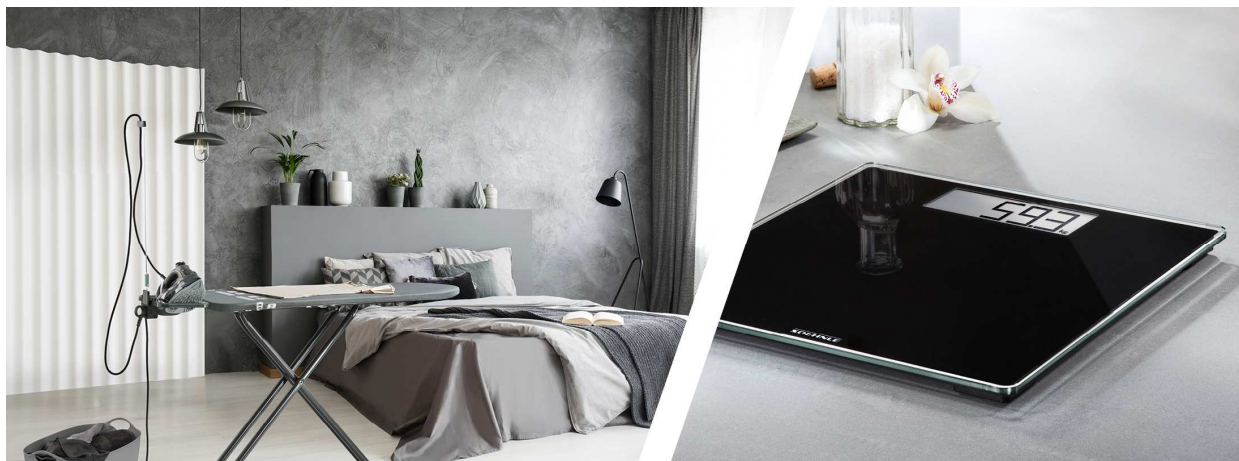


LEIFHEIT

AKTIENGESELLSCHAFT



Invitation to the Annual General Meeting

29 May 2024

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

**Disclosures in accordance with section 125 German stock corporation act (AktG)
in conjunction with article 4 and table 3 of the Implementing Regulation (EU) 2018/1212 (EU-IR)**

A. Specification of the message	
1. Unique identifier of the event	Annual General Meeting 2024 of Leifheit Aktiengesellschaft; in format according to EU-IR: 473ee2bb8bd4ee11b53000505696f23c
2. Type of message	Invitation to the Annual General Meeting; in format according to EU-IR: NEWM
B. Specification of the issuer	
1. ISIN	DE0006464506
2. Name of issuer	Leifheit Aktiengesellschaft
C. Specification of the meeting	
1. Date of the meeting	29 May 2024; in format according to EU-IR: 20240529
2. Time of the meeting	11:00 a.m. (CEST); in format according to EU-IR: 09:00 a.m. UTC
3. Type of the meeting	Annual General Meeting; in format according to EU-IR: GMET
4. Location of the meeting	Deutsche Nationalbibliothek, Adickesallee 1, 60322 Frankfurt/Main, Germany
5. Record date	7 May 2024; in format according to EU-IR: 20240507
6. Uniform resource locator (URL)	https://www.leifheit-group.com/investor-relations/hauptversammlung/ ; https://www.leifheit-group.com/en/investor-relations/general-meeting/

Summary agenda

1. 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 and 315a of the German commercial code (HGB) as well as the report of the Supervisory Board, each for financial year 2023
2. Appropriation of the balance sheet profit
3. Approval of the actions of the Board of Management members for financial year 2023
4. Approval of the actions of the Supervisory Board members for financial year 2023
5. Election of an auditor for the annual financial statements and the consolidated financial statements for financial year 2024 as well as the auditor on the possible review of interim financial reports
6. Approval of the remuneration report for financial year 2023
7. Elections to the Supervisory Board
8. Amendment of art. 15 of the articles of incorporation

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

Invitation to the Annual General Meeting 2024

Dear shareholders,

We invite you to our **Annual General Meeting**, which will take place on **Wednesday, 29 May 2024, 11:00 a.m. (CEST)**, at the **Deutsche Nationalbibliothek (German National Library), Adickesallee 1, 60322 Frankfurt/Main, Germany**.

