



Aktiengesellschaft

SCALING UP SUCCESS

**Invitation
to the virtual Annual General Meeting
30 September 2020**

English translation, the German version
is the only legally binding version



Aktiengesellschaft
Stock corporation under German law
with headquarters in Nassau/Lahn, Germany
ISIN DE0006464506

The Act concerning measures under the law of companies, cooperative societies, associations, foundations and commonhold property to combat the effects of the COVID-19 pandemic ("COVID-19 act"), which came into force on 28 March 2020, makes it possible to hold general meetings in the form of a virtual general meeting without the need for shareholders or their authorised representatives to be physically present. In light of the COVID-19 pandemic, which appears likely to last for the foreseeable future, and the aim of avoiding health risks for shareholders, internal and external employees, and the members of Group organs, the Board of Management of Leifheit AG has decided, with the approval of the Supervisory Board, to make use of the option of holding a virtual Annual General Meeting.

Dear shareholders,

We hereby invite you to attend our **Annual General Meeting on Wednesday, 30 September 2020 at 11:00 a.m. (CEST)**. The Annual General Meeting will take place at the Deutsche Nationalbibliothek (German National Library), Adickesallee 1, 60322 Frankfurt/Main, Germany, **without shareholders and their authorised representatives being physically present**.

In accordance with section 1 para. 2 sentence 1 no. 1 COVID-19 act in conjunction with art. 16 para. 3 of the company's articles of incorporation, the entire Annual General Meeting will be broadcast publicly online via the AGM portal at

agm.leifheit-group.com

in picture and sound. Voting rights may be exercised solely by postal vote or by assigning proxy rights to proxies designated by the company. Please see the "More information about the convocation" section below for further details.

Agenda

- Presentation of the adopted annual financial statements of Leifheit AG, the approved consolidated financial statements, the combined management report of Leifheit AG and the Group, including the explanatory report of the Board of Management on the disclosures required according to sections 289a para. 1 and 315a para. 1 of the German commercial code (HGB), as well as the report of the Supervisory Board, each for financial year 2019**

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Board of Management according to sections 172 and 173 of the German stock corporation act (AktG) on 24 March 2020, thereby adopting the annual financial statements. As a result, this item on the agenda does not require a resolution by the Annual General Meeting. The annual financial statements, consolidated financial statements and combined management report including the Board of Management's explanatory report on the disclosures according to sections 289a para. 1 and 315a para. 1 HGB and the Supervisory Board report can be viewed online at agm.leifheit-group.com.

- Appropriation of the balance sheet profit**

The Board of Management and the Supervisory Board propose appropriating the Leifheit AG balance sheet profit of € 10,000,000.00 for financial year 2019 as follows:

Payment of a dividend of € 0.55 per eligible no-par-value bearer share (ISIN DE0006464506)	€ 5,229,966.50
Retained earnings	€ 4,770,033.50

The proposal for the appropriation of the balance sheet profit includes the 490,970 Leifheit AG treasury shares that were held by the Group at the time of the convocation either directly or indirectly and that are not eligible to receive dividends. Should the number of no-par-value bearer shares which are eligible to receive dividends for financial year 2019 change in the period up to the Annual General Meeting, a correspondingly adapted draft resolution will be put to the vote.

- Approval of the actions of the Board of Management members for financial year 2019**

The Board of Management and the Supervisory Board propose approving the actions of Board of Management members acting during financial year 2019.

4. Approval of the actions of the Supervisory Board members for financial year 2019

The Board of Management and the Supervisory Board propose approving the actions of Supervisory Board members acting during financial year 2019.

5. Election of an auditor for the annual financial statements and the consolidated financial statements for financial year 2020, as well as the auditor on the possible review of interim reports

The Supervisory Board proposes – based on the recommendation of its Audit Committee – that KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, Germany, be appointed as auditor of the annual financial statements and the consolidated financial statements for financial year 2020 and as auditor for a possible audit review of interim reports for financial year 2020 and for a possible audit review of interim reports for financial year 2021 prepared before the Annual General Meeting 2021.

6. Authorisation to acquire and dispose of treasury shares in accordance with section 71 para. 1 sentence 8 AktG

The Annual General Meeting of 21 May 2015 authorised the acquisition and disposal of treasury shares in accordance with section 71 para. 1 sentence 8 AktG.

