 15, 2018. Shareholders who are not attending may also issue a power of attorney and instructions at the location of the Annual General Meeting on the day of.

Shareholders may request additional power of attorney (proxy) forms from the above address.

**SHAREHOLDERS' RIGHTS AS PER SECTIONS 122 (2), 126 (1), 127 AND 131 (1) OF THE GERMAN STOCK CORPORATION ACT (AKTG)**

**AMENDMENT TO THE AGENDA AS PER SECTION 122 (2) OF THE GERMAN STOCK CORPORATION ACT (AKTG)**

Shareholders whose holdings jointly amount to 5% of the share capital or € 500,000 thereof are entitled to require items be included on the agenda and disclosed accordingly. Any such request must be made to the company in writing at the following address:

Symrise AG  
Executive Board  
c/o Group Legal Affairs  
Mühlenfeldstrasse 1  
37603 Holzminden, Germany

It must reach the company at least 30 days before the day of the Annual General Meeting, not including the day of receipt or the day of the Annual General Meeting. The final deadline for receipt is therefore midnight Central European Summer Time on April 15, 2018. Each new item submitted must be accompanied by an explanatory statement or a proposal for a resolution. The applicants are required to prove that they have held the shares for at least 90 days before the date of receipt of the request and must hold the shares up to the decision of the Executive Board regarding the application (see Section 122 (1) sentence 3, (2) sentence 1 of the German Stock Corporation Act (AktG)). An entitlement to transfer share ownership from a bank, a financial service provider, or a company defined in Section 53 (1) (1), Section 53b (1) (1) or (7) of the German Banking Act is deemed equivalent to share ownership. The shareholder is deemed to have held shares for as long as his legal predecessor if he acquired them free of charge from his trustee as legal successor, in a dispute over joint ownership, or in a transfer in accordance with Section 14 of the German Insurance Supervision Act or Section 14 of the Building Societies Act (cf. Section 70 of the German Stock Corporation Act (AktG)).

**MOTIONS AND NOMINATIONS BY SHAREHOLDERS AS PER SECTIONS 126 (1) AND (127) OF THE GERMAN STOCK CORPORATION ACT (AKTG)**

Shareholders may propose motions on individual agenda items (cf. Section 126 of the German Stock Corporation Act (AktG)); they may also submit nominations for election to the Supervisory Board or for auditors (cf. Section 127 of the German Stock Corporation Act (AktG)). Section 126 (1) 1 of the German Stock Corporation Act (AktG) requires notification of motions proposed by shareholders, including the shareholder's name, the explanatory statement and any statement by the management, to persons entitled to notification by the terms of Section 125 (1) to (3) of the German Stock Corporation Act (AktG), including shareholders who so request, subject to the conditions specified therein if the shareholder has submitted a counter-motion to a motion by the Executive Board and/or the Supervisory Board on an agenda item along with an explanatory statement to the address below at least 14 days before the company's Annual General Meeting. The day of receipt and the day of the Annual General Meeting do not count toward the deadline.

The final deadline for receipt is therefore midnight Central European Summer Time on May 1, 2018. A countermotion and explanatory statement do not need to be made available if a fact of exclusion stated in Section 126 (2) of the German Stock Corporation Act (AktG) applies. The explanatory statement also does not have to be made available if it is longer than 5,000 characters.

The right of any shareholder to propose countermotions to the various agenda items during the Annual General Meeting without prior notification is in no way affected. Please note that countermotions that the company has received in advance by the specified time will only be dealt with at the Annual General Meeting if they are proposed orally at the Annual General Meeting.

Shareholders' nominations for election as defined in Section 127 of the German Stock Corporation Act (AktG) require no explanatory statement. Nominations for election will only be made available if they include the name, the profession and the place of residence of the nominee and, in the case of elections to the Supervisory Board, details of the nominee's membership on other statutory supervisory boards (cf. Section 127 (3) in conjunction with Sections 124 (3) and 125 (1) (5) German Stock Corporation Act (AktG)). Section 127 (1) German Stock Corporation Act (AktG) in conjunction with Section 126 (2) German Stock Corporation Act (AktG) specifies other instances in which nominations do not need to be made available on the company's website. Other requirements and provisions for making motions available apply accordingly.

Any motions (along with explanatory statements) or nominations by shareholders in accordance with Sections 126 (1) and 127 of the German Stock Corporation Act (AktG) must – and may only – be submitted to:

Symrise AG  
Executive Board  
c/o Group Legal Affairs  
Mühlenfeldstrasse 1  
37603 Holzminden, Germany  
Fax: +49 (0) 5531/90-48456  
Email: LegalAdvice@symrise.com

Motions and nominations for election submitted anywhere else will not be taken into consideration. Notifiable motions and nominations of shareholders for election (including the shareholder's name and, in the case of motions, the explanatory statement) will be published upon receipt on the company's website, [www.symrise.com](http://www.symrise.com) > investors > agm > 2018. Any statements by the management will also be published on the website.