I AGENDA

- 1. 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 and 315a of the German commercial code (HGB) as well as the report of the Supervisory Board, each for financial year 2023**

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 25 March 2024, 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 and 315a HGB and the Supervisory Board report, each for financial year 2023, can be seen online at <https://www.leifheit-group.com/en/investor-relations/general-meeting/>.

- 2. 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 2023 as follows:

Payment to shareholders for financial year 2023	€ 9,996,696.15
This amount is made up of	
- Payment of a dividend of € 0.95	
per eligible no-par-value bearer share (ISIN DE0006464506):	€ 9,044,629.85
- Payment of a special dividend of € 0.10	
per eligible no-par-value bearer share (ISIN DE0006464506):	€ 952,066.30
Retained earnings	€ 3,303.85

The proposal for the appropriation of the balance sheet profit includes the 479,337 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 2023 change in the period up to the Annual General Meeting, a correspondingly adapted draft resolution will be put to the vote, with the same dividend amount of € 0.95 per no-par-value bearer share entitled to dividends and a special dividend amount of € 0.10 per no-par-value bearer share entitled to dividends and a correspondingly adjusted total amount for distribution and retained earnings.

- 3. Approval of the actions of the Board of Management members for financial year 2023**

The Board of Management and the Supervisory Board propose approving the actions of Board of Management members acting during financial year 2023.

- 4. Approval of the actions of the Supervisory Board members for financial year 2023**

The Board of Management and the Supervisory Board propose approving the actions of Supervisory Board members acting during financial year 2023.

- 5. Election of an auditor for the annual financial statements and the consolidated financial statements for financial year 2024 as well as the auditor on the possible review of interim financial 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 2024 and as auditor for a possible audit review of interim financial reports for financial year 2024 and for a possible audit review of interim financial reports for financial year 2025 prepared before the Annual General Meeting 2025.

The Audit Committee has stated in its recommendation that this is free from undue influence by third parties and that no clause – limiting the selection – has been imposed on it within the meaning of art. 16 para. 6 Statutory Auditors Regulation (EU) 537/2014.

6. Approval of the remuneration report for financial year 2023

According to section 162 AktG, the Board of Management and Supervisory Board must prepare a remuneration report. The auditor has formally audited the remuneration report and issued an audit opinion. The remuneration report, along with the opinion on the audit of the remuneration report, is reproduced following the agenda under item II "Remuneration report for financial year 2023".

The Board of Management and Supervisory Board propose approving the audited remuneration report prepared in accordance with section 162 AktG for financial year 2023.

7. Elections to the Supervisory Board

The term of office of all shareholder representatives on the Supervisory Board ends at the end of the Annual General Meeting 2024, so a new election by the Annual General Meeting is required.

In accordance with art. 8 para. 1 of the articles of incorporation, the Supervisory Board is composed of six members. According to section 96 para. 1 and section 101 para. 1 AktG as well as section 1 para. 1 no. 1 sentence 2 and section 4 para. 1 of the German one-third participation act (DrittelbG), two-thirds of the Supervisory Board members are elected by the shareholders according to the provisions of the AktG and one-third are elected by the employees according to the provisions of the DrittelbG.

The following election proposal, based on the recommendation of the Nomination Committee, considers the targets adopted by the Supervisory Board for its composition – except for the age limit of 70 years at the time of appointment of a Supervisory Board member – and attempts to fulfil the competency profile and diversity concept prepared by the Supervisory Board for the Board as whole.

Dr Blaschke reached the age limit of 70 at the time the Annual General Meeting was convened. After careful consideration, he will nevertheless be proposed for re-election by the Supervisory Board in order to ensure the necessary continuity in the best interests of the company and to lead the reorganisation of the Supervisory Board as Chairman of the Supervisory Board.

The Supervisory Board proposes that the persons listed below under 1) to 4) be elected as members of the Supervisory Board as shareholder representatives:

- 1) **Dr Günter Blaschke, Buchloe (DE)**,
Pensioner,
- 2) **Rüdiger Böhle, Bruchsal (DE)**,
CFO and Commercial Director of Blanco GmbH + Co. KG, Oberderdingen (DE),
- 3) **Larissa Böhm, Wiesbaden (DE)**,
Managing Director of Alantra EQMC Asset Management SGIIC, Madrid (ES), and
- 4) **Stefan De Loecker, Chexbres (CH)**
CEO of Schleich GmbH, Schwäbisch Gmünd (DE).