This authorisation expired on 20 May 2020. So that the acquisition and disposal of treasury shares is still authorised, a new authorisation is to be provided regarding the acquisition and disposal of treasury shares that replaces the existing authorisation.

The Board of Management and Supervisory Board propose the following resolution:

- a) The company shall be authorised to acquire treasury shares in the form of no-par-value bearer shares of the company before 29 September 2025 up to an amount of 10% of the current capital share as of the time at which this authorisation comes into effect, or – if this amount is lower – at such time as the authorisation is exercised.

At no time shall the shares acquired under this resolution, together with other treasury shares already acquired and held by the company or which are attributed to the company under sections 71d and 71e AktG, exceed 10% of the company's share capital.

- b) The Board of Management is entitled to decide how to acquire the shares, which may be either (1) via the stock exchange, or (2) by a public purchase offer to all shareholders. Offers pursuant to item (2) may also be made by a request to submit offers.
- (1) If the shares are acquired through the stock exchange, the price paid per share (excluding ancillary charges) shall not exceed 10% or be 10% below the arithmetic mean share price of the final auction prices of the company share in Xetra trading (or in a comparable successor system replacing the Xetra system) on the Frankfurt Stock Exchange during the last three trading days preceding the obligation to purchase.
- (2) If the acquisition is made by means of a public purchase offer addressed to all shareholders, the purchase price per share offered and paid by the company (excluding ancillary charges) may not be more than 10% higher or lower than the arithmetic mean of the closing auction prices of the company's shares in Xetra trading (or a functionally comparable successor system replacing the Xetra system) on the Frankfurt Stock Exchange on the fourth, third and second trading day prior to the day on which the Board of Management decides on the offer or on the acceptance of offers.

If, after the publication of the offer, there are price deviations from the purchase price or from a price range determined in connection with an invitation to submit offers, which could be significant for the success of the offer, the offer can be adjusted. In this case, the relevant reference period corresponds to the fourth, third and second trading day prior to the day of publication of the adjustment; the 10% limit for exceeding or falling below the price range shall be applied.

If the number of shares tendered or offered for sale exceeds the total volume of shares which the company intends to acquire, the shareholders' right to tender may be excluded to the extent that the acquisition is made in proportion to the shares tendered or offered. Furthermore, in order to avoid arithmetical fractions of shares, they may be rounded in accordance with commercial practice. Preferential acceptance of small numbers of up to 100 tendered or offered shares per shareholder may be provided for.

The Board of Management will determine the particulars of each acquisition.

- c) The Board of Management is authorised, with the approval of the Supervisory Board, to appropriate the treasury shares acquired as a result of this authorisation or as a result of an earlier authorisation for all legally admissible purposes, and in particular as follows:
- (1) The shares can be sold via the stock exchange.
 - (2) The shares can be sold as a result of a public purchase offer to all shareholders while maintaining subscription rights.
 - (3) Shares to an arithmetic amount of up to 10% of the current share capital as of the time at which this authorisation comes into effect, or – if this amount is lower – at such time as the authorisation is exercised, may also be sold against payment in cash in a way other than via the stock exchange or by an offer to the shareholders, provided that the purchase price is not significantly below the market price of the shares of the company already listed on the stock exchange at the time of share disposal. In the question of utilising the 10% limit, the exclusion of the subscription right as a result of other authorisations in accordance with section 186 para. 3 sentence 4 AktG must be considered.
 - (4) The shares may be transferred to third parties in connection with the acquisition of companies, parts of companies or interests in companies or other assets as well as in connection with mergers.
 - (5) The shares can also be issued, offered for sale and transferred to company employees or to employees of companies affiliated with Leifheit AG.
 - (6) The shares can also be disposed of as part of a scrip dividend, whereby company shares are transferred (including partially or optionally) from shareholders to shareholders in order to fulfil dividend rights.
 - (7) Company shares may be withdrawn without any further resolution needing to be passed by the Annual General Meeting. This withdrawal may also be completed without reducing capital by increasing the proportional amount of the remaining shares in the company's share capital. In such cases, the Board of Management is authorised to adjust the number of shares in the articles of incorporation.

- d) Shareholders' subscription rights are excluded where the Board of Management disposes of such shares in accordance with the purposes stated under c), items (3), (4), (5) and (6). In the case of a sale of treasury shares, the Board of Management is also authorised to exclude shareholders' subscription rights for fractional amounts in accordance with c), item (2).
- e) The authorisations contained in this resolution may each be exercised independently, on one or more occasions, separately or together, in full or in part.

