

AURELIUS Equity Opportunities SE & Co. KGaA

Countermotion to Agenda Item 2 of the Annual General Meeting of AURELIUS Equity Opportunities SE & Co. KGaA on July 19, 2019

In the following please find a countermotion of a member of the Executive Board of the personally liable shareholder, in his capacity as shareholder of the company within the meaning of Section 126 AktG (German Stock Corporations Act), to Item 2 of the agenda of the annual general meeting to be held on July 19, 2019, which must be made accessible.

If you wish to join this countermotion, you can do this by voting for this countermotion in the vote on Agenda Item 2 in the annual general meeting.

If you wish to authorize a company-as proxy to exercise your voting right, you must check one of the following boxes in the proxy form to specify the voting instructions:

- I/we vote for the management proposal published in the notice of meeting in the German Federal Gazette (Bundesanzeiger) **on all** agenda items. If a **countermotion** is filed against **Agenda Item 2** calling for the distribution of a higher dividend than the one specified in the management proposal published in the German Federal Gazette, and if the management joins this countermotion, I/we vote for this countermotion under Agenda Item 2.

OR

- I/we issue **individual instructions** for a **countermotion to Agenda Item 2**:

Individual instructions for a countermotion to Agenda Item 2	YES	NO	ABSTAIN
Resolution on the utilization of the distributable profit for financial year 2018 according to a countermotion,			
(i) which calls for the distribution of a higher dividend than the one specified in the management proposal published in the German Federal Gazette, and	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(ii) which the management joins.			

Mr. Fritz Seemann, with business domicile in Munich

Countermotion to Agenda Item 2

In my capacity as shareholder of AURELIUS Equity Opportunities SE & Co. KGaA, I will file the following countermotion to Agenda Item 2 in the annual general meeting to be held on July 19, 2019:

I propose that the distributable profit of AURELIUS Equity Opportunities SE & Co. KGaA for the 2018 financial year in the amount of EUR 146,120,207.35 be utilized to distribute a dividend of EUR 3.00 per qualifying share, and the rest be carried forward to new account.

Assuming 29,682,553 qualifying shares at the time of convocation of the annual general meeting, the dividend payout would therefore be EUR 89,047,659.00. In accordance with Section 71b AktG, the treasury shares held by the company do not qualify for dividends.

This leads to the following utilization of distributable profit:

	EUR
Distributed to shareholders:	89,047,659.00
Profit carried forward:	57,072,548.35
Distributable profit:	146,120,207.35

If the number of qualifying shares for the 2018 financial year changes before the annual general meeting, I will file an accordingly adjusted resolution proposal in the annual general meeting calling for an unchanged dividend of EUR 3.00 per qualifying share and accordingly adjusted amounts for the dividend payout and profit carried forward.

In accordance with Section 58 para. 4 sentence 2 AktG, the dividend claim will be payable on the third business day following the resolution of the annual general meeting, i.e. on July 24, 2019.

Justification:

Considering the successful sale of the Solidus Group, it is appropriate to pay a proportional participation dividend to the shareholders in addition to the already proposed base dividend of EUR 1.50 per share, and therefore to increase the total dividend as proposed.

Fritz Seemann

Opinion of the management:

The personally liable shareholder, the Shareholders Committee and the Supervisory Board support this counter-motion. The management will therefore join this counter-motion in the annual general meeting.