#### **SHAREHOLDERS' RIGHTS TO INFORMATION AS PER SECTION 131 (1) OF THE GERMAN STOCK CORPORATION ACT (AKTG)**

At the Annual General Meeting, any shareholder or shareholder's representative is entitled to demand information from the Executive Board about the company's affairs insofar as this information is required for an objective assessment of the agenda item (cf. Section 131 (1) of the German Stock Corporation Act (AktG)). The right of information extends to the company's legal and business relations with affiliated companies and to the situation of the Group and of enterprises included in the consolidated financial statements. As a matter of principle, requests for information at the Annual General Meeting must be made orally as a part of the discussion.

Information must be provided in accordance with the principles of true and conscientious accountability. The Executive Board may refuse to provide information if the conditions laid down in Section 131 (3) of the German Stock Corporation Act (AktG) apply. Section 18 (3) of the company's articles of incorporation states that the chair of the meeting may appropriately limit the shareholders' right to ask questions and the length of time they may speak. The chair may, in particular, set an appropriate time framework for the Annual General Meeting at the beginning or in the course of its proceedings, or for individual agenda items or speakers.

Further documents and explanations, including the information required by Section 124a of the German Stock Corporation Act (AktG), can be found on the company's website at [www.symrise.com](http://www.symrise.com) > investor relations > agm > 2018.

#### **TOTAL NUMBER OF SHARES AND VOTING RIGHTS**

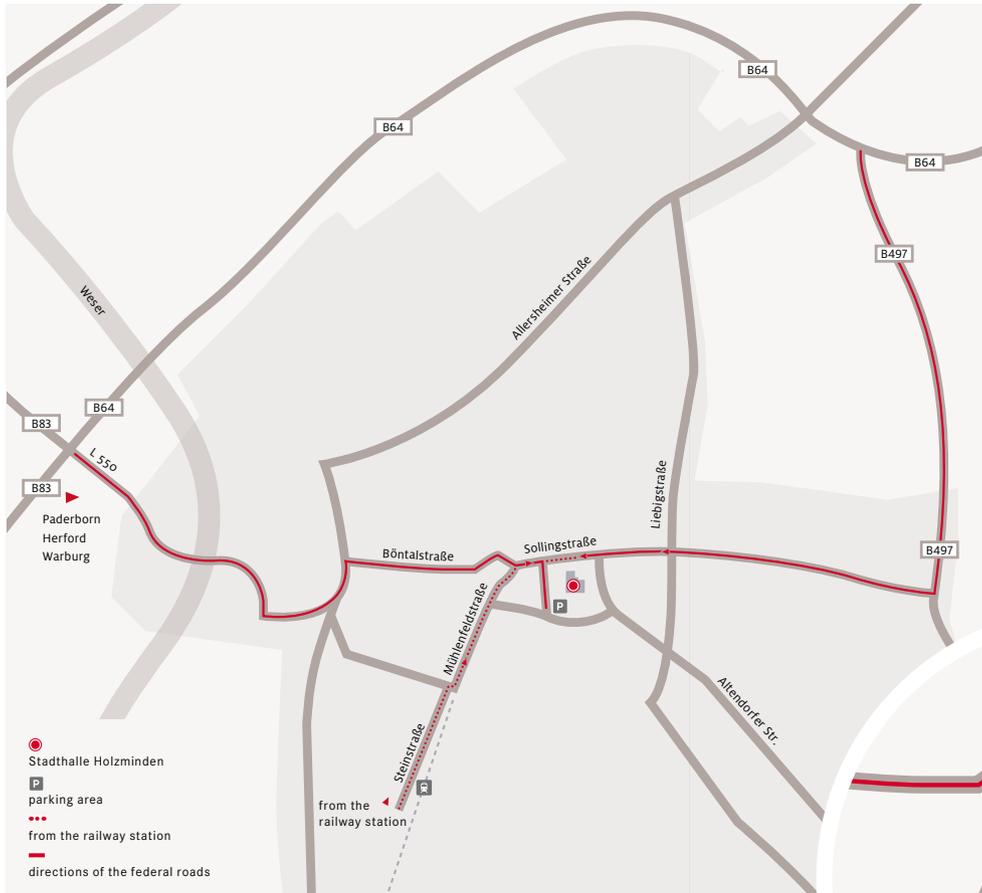
As of the day on which this Annual General Meeting was convened, the company's share capital consisted of 129,812,574 no-par value shares with a total of 129,812,574 voting rights. As of the time when this Annual General Meeting was convened, the company held no treasury shares.

Holzminden, Germany, March 2018

Symrise AG

- The Executive Board -

The English translation is provided for convenience only and should not be relied upon exclusively. The German version of the document is definitive and shall prevail.

**HOW TO FIND US****STADTHALLE HOLZMINDEN****SOLLINGSTRASSE 101, D-37603 HOLZMINDEN**

You can find the parking area behind the Stadthalle in the Moltkestraße 5, 37603 Holzminden.

Please show your admission ticket at the entrance.