7. Resolution on the rewording of art. 15 para. 1 of the articles of incorporation

Art. 15 para. 1 of the articles of incorporation contains regulations on participation in the Annual General Meeting and the exercise of voting rights. The new version proposed below is intended to adapt art. 15 para. 1 of the articles of incorporation to the amendments to the German act implementing the second shareholder rights directive (ARUG II).

The Board of Management and Supervisory Board therefore propose the following resolution:

Art. 15 para. 1 of the articles of incorporation will be reworded as follows:

“(1) Only those shareholders who have registered to attend (“registration”) and who have proved to the company that they are eligible to take part in the Annual General Meeting and exercise their voting rights (“record of share ownership”) are entitled to attend the Annual General Meeting and vote.

The registration and the record of share ownership have to be received by the company in text form in German or English at the address specified for this purpose in the invitation and according to the stipulation of the respectively valid statutory regulations concerning deadlines. The Board of Management is empowered to determine a shorter registration period in the invitation.

A record of share ownership in text form by the final intermediary in accordance with section 67c para. 3 AktG suffices for verification. The record of share ownership has to apply to the start of the 21st day before the Annual General Meeting.”

Report of the Board of Management on agenda item 6

Under agenda item 6, the Board of Management and the Supervisory Board propose that a new authorisation to acquire and dispose of treasury shares be granted. Pursuant to section 71 para. 1 no. 8 sentence 5 AktG in conjunction with section 186 para. 4 sentence 2 AktG, the Board of Management submits this report on the reasons for the authorisations provided in the proposed resolution to exclude the shareholders' tender rights when acquiring treasury shares or the subscription rights when disposing of treasury shares. This report is available online as part of this invitation at agm.leifheit-group.com and will be available for inspection during the Annual General Meeting:

The Annual General Meeting of 21 May 2015 passed a resolution authorising the acquisition and disposal of treasury shares that expired on 20 May 2020. Due to the expiry of the authorisation in the current financial year, a new authorisation is to be provided and will also have a term of validity of five years.

The new authorisation provides that the acquisition may be effected as a purchase on the stock exchange or by means of a public purchase offer addressed to all shareholders. The public purchase offer addressed to all shareholders may also be made by means of an invitation to submit offers. With the purchase offer or the invitation to submit offers, each shareholder of the company willing to sell can decide how many shares and – if a price range is determined – at what price he or she wishes to offer them. If the number of shares tendered or offered at the fixed price exceeds the number of shares requested by the company, acceptance may be based on the ratio of shares tendered or offered. It should be possible to provide for preferential acceptance of small offers or small parts of offers up to a maximum of 100 shares per shareholder. This possibility serves to avoid fractional amounts when determining the quotas to be acquired and small residual amounts, thus facilitating technical processing.

Treasury shares purchased in line with this authorisation or earlier authorisations may be utilised for any purpose permitted by law.

Treasury shares must be resold via the stock exchange or via a public purchase offer to all shareholders. In this way, the principle of equal treatment of shareholders is observed in the resale of shares. If shares are to be sold via a public purchase offer to all shareholders, the Board of Management shall be authorised to exclude shareholders' subscription rights for fractional amounts. This serves to ensure a technically feasible subscription ratio. The fractions of shares excluded from the subscription rights of the shareholders will be sold to the company's greatest possible advantage either via the stock exchange or in another way. The potential dilution effect is minimal due to the restriction to fractional amounts.

The Board of Management shall be authorised to exclude shareholders' subscription rights with the relevant application of section 186 para. 3 sentence 4 AktG for shares to an arithmetic amount of up to 10% of the current share capital as of the time at which this authorisation comes into effect, or – if this amount is lower – at such time as the authorisation is exercised, whereby the 10% limit may not be exceeded, i.e. once any other authorisations have been exercised in accordance with section 186 para. 3 sentence 4 AktG. The resulting opportunity for the exclusion of subscription rights serves the interest of the company to sell treasury shares, for example to institutional investors. This can also help to attract new investor groups in Germany and abroad. The opportunity to exclude subscription rights puts the Board of Management in a position to be able to make use of the opportunities for a fast and cost-effective placement that may come up because of the situation of stock exchanges at the time without offering a subscription right that involves significant efforts in terms of time and costs. In the event that the authorisation is exercised, the Board of Management will keep a possible deduction from the stock exchange price as low as possible in accordance with the market conditions prevailing at the time of placement. Due to the limit imposed on the number of shares and the obligation to ensure that the sales price of the shares mirrors that of the price of shares on the stock market as closely as possible, the shareholders are afforded suitable protection from a dilution of their shares. At the same time, it is ensured that the consideration to be received by the company is reasonable.