The election takes place for the period from the end of the Annual General Meeting 2024 until the end of the Annual General Meeting that resolves on the approval of the actions for the financial year 2028.

Within the meaning of section 100 para. 5 sentence 1 AktG, Dr Blaschke as well as Ms Böhm have expertise in the area of accounting and Mr Böhle has expertise in the area of financial statement auditing.

In accordance with the recommendation in section C.15 sentence 1 of the German corporate governance code (GCGC), it is intended to conduct the election of the proposed persons as individual elections.

Information according to section 125 para. 1 sentence 5 AktG

At the time of convening this Annual General Meeting, the persons proposed for election are members of the following other statutory Supervisory Boards (A) and the following comparable German or non-German control committees of commercial enterprises (B):

- 1) **Dr Günter Blaschke**
(A) no
(B) no
- 2) **Rüdiger Böhle**
(A) no
(B) no
- 3) **Larissa Böhm**
(A) no
(B) no
- 4) **Stefan De Loecker**
(A) no
(B) - Eczacıbası Consumer Products, Beykoz/Istanbul (TR), Advisory Board member
- Merz Asset Management Holding GmbH, Frankfurt/Main (DE), Advisory Board member

In its election proposals to the Annual General Meeting, the Supervisory Board should disclose the personal and business relationships of the individual proposed persons to Leifheit AG or its Group companies, to the organs of Leifheit AG and to a shareholder with a material interest in Leifheit AG that are decisive for the election vote. Against this background, the following information is provided:

- **Dr Günter Blaschke** has been a member and Chairman of the Supervisory Board of Leifheit AG and a member of the Audit Committee since April 2019 and a member and Chairman of the Nominating Committee and a member of the Personnel Committee, the Sales/Marketing Committee and the Product Range/Innovation Committee since May 2019.
- **Larissa Böhm** is Managing Director of Alantra EQMC Asset Management SGII, which is a major shareholder of Leifheit AG.
- **Stefan De Loecker** has been a member and Deputy Chairman of the Supervisory Board of Leifheit AG since June 2023, a member of the Personnel Committee and the Nominating Committee as well as a member and Chairman of the Sales/Marketing Committee and the Product Range/Innovation Committee. From 1 August 2023 to 30 November 2023, he assumed the office of Chairman of the Board of Management (CEO) of Leifheit AG on an interim basis. For the term of his appointment as Board of Management member, his mandate as Supervisory Board member and Deputy Chairman of the Supervisory Board as well as his memberships in the committees were suspended.

Mr De Loecker was elected to the Supervisory Board in June 2023 in accordance with art. 8, para. 2, sentence 1 of the articles of incorporation of Leifheit AG (election following the premature resignation of a Supervisory Board member) for the period until the end of the Annual General Meeting that resolves on the actions for financial year 2023.

In the view of the Supervisory Board, the proposed persons are to be considered independent within the meaning of the GCGC.

Further information on the proposed persons, in particular a current curriculum vitae of each person, can be viewed on the Internet at <https://www.leifheit-group.com/en/investor-relations/general-meeting/> from the day on which the Annual General Meeting is convened.

8. Amendment of art. 15 of the articles of incorporation

In November 2023, the government decided to amend section 123 para. 4 sentence 2 AktG. Accordingly, proof of share ownership must now refer to the close of business on the 22nd day before the meeting (previously: start of the 21st day before the meeting). This does not involve a material change to the deadline. Art. 15 of the articles of incorporation is to be amended accordingly.

The Board of Management and the Supervisory Board propose to amend art. 15 of the articles of incorporation 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.
- (2) The registration and the record of share ownership must be received by the company in text form in German or English at the address specified for this purpose in the invitation and in accordance with the applicable legal deadlines. The Board of Management is empowered to determine a shorter registration period in the invitation.
- (3) 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 must refer to the applicable legal date.
- (4) The prerequisites for the attendance of the Annual General Meeting and exercise of the voting rights shall be notified in the invitation.”

II REMUNERATION REPORT FOR FINANCIAL YEAR 2023

Under agenda item 6, the Board of Management and Supervisory Board propose approving the remuneration report for financial year 2023, which is reproduced below. As part of this invitation, it is available online at <https://www.leifheit-group.com/en/investor-relations/general-meeting/> and will be available for inspection during the Annual General Meeting.

