



**Proxy form**

This form does not substitute proper preregistration for the Annual Stockholders' Meeting. Please note the information on the following page.

**Person granting proxy**

\_\_\_\_\_  
Last name or company\*

\_\_\_\_\_  
First name\*

\_\_\_\_\_  
Post code / city\*

\_\_\_\_\_  
Number of shares\*

Admission card no.\*

Internet-Code

\*Required fields (To find the information, please consult the admission card to the Annual Stockholders' Meeting that was sent to you after proper preregistration)

**Proxy/instructions to the proxies designated by the company**

I/we hereby authorize Mrs RA'in Ina Moritz, Leverkusen, and Mr. RA Dr. Gabriel Hamier, Leverkusen, (company-designated proxies) under disclosure of my/our names, each individually, to represent me/us, including the right to delegate this proxy authority, at the Annual Stockholders' Meeting of Covestro AG on 3 May 2016 and exercise my/our voting rights as follows.

Proxy/instructions are revoked by personal participation in the Annual Stockholders' Meeting by the party who issued the proxy or their representative.

**Proposed resolutions according to Federal Gazette**

	YES	NO
2. Resolution on the use of the distributable profits .....	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of the actions of the members of the Board of Management .....	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of the actions of the members of the Supervisory Board .....	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of the auditor for the audit of the annual financial statements and for the audit review of the interim financial statements .....	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of the compensation system for members of the Board of Management .....	<input type="checkbox"/>	<input type="checkbox"/>
7. Compensation of the initial Supervisory Board .....	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_  
Date, signature(s) or name of person granting proxy (readable)

**Proxy to a third party**

I/we hereby authorize

\_\_\_\_\_  
Last name or company

\_\_\_\_\_  
First name

\_\_\_\_\_  
City

to represent me/us under disclosure of my/our names in the Annual Stockholders' Meeting mentioned above. This proxy revokes any proxies issued by other means and encompasses exercising of all Annual Stockholders' Meeting related rights, including the right to delegate the proxy authority. The proxy is revoked by personal participation in the Annual Stockholders' Meeting by the party who issued the proxy.

\_\_\_\_\_  
Date, signature(s) or name of person granting proxy (readable)

## Instructions

### Preregistration for the Annual Stockholders' Meeting

You can only participate in the Annual Stockholders' Meeting and exercise your voting rights if you have properly preregistered and submit a verification of your share ownership referring to the beginning of the 21st day prior to the Annual Stockholders' Meeting, i.e. 12 April 2016 (00:00 hrs).

The preregistration and verification of share ownership must be received by no later than **26 April 2016 (24:00 hrs)** at the following address:

**Covestro AG**

**c/o Computershare Operations Center**

**80249 Munich**

**Germany**

**Fax: +49 89 30903 -74675**

**Email: Covestro-HV2016@computershare.de**

The preregistration will be processed by your custodian bank, if applicable. The receipt of your preregistration documents at your custodian bank is not considered proper preregistration for the Annual Stockholders' Meeting, only the receipt of the registration and verification of share ownership at the address listed above is decisive.

### Belonging to a preregistration

This form can only be taken into account if it clearly belongs to a preregistration. If such an identification is not possible due to the improper or non-existent preregistration or incomplete or illegible information on this form, the voting rights cannot be exercised by the proxies designated by the company or the participation and voting rights cannot be exercised by a third-party proxy.

### Relation to other forms

You can also use the forms printed on the admission card to issue proxies. The admission card is sent to you after proper preregistration. If you use this form, the belonging to your preregistration is ensured.

### Information about this form

Please fill out this form completely and legibly. The required information about the issuing party can be found on your admission card, which is sent to you after proper preregistration.

The form is not mandatory with regard to the issuing of proxies. You can also use another declaration in text form. The explanations on issuing proxies for a preregistration apply accordingly.

### Personal participation in the Annual Stockholders' Meeting or representation by a third party

With the admission card sent to you after proper preregistration, you or a party authorized by you can personally participate in the Annual Stockholders' Meeting. If you would like to authorize a third party, you can use this form or the proxy form printed on the upper third of the admission card (on the back) for this purpose. Please provide the admission card with this completed proxy form or the admission card with the completed proxy form to your representative. You can also hand over the admission card to your representative and convey the proxy or verification of it to the address stated below. Please clearly instruct your representative accordingly.

### Proxy/instructions to voting representatives of the company

If you are not personally participating in the Annual Stockholders' Meeting and you are not authorizing a third party, you can have your voting rights exercised by proxies designated by the company by using this form. You can also use the form printed on the admission card for this purpose.

Please issue an instruction for all proposed resolutions. Check the YES field to approve or the NO field to reject. If no check mark is made, this will be counted as an abstention. Double check marks are considered to be invalid. If under an agenda item collected proposals are put to vote separately, your instructions apply respectively to the separate votes.

We ask that you submit proxies/instructions to proxies designated by the company and any amendments or revocations by no later than **2 May 2016, 18:00 hrs** to:

**Covestro AG**

**c/o Computershare Operations Center**

**80249 Munich**

**Germany**

**Fax: +49 89 30903-74675**

**Email: Covestro-HV2016@computershare.de**

If conflicting declarations are received via different channels and it is not possible to discern which was issued most recently, these will apply in the following order of priority: 1. per internet, 2. by e-mail, 3. by fax and 4. in paper form.

Proxies designated by the company can only exercise voting rights for you that have instructions. Proxies designated by the company will not implement any orders beyond these. If you wish your participation rights to be exercised in a manner beyond the scope described, you must participate in the Annual Stockholders' Meeting yourself or authorize a third party as your proxy.

On leaving the Annual Stockholders' Meeting and prior to the occurrence of the vote you may issue new proxies / instructions.

Even after issuing a proxy/instructions, you have the right to personally participate in the Annual Stockholders' Meeting. The personal participation by you or your representative at the Annual Stockholders' Meeting is considered to be a revocation of any proxies/instructions.

Proposals and voting recommendations by shareholders (counter-motions) that must be made available can be found in the internet under:

<http://investor.covestro.com/de/events/hauptversammlung>

A counter-motion that is directed exclusively at rejecting a proposed resolution can be supported by voting against the proposal by the administration. It is not possible for proxies designated by the company to vote on further motions raised, such as counter-motions diverging in substance from the resolution proposals or motions regarding the proceedings, via proxy/instructions.

### Proxies via the internet

A form to issue proxy authorization and instructions is also available in the internet at:

<http://investor.covestro.com/en/events/annual-stockholders-meeting>

Please note that the last declaration made via the online system will always be overriding any other declarations irrespective of date of receipt of said other declarations.