It is further proposed that the Board of Management be authorised to transfer treasury shares to third parties, subject to an exclusion of the shareholders' subscription rights, in connection with the acquisition of companies, parts of companies or interests in companies or other assets as well as in connection with mergers. In global competition, Leifheit must always be able to act quickly and flexibly in national and international markets in the interests of its shareholders. This includes the option of acquiring companies, parts of companies, interests in companies or other assets to improve its competitive position by granting treasury shares, or to merge with other companies. In negotiations, for example, it may become necessary to offer shares as consideration rather than money. The possibility of being able to offer shares of the company as consideration is particularly necessary in international competition for interesting acquisition targets and creates the necessary scope to take advantage of opportunities that arise to acquire companies, parts of companies, interests in companies or other assets or to merge with other companies. In the case of mergers with other companies, the legal provisions under which the merger takes place may already require the granting of shares. Practice also shows that the owners of attractive

acquisition targets frequently demand the procurement of shares in the acquiring company as consideration for a sale, for example for tax reasons or in order to continue to be (co-)involved in the previous business. The proposed authorisation is intended to give the company the opportunity to quickly and flexibly take advantage of opportunities that arise to acquire companies, parts of companies or interests in companies or other assets, or to merge companies where the consideration consists wholly or partly of shares, both nationally and on international markets. To be able to acquire such acquisition targets, Leifheit AG must be able to grant its own shares as consideration. Disposing of treasury shares for acquisitions also has the advantage for the existing shareholders that their voting rights are not diluted if compared to the situation prior to the company's acquisition of treasury shares.

The Board of Management shall also be in a position to be able to issue treasury shares, offer them for sale and transfer them to company employees or to employees of companies affiliated with Leifheit AG with the exclusion of the shareholders' subscription rights. Leifheit AG promotes an ownership culture within the company and enables employees to participate in the company and its development. This kind of participation is welcomed under the law and supported in several ways. The issuance of shares to employees of Leifheit AG or an affiliated company aims to boost employee identification with the company. This increases their sense of loyalty and enables them to participate in the company's development over the long term as shareholders. This aims to strengthen the understanding for and willingness to assume greater, primarily economic, responsibility in the interests of the company and its shareholders.

In addition, the exclusion of subscription rights should also be possible in order to be able to carry out scrip dividends under ideal conditions. For scrip dividends, the shareholders are given the opportunity to surrender in whole or in part the right to payment of the dividends as set out in the resolution on the appropriation of profits by the Annual General Meeting in order to acquire treasury shares in the company as consideration. Scrip dividends may be carried out while maintaining statutory subscription rights. In this case, only full shares are offered to shareholders. With regard to the part of the dividend claim that falls short of the subscription price for a full share (or, alternatively, that exceeds it), shareholders shall refer to the payment of cash dividends and will therefore not receive any shares. The issue of fractional rights is not envisaged, and neither is establishing a trading system for subscription rights or fractional subscription rights. This is justified and proportionate because shareholders receive a proportionate cash dividend in place of the acquisition of treasury shares. In individual cases, and depending on the capital market

situation, it may be in the interests of the company and its shareholders to offer and grant a scrip dividend with the exclusion of statutory subscription rights. The exclusion of subscription rights enables a scrip dividend to be carried out under more flexible conditions. For this reason, the Board of Management shall be authorised to fully exclude shareholders' subscription rights in order to grant a scrip dividend. In such cases, the Board of Management shall also be authorised to offer treasury shares to all shareholders holding dividend-bearing shares in exchange for their dividend rights, either fully or in part, regardless of the comprehensive exclusion of subscription rights. In view of the situation whereby all shareholders with dividend-bearing shares are offered treasury shares with the remaining portion of the dividend settled with the payment of the cash dividend, this appears justified and proportionate, including with regard to the exclusion of subscription rights.