The Board of Management and Supervisory Board of Leifheit AG report clearly and transparently on the remuneration granted and owed to the members of the Board of Management and the Supervisory Board in financial year 2023 in accordance with section 162 of the German stock corporation act (AktG). The remuneration report was audited by the auditor. The audit opinion can be found at the end of this report. This remuneration report will be presented for approval at the 2024 Annual General Meeting, which is scheduled for 29 May 2024. Detailed information on the Board of Management and Supervisory Board remuneration systems, as well as the remuneration report pursuant to the German stock corporation act (AktG) and the auditor's opinion pursuant to section 162 para. 3 sentence 3 of the German stock corporation act (AktG), will be published on the company's website at <https://www.leifheit-group.com/en/investor-relations/corporate-governance/>. The remuneration report for financial year 2022, which was approved at the Annual General Meeting in June 2023, can also be found there.

This report contains additional key financial figures that are not specified in the relevant accounting frameworks and are or can be regarded as alternative performance indicators. These additional key financial figures should not be taken in isolation with regard to the assessment of the net assets-, financial position and results of operations of Leifheit or regarded as an alternative to the key financial figures presented in the consolidated financial statements in accordance with relevant accounting frameworks. Other companies that present or report alternative performance indicators with a similar name may calculate them differently. Explanations of the key financial figures used can be found in the combined management report in the 2023 annual report. To improve readability, only male nouns and pronouns are used in this report to represent all genders.

Minor differences may occur when using rounded amounts and percentages due to commercial rounding. This is the English translation of the remuneration report. In the event of any discrepancies between the English translation and the German version, the German version shall take precedence.

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 - 1.4 Remuneration in financial year 2023
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 - 2.1 Application of the remuneration
 - 2.2 Overview of the remuneration
 - 2.3 Remuneration in financial year 2023
3. Vertical comparison

1. Remuneration of members of the Board of Management

1.1 Application of the remuneration system

Following corresponding discussions and deliberations, in its meeting on 23 March 2021 the Supervisory Board resolved the system of remuneration for members of the Board of Management of Leifheit AG in accordance with the requirements of section 87a para. 1 of the German stock corporation act (AktG) in consideration of the recommendations of the German corporate governance code (DCGK) as amended on 16 December 2019. In a resolution passed on 23 March 2022, the Supervisory Board adjusted the remuneration system for the Board of Management. Regarding the recommendations of the DCGK, please refer to the declaration of conformity, which is published on the company's website at <https://www.leifheit-group.com/en/investor-relations/corporate-governance/>.

The system of remuneration for members of the Board of Management, as presented by the Supervisory Board of Leifheit AG based on the recommendations of its Personnel Committee, was approved by the Annual General Meeting on 25 May 2022. It applies to all Board of Management employment contracts that are newly concluded, amended or extended after the 2022 Annual General Meeting.

1.2 Overview of the remuneration system

The remuneration system of Leifheit AG is geared as a whole to sustainable corporate development and is closely aligned with the business strategy. It provides clear performance incentives both for the individual members of the Board of Management and for the Board of Management as a whole through substantial yet differentiated variable remuneration, without creating undue risks.

The remuneration system reflects the provisions of the AktG and considers the recommendations of the DCGK. It also considers the requirements of institutional investors and proxy advisors.

Members of the Board of Management receive a fixed basic remuneration and a variable component. The variable remuneration is divided between a short-term incentive (STI) and a long-term incentive (LTI). Within variable remuneration, the focus is on the LTI.

The remuneration system presented below applies to all Board of Management employment contracts that were newly concluded, amended or extended after the Annual General Meeting in 2022.

The system provides for a maximum remuneration for all members of the Board of Management. The maximum amount is set out in their respective contracts of employment. The maximum total remuneration is limited by means of an end-to-end definition of all remuneration components in the employment contracts and a cap on the two variable components. The short-term incentive (STI) is limited to a maximum of 150% of the target amount stipulated in the contract of employment. The long-term incentive (LTI) is limited to a maximum of 200% of the target amount stipulated in the contract of employment.