Finally, the Board of Management shall be authorised to withdraw treasury shares acquired in line with this authorisation or earlier authorisations, without requiring any further resolution by the Annual General Meeting. The proposed authorisation specifies that the Board of Management may withdraw the shares without reducing capital. By withdrawing the shares without reducing capital, the proportional amount of the remaining shares in the company's share capital is increased. The Board of Management is thus authorised to adapt the articles of incorporation with regard to the changing number of no-par-value bearer shares.

The Board of Management shall be guided by the interests of the shareholders in its decision regarding the exclusion of subscription rights and will carefully assess whether the exclusion of subscription rights is necessary in the interests of the company. Only if this is the case, subscription rights will be excluded. In addition, the prior approval of the Supervisory Board is required for the exclusion of subscription rights. Taking into account all circumstances, authorisation to exclude subscription rights is granted in the interests of the company and deemed appropriate under the conditions set out above.

The Board of Management will report to the Annual General Meeting on the utilisation of the authorisation.

More information about the convocation

1. The company's website and the documents and information to be made accessible there according to section 124a AktG

This invitation to the Annual General Meeting, the documents to be made accessible to the Annual General Meeting according to section 124a AktG, a shareholding verification template in English ("Record of share ownership") and further information in connection with the Annual General Meeting will be available online at

agm.leifheit-group.com

from the time at which the Annual General Meeting is convened. Any and all counter motions, proposals for election and supplementary motions from shareholders, as well as the voting results after the Annual General Meeting, will also be made accessible via the aforementioned website.

The AGM portal – through which shareholders who have registered properly and in due time may exercise their voting rights before and during the Annual General Meeting and follow the entire meeting in picture and sound, among other things – is also available via this website.

2. Total number of shares and voting rights

At the time the Annual General Meeting was convened, the company's share capital was divided into 10,000,000 no-par-value bearer shares, of which every share was allocated one vote. The total number of voting rights thus amounted to 10,000,000 voting rights at the time the Annual General Meeting was convened. At the time the Annual General Meeting was convened, the company held 490,970 treasury shares which did not grant it voting rights.

3. Execution of the Annual General Meeting as a virtual general meeting without shareholders or their authorised representatives being physically present, broadcast in video and audio

In view of the ongoing COVID-19 pandemic, the Annual General Meeting will be held as a virtual Annual General Meeting on the basis of the COVID-19 act without the shareholders and their authorised representatives being physically present.

Shareholders who have registered properly and in due time will receive a voting rights card with further information on exercising their rights instead of a conventional admission ticket. Among other things, the voting rights card contains individual access data that will allow the shareholders to use the AGM portal online at **agm.leifheit-group.com**.

Physical participation by shareholders or their authorised representatives is not allowed. Voting rights may be exercised by shareholders or their authorised representatives solely by postal vote or by assigning proxy rights to proxies designated by the company.

By accessing the AGM portal, shareholders who have registered properly and in due time, as well as their authorised representatives, may follow the entire Annual General Meeting on Wednesday, **30 September 2020 from 11:00 a.m. (CEST)** by way of the video and audio broadcast and may exercise their voting rights through the postal vote method.

At the request of the chair of the meeting, the Annual General Meeting will additionally be broadcast on our website at agm.leifheit-group.com for interested members of the public on 30 September 2020 from 11:00 a.m. (CEST) until the conclusion of the Board of Management speech. This additional broadcast does not allow participation in the Annual General Meeting within the meaning of section 118 para. 1 sentence 2 AktG.

4. Web-based AGM portal and Annual General Meeting hotline

From 9 September 2020 on, the company will operate a web-based AGM portal online at agm.leifheit-group.com, through which shareholders who have registered properly and in due time, as well as their authorised representatives, may exercise their voting rights, authorise proxies, submit questions or raise objections for the record, among other things. In order to use the AGM portal, shareholders must register with individual access data, which shareholders who have registered properly and in due time will receive with their voting rights card. The various ways of exercising shareholder rights will be indicated in the form of buttons and menus in the AGM portal's user interface.

Shareholders will receive further details regarding the AGM portal and the terms of registration and use with their voting rights card or may look them up online at agm.leifheit-group.com.

Please also see the technical information at the end of this invitation.

For questions regarding the virtual Annual General Meeting and the use of the AGM portal, members of our AGM hotline are available on +49 89 21027-222 from Monday to Friday – excluding German holidays – from 9:00 a.m. to 5:00 p.m. (CEST).

5. Registering for the virtual Annual General Meeting and exercising shareholder rights

Only those shareholders who have registered for the Annual General Meeting ("registration") and who have proved to the company that they are eligible to exercise their voting rights ("record of share ownership") are entitled to exercise shareholder rights, particularly voting rights, and to use the AGM portal. Shareholders must register in text form, either in German or English. To prove that they are entitled to exercise shareholder rights during the Annual General Meeting, shareholders must also provide evidence of their shareholdings issued by the custodian bank in text form in either German or English.

The evidence must refer to the beginning of the twenty-first day before the Annual General Meeting, i.e. the **beginning of day [00:00 CEST] on 9 September 2020** ("record date"). The eligibility specified above is defined solely in accordance with the stake held by the shareholder at the record date, without this constituting a block on the ability to sell the stake. Even in the event of a full or partial sale of the shareholding following the record date, only those shares owned by the shareholder at the record date are relevant to the right to exercise shareholder rights during the Annual General Meeting, i.e. the disposal or acquisition of shares after the record date will not affect the right to exercise shareholder rights during the Annual General Meeting.

Registration and record of share ownership must be received by the company by the **end of day [24:00 CEST] on Wednesday, 23 September 2020** at the latest at the following address:

Leifheit AG
c/o Link Market Services GmbH
Landshuter Allee 10, 80637 Munich, Germany
or by email to: inhaberaktien@linkmarketservices.de

After receiving the registration and record of share ownership, the company will send the shareholders or the proxies appointed by them voting rights cards for the Annual General Meeting. To ensure that the voting rights cards, which will be sent together with the relevant proxy forms, are received in good time, shareholders are requested to send their registration and record of share ownership to the company at the address listed above at their earliest convenience. This request is not linked to any restriction of shareholder rights.

6. Exercising voting rights by postal vote

Shareholders who have registered properly and in due time, as well as their authorised representatives, may cast their votes by postal vote.

Before the Annual General Meeting, the postal vote form printed on the voting rights card will be available to this end to shareholders who have registered properly and in due time and to their authorised representatives. In addition, the postal vote form may be downloaded online at agm.leifheit-group.com.

If used by shareholders or their authorised representatives, the postal vote form must be sent only to the postal address or email address of the registration office stated under item 5 and must be received by the registration office by the **end of day [24:00 CEST] on 29 September 2020** (time of receipt).

Postal votes not unambiguously attributable to a registration submitted, received and processed properly and in due time will not be counted.

The AGM portal will also be available online at agm.leifheit-group.com both before and during the Annual General Meeting for shareholders who have registered properly and in due time and for their authorised representatives to exercise their voting rights by means of (electronic) postal voting.

Electronic postal votes may be submitted using the AGM portal from 9 September 2020 until immediately before the start of voting on the day of the Annual General Meeting via the button marked "Postal vote" in the AGM portal. During the Annual General Meeting, shareholders who have registered properly and in due time may continue to use the AGM portal until immediately before the start of voting to change or revoke any votes submitted by postal vote.

More information on the postal vote method can be found on the voting card that is sent to shareholders who have registered properly and in due time. Corresponding information and a more detailed description of the electronic postal vote method is also available online on the AGM portal at agm.leifheit-group.com.

7. Exercising voting rights by proxies

a) Authorising third parties as proxies to exercise voting rights and other shareholder rights

Shareholders can allow their voting rights and their other shareholder rights to be exercised by a proxy or by an association of shareholders, subject to the appropriate authorisation procedures. They must also submit the record of share ownership and register properly and by

the deadline in this case. The issuing of proxy authorisations, their revocation and verifications of proxy authorisation must be submitted to the company in text form, if neither an intermediary nor an association of shareholders or proxy adviser or an equivalent person according to section 135 para. 8 AktG has been authorised to exercise the voting rights.

Likewise, proxies may neither physically nor by means of electronic communication take part in the virtual Annual General Meeting within the meaning of section 118 para. 1 sentence 2 AktG. They may exercise voting rights on behalf of the shareholders whom they represent solely by postal vote or by authorising and instructing the proxies designated by the company.

If a shareholder authorises more than one person, the company can reject one or several of them.