In detail, the (theoretical) annual maximum remuneration for the members of the Board of Management from 1 January 2023 amounts to:

- Chairperson of the Board of Management m€ 2.0 gross
- Other members of the Board of Management m€ 1.5 gross

A one-time exception from the aforementioned (theoretical) annual maximum remuneration for the members of the Board of Management applies with regard to the remuneration to be granted in 2025 and paid in 2026 on account of the shortening of the term of the annual LTI tranches. The remuneration system for the members of the Board of Management, which was amended in 2022, shortens the term for the annual LTI tranches from four to three years in comparison with the provisions of the remuneration system as resolved by the Supervisory Board on 5 April 2021 and approved by the Annual General Meeting on 2 June 2021 (see section 5.b below). Accordingly, the LTI tranche with a four-year term for 2022 and the LTI tranche with a three-year term for 2023 will be granted in 2025 (provided the other conditions are met). This justifies granting remuneration in 2025 that may exceed the aforementioned maximum values. The maximum remuneration to be granted in 2025 and to be paid in 2026 amounts to m€ 2.7 (gross) for the Chairperson of the Board of Management and to m€ 2.1 (gross) for other members of the Board of Management.

The remuneration of the members of the Board of Management is aligned with the business strategy and long-term development of Leifheit AG through a fixed basic remuneration and a substantial variable remuneration; variable remuneration is in turn based on financial and non-financial targets appropriate for Leifheit AG, with an emphasis on long-term key performance indicators.

Using the respective budget approved by the Supervisory Board as a starting point, the short-term incentive (STI) helps to promote the growth of Leifheit AG and secure its liquidity by defining financial performance targets. The non-financial performance targets set in advance in annual target agreements serve to encourage the individual performance of each Board of Management member and the collective performance of the Board of Management as a whole, as well as stakeholder targets and other relevant targets.

The long-term incentive (LTI) helps to promote the business strategy, particularly the long-term development of Leifheit AG, by measuring corporate success against the two performance targets of EPS growth and ROCE, based in each case on medium-term planning approved by the Supervisory Board. Using and combining these two internal key performance indicators ensures a sustainable business strategy. Furthermore, the share price development over a three-year period is a decisive factor in establishing the amount of the LTI, which also contributes to the company's sustainability and long-term development. Granting the LTI on a rolling basis (instead of all at once) also encourages the members of the Board of Management to act sustainably and creates the same incentives for all members. Furthermore, a requirement for members of the Board of Management to make a personal investment in Leifheit shares, without which the LTI is forfeited, ensures that they actively promote the business strategy and long-term development.

The overall remuneration of the Board of Management consists of three components:

1. fixed annual basic remuneration
2. short-term variable remuneration (STI)
3. long-term variable remuneration (LTI)

The fixed annual basic remuneration is based on the area of responsibility and the individual performance of each respective Board member, considering the company's situation. Of the total target remuneration (fixed basic remuneration plus target STI plus target LTI), it accounts for

- 43% to 55% for the Chairperson of the Board of Management and
- 43% to 55% for the other members of the Board of Management.

Assuming 100% target attainment, the annual STI amounts to

- 12% to 20% of total target remuneration for the Chairperson of the Board of Management and
- 12% to 20% of total target remuneration for the other members of the Board of Management.

Assuming 100% target attainment, the annually granted LTI tranches, extending over a period of three years each, account for

- 33% to 40% of total target remuneration for the Chairperson of the Board of Management and
- 33% to 40% of total target remuneration for the other members of the Board of Management.

The members of the Board of Management do not receive remuneration for their work on the Board of Management, Administrative or Supervisory Boards at subsidiaries in addition to the remuneration for their activities as members of the Board of Management of Leifheit AG.

There are no share option programmes. There are no defined benefit obligations under IFRS.

Leifheit AG does not provide fringe benefits other than the use of a company car, the reimbursement of travel expenses and the assumption of the employer's health and care insurance contribution. The members of the Board of Management are covered by a group accident insurance policy taken out by Leifheit AG and by a directors and officers liability insurance policy (D&O insurance) concluded at Leifheit AG's expense at the conditions defined therein in each case. Except for fringe benefits, the remuneration components are granted in cash.

The annual STI is based on earnings before interest and taxes (EBIT) and the sum of cash flow from operating activities and cash flow from investment activities, adjusted for incoming and outgoing payments in financial assets as well as, if existing, from the acquisition and divestiture of divisions (free cash flow), as well as on non-financial performance targets via a modifier.

The EBIT target and free cash flow target are defined in advance for the respective financial year by the Supervisory Board at its own discretion, taking into particular account the budget planning prepared annually by the Board of Management and approved by the Supervisory Board. Except for extraordinary developments, there are no subsequent changes to the target values or other parameters of comparison.

The degree of achievement regarding the two financial performance targets mentioned above is determined according to a target achievement curve defined in advance and stipulated in the employment contracts. The target attainment range for both the EBIT and free cash flow targets begins in each case from a deviation from budget of less than 20% (a deviation of 20% or more equates to a missed target) and is capped in each case from a deviation from budget of more than 20%. Intermediate values of a deviation from the EBIT target of more than minus 20% to 0% and more than 0% to plus 20% are calculated on a linear basis in each case in compliance with the target achievement curve laid down in the employment contracts.

The two above-mentioned performance targets are given equal weighting.

By applying the performance targets EBIT and free cash flow, the focus is put on operating earnings while ensuring liquidity and the ability of Leifheit AG to pay dividends.

A modifier is used to apply the non-financial performance targets in the STI, particularly the respective individual performance of each member of the Board of Management, the collective performance of the Board of Management and the attainment of stakeholder targets, as well as other targets where applicable. The modifier influences the amount of the STI within a range of plus and minus 20% and is capped at the maximum target amount. A target agreement, to be concluded annually in advance, ensures that the use of the modifier is clear and comprehensible. This target agreement sets out the non-financial performance targets, their weighting and the associated measures for promoting the business strategy and long-term development of the company for each individual member of the Board of Management.

The LTI is granted to the members of the Board of Management in annual tranches, each with a term of three years, and is linked to the two ROCE and EPS criteria as reported in the respective consolidated financial statements as well as to the performance of the Leifheit AG share price. LTI tranches will be granted with a performance period of three years from 2023.

The targets for ROCE and EPS are set in advance for each three-year performance period by the Supervisory Board at its own discretion, taking into particular account the respective medium-term planning approved by the Supervisory Board, and communicated to the members of the Board of Management. The same applies to defining the minimum ROCE and minimum EPS for target attainment as well as the maximum ROCE and EPS for the cap. Except for extraordinary developments, there are no subsequent changes to the target values or other parameters of comparison.

The degree of achievement in relation to the two financial performance targets mentioned above is determined according to a target attainment curve defined in advance and laid down in the employment contract. If the average ROCE achieved in the respective three-year period is less than the minimum ROCE, the degree of target attainment is 0%; if it is the minimum ROCE, the target attainment is 50%; and if the average ROCE achieved in the respective three-year period is the maximum ROCE or more, this corresponds to a target attainment of 150%. Intermediate values between a target attainment of 50% to 100% and 100% to 150% are calculated on a linear basis. If EPS growth in the respective three-year period is less than

the minimum EPS, the degree of target attainment is 0%; if it is the minimum EPS, the target attainment is 50%; and if EPS growth in the respective three-year period is the maximum EPS or more, this corresponds to a target attainment of 150%. Intermediate values between a target attainment of 50% to 100% and 100% to 150% are calculated on a linear basis.

The two above-mentioned performance targets are given equal weighting, resulting in “overall target attainment” as one key indicator for calculating the payout amount for the respective LTI tranche.

The second step for calculating the payout amount for the respective LTI tranche is based on the performance of the Leifheit AG share price as follows: The performance of the Leifheit AG share is determined by the starting share price (measured over the last 90 trading days before the start of the respective performance period) and the ending share price, which is measured over the last 90 trading days before the end of the respective performance period. In this regard, the closing prices in the Xetra trading system of Deutsche Börse AG shall apply.

The LTI payout amount for each individual LTI tranche is calculated as follows: The target amount of the respective LTI tranche is converted into a number of conditionally granted virtual shares based on the starting share price. The number of virtual shares conditionally granted in this way is multiplied by the overall achievement of the ROCE and EPS targets described above, as shown in this notional example: If, for instance, 1,000 virtual shares are conditionally granted at the beginning of the respective three- or four-year performance period of an LTI tranche and the overall achievement of target is 110%, this produces 1,100 virtual shares.

In the next step, the number of virtual shares calculated in this way (in this case, 1,100) is multiplied by the final share price.

Factoring in the share price performance over three years for each annually granted LTI tranche encourages both the individual Board members and the Board of Management as a whole to sustain their activities over the longer term. This incentive is given added weight by the fact that, in order to avoid losing the LTI, each member of the Board of Management is obliged to make a personal investment in Leifheit shares and to hold them for the duration of the LTI tranches, but for no longer than two years after the ending of their contract of employment (holding period). The amount of personal investment is linked to the amount of fixed basic remuneration for each member.