Shareholders will find a form for issuing proxy authorisations on the back of their voting rights card. In addition, the form may be found online at agm.leifheit-group.com.

From the time the Annual General Meeting has been convened, verification of proxy authorisations and revocations of proxy authorisations can be submitted to the following address:

Leifheit AG
c/o Link Market Services GmbH
Landshuter Allee 10, 80637 Munich,
Germany

or by email to: inhaberaktien@linkmarketservices.de

or on the AGM portal at: agm.leifheit-group.com

A proxy authorisation, its revocation and verifications of proxy authorisation may be submitted to the above address by post or email by no later than the **end of day [24:00 CEST] on Tuesday, 29 September 2020** (time of receipt).

Issuing, changing and revoking authorisation, as well as providing verifications of proxy authorisation, will be possible online via the AGM portal at agm.leifheit-group.com until immediately before the start of voting during the virtual Annual General Meeting.

If an intermediary, a shareholders' association, a proxy adviser or any other equivalent entity as defined in section 135 para. 8 AktG is to be authorised to act as the shareholder's proxy, this authorisation – in derogation of the above principle – does not require a specific form

either under the law or under the company's articles of incorporation. It should be noted, however, that in such cases the institutions or persons to be authorised may request that they be issued a specific form of proxy, as, according to section 135 AktG, they are required to record any proxy authorisations in a verifiable manner. You should therefore consult with them on whether there is a potential formal requirement for proxies.

b) Authorising voting proxies appointed by the company who are bound to the instructions given to them

The company offers its shareholders the opportunity to assign proxy rights to proxies designated by the company. They must also submit the record of share ownership and register properly by the deadline in this case. The proxies appointed by the company exercise the voting right based exclusively on the shareholder's instructions. Granting authorisation to voting proxies appointed by the company, its revocation and the issuance of instructions must be made in text form.

A form for authorising proxies and issuing instructions, as well as other information, is printed on the back of the voting rights card. In addition, the form may be found online at agm.leifheit-group.com.

Shareholders who wish to authorise proxies appointed by the company before the Annual General Meeting, should send the completed form to the address listed above in the "Authorising third parties as proxies to exercise voting rights and other shareholder rights" section (by post or email) to be received by no later than the **end of day [24:00 CEST] on Tuesday, 29 September 2020**.

The revocation of authorisation and changes to instructions should also be sent in text form to the address listed above in the "Authorising third parties as proxies to exercise voting rights and other shareholder rights" section (by post, fax or email) by the **end of day [24:00 CEST] on Tuesday, 29 September 2020** (time of receipt).

Shareholders also have access to the AGM portal online at agm.leifheit-group.com, which can be used to issue and change authorisations and instructions for proxies designated by the company until immediately before the start of voting during the virtual Annual General Meeting.

8. Supplementary motions to the agenda at the request of a minority according to section 122 para. 2 AktG

According to section 122 para. 2 AktG, shareholders whose shares, when taken together, amount to one-twentieth of the share capital or represent a proportional amount of € 500,000.00 may request to have items placed on the agenda and announced. The reasons for the request or a proposed resolution must be enclosed for each new item.

Requests must be addressed to the company's Board of Management in writing and must be received by the company by the end of day [24:00 CEST] on Sunday, 30 August 2020 at the latest. We ask that shareholders send requests like these to the following address:

Leifheit AG
The Board of Management
c/o Link Market Services GmbH
Landshuter Allee 10, 80637 Munich, Germany

9. Countermotions and proposals for election from shareholders according to section 126 para. 1 and section 127 AktG

Countermotions, including reasons for them, against a proposal made by the Board of Management and/or the Supervisory Board with respect to a specific agenda item and shareholder proposals for elections of members to the Supervisory Board and auditors of the company must be sent prior to the Annual General Meeting exclusively to the following address:

Leifheit AG
c/o Link Market Services GmbH
Landshuter Allee 10, 80637 Munich, Germany
or by email to: antraege@linkmarketservices.de

Accompanied by proof of shareholder status, countermotions and election proposals received no later than the end of day [24:00 CEST] on Tuesday, 15 September 2020 at the address above and which are to be published will be made accessible online at agm.leifheit-group.com. Any comments by the management will also be published on the website listed above after 15 September 2020.

A countermotion or proposal for election to be made accessible in accordance with sections 126 and 127 AktG will be repeated by a proxy designated by the company within the scope of the virtual Annual General Meeting and will be addressed as if the countermotion or proposal for election had been orally presented by the shareholder voicing the proposal, provided the shareholder voicing the proposal has registered properly and in due time and is independently exercising his or her shareholder rights during the Annual General Meeting or is represented by an authorised proxy.

10. Shareholders' opportunity to ask questions

according to section 1 para. 2 sentence 1 no. 3 COVID-19 act

Shareholders who have registered properly and in due time, as well as their authorised representatives, will be given the opportunity to ask questions by means of electronic communication.

For organisational reasons, questions may only be submitted online by means of electronic communication via the AGM portal at agm.leifheit-group.com and must be received by no later than the **end of day [24:00 CEST] on Sunday, 27 September 2020** (time of receipt). Questions received through other means or after the deadline will not be considered.

The Board of Management decides at its duty-bound, free discretion which questions it wishes to respond to. The Board of Management is not obliged to answer all questions. Instead, it may combine questions and select individual questions in the interest of other shareholders. In doing so, it is entitled to afford preferential treatment to shareholders' associations and institutional investors that hold a significant share of votes.

The Board of Management intends to mention and/or address the parties asking questions by name unless said parties have expressly objected to being mentioned and/or addressed by name.

11. Further explanations

Further explanations and information on shareholders' rights under section 122 para. 2, section 126 para. 1 and section 127 AktG, as well as section 1 para. 2 sentence 1 no. 3 COVID-19 act, are available to shareholders on the company's website at agm.leifheit-group.com.

12. Raising objections for the record

Shareholders who have registered properly and in due time and have exercised their voting right, as well as their authorised representatives, may object to a resolution adopted by the Annual General Meeting for the notary's record (section 1 para. 2 sentence 1 no. 4 COVID-19 act). The objection may only be submitted online by means of electronic communication via the AGM portal at agm.leifheit-group.com from the start of the virtual Annual General Meeting until its conclusion by the chair of the meeting. Objections may be raised by no other means.

13. Information regarding data protection

Information regarding the processing of personal data in connection with the Annual General Meeting can be found online at agm.leifheit-group.com.

14. Technical information regarding the virtual Annual General Meeting

A voting rights card, which shareholders will receive automatically after registering properly and in due time, is required to access the company's AGM portal. This voting rights card contains the individual access data with which shareholders who have registered properly and in due time, and their authorised representatives, may register in the AGM portal.

To avoid the risk of restrictions in exercising shareholder rights due to technical problems during the Annual General Meeting, it is recommended that shareholder rights (in particular voting rights) be exercised prior to the start of the Annual General Meeting, if possible.

An internet connection and a web-enabled device are necessary to follow the virtual Annual General Meeting, to use the AGM portal and to exercise shareholder rights. A stable internet connection with a sufficient data transfer rate is recommended for optimum video and audio quality during the broadcast of the Annual General Meeting.

Shareholders and/or authorised representatives of shareholders using a computer to follow the broadcast of the virtual Annual General Meeting will require a browser and speakers or headphones.

15. Information regarding the availability of the broadcast

Shareholders who have registered properly and in due time, as well as their authorised representatives, may follow the entire Annual General Meeting online by way of the video and audio broadcast via the AGM portal. Due to restrictions in the availability of the telecommunication network and restrictions in online services offered by third-party providers, the video and audio broadcast of the virtual Annual General Meeting and the availability of the AGM portal may, under the current technological conditions, be subject to variations in quality beyond the company's control. The company is therefore unable to provide any guarantee or assume any liability for the functionality and constant availability of the internet services used, the third-party network elements used, the video and audio broadcast or the access to the AGM portal and its general availability. The company also assumes no responsibility for errors and defects related to the hardware and software used for the AGM portal, including those of the service providers used, except in the event of intent. The company therefore recommends making prompt use of the aforementioned options for exercising rights, particularly voting rights. The chair of the meeting reserves the right to interrupt or cancel the virtual Annual General Meeting if necessitated by data protection or security concerns.

Nassau/Lahn, August 2020

Leifheit Aktiengesellschaft
The Board of Management



Aktiengesellschaft

PO Box 11 65
56371 Nassau/Lahn, Germany
Telephone: +49 2604 977-0
Telefax: +49 2604 977-300
www.leifheit-group.com
ir@leifheit.com