In the event of extraordinary developments on the part of Leifheit AG (e.g. measures under reorganisation law, share buyback, capital measures, acquisition and/or sale of companies and businesses, leveraging of hidden reserves) that have a significant impact on the ability to achieve the target values of the STI and/or the LTI, the Supervisory Board is entitled to unilaterally adjust the contractual terms and other parameters of the STI and/or the LTI in order to neutralise the effects of the extraordinary developments in an appropriate way. Developments affecting the overall economy or the industry in which Leifheit AG operates are not extraordinary developments in the sense of this definition, unless Leifheit AG faces particular hardships in comparison to competitors on account of unusual circumstances specific to the company.

1.3 Deviations from the remuneration system

The remuneration system for members of the Board of Management is structured as follows: 43-55% fixed basic remuneration + 12-20% short-term variable remuneration (STI) + 33-40% long-term variable remuneration (LTI). For financial year 2023, the long-term component of Marco Keul's remuneration is only 29%. Mr Keul's contract was concluded before the introduction of the current Board of Management remuneration system.

Henner Rinsche stepped down from the Board of Management on 31 July 2023. As part of the agreement to terminate the employment relationship, the entitlements for the outstanding performance periods between 2020 and 2023 were settled with a one-off payment of k€ 581.

Stefan De Loecker served on the Board of Management as interim CEO for a limited period from 1 August 2023 to 30 November 2023. Due to the foreseeable short-term nature of his contract, neither short-term nor long-term remuneration was agreed.

Alexander Reindler has been a member of the Board of Management since 1 December 2023. No short-term or long-term variable remuneration was agreed for the month of December 2023; instead, a fixed lump sum was agreed for both the STI and LTI. An agreement to this effect has been concluded for financial year 2024 onwards.

1.4 Remuneration in financial year 2023

The remuneration of the members of the Board of Management is made up of three components: fixed annual basic remuneration, short-term variable remuneration (STI) and long-term variable remuneration (LTI). The target remuneration was agreed in the Board of Management contracts for financial year 2023 as follows:

k€	Marco Keul				Igor Iraeta Munduate				Alexander Reindler			
	Target	Share	Range ¹	Maximum	Target	Share	Range ¹	Maximum	Target	Share	Range ¹	Maximum
Fixed remuneration	320	52%	43-55%	320	399	51%	43-55%	399	425	47%	43-55%	425
STI	120	19%	12-20%	180	120	15%	12-20%	180	180	20%	12-20%	270
LTI	180	29%	33-40%	360	260	33%	33-40%	520	300	33%	33-40%	600
Total remuneration	620	100%		1,500	779	100%		1,500	905	100%		2,000

¹ According to the remuneration system.

k€	Stefan De Loecker				Henner Rinsche			
	Target	Share	Range ¹	Maximum	Target	Share	Range ¹	Maximum
Fixed remuneration	590	100%	43-55%	0	550	52%	43-55%	550
STI	0	0%	12-20%	0	155	15%	12-20%	233
LTI	0	0%	33-40%	0	350	33%	33-40%	700
Total remuneration	590	100%		0	1,055	100%		2,000

¹ According to the remuneration system.

Leifheit defines granted and owed remuneration pursuant to section 162 para. 1 sentence 1 German stock corporation act (AktG) as follows: The stated remuneration contains all amounts actually received by each member of the Board of Management Board in the reporting period (granted remuneration) and all legally owed remuneration that has not yet been received (owed remuneration).

It is assumed that the remuneration is disclosed in the remuneration report pursuant to section 162 para. 1 sentence 2 no. 1 of the German stock corporation act (AktG) for the financial year in which the remunerated service (in one year or over multiple years) has been completed. Short-term variable remuneration is therefore regarded as *owed remuneration*, as the underlying service has been fully completed by the respective balance sheet date. As a result, short-term variable remuneration payout amounts are stated for the reporting year even though the amounts will actually be paid after the end of the respective reporting period.

Granted/owed remuneration in 2023 in k€	Non-performance-related fixed remuneration				Performance-related variable remuneration			One-off remuneration	Share of one-off remuneration	Total remuneration
	Fixed remuneration	Fringe benefits	Total	Share of fixed remuneration	Short-term variable remuneration (STI)	Long-term variable remuneration (LTI)	Share of variable remuneration			
Marco Keul (2021–2024)	320	15	335	65%	180	0	35%	–	–	515
Igor Iraeta Munduate (2018–2025)	399	17	416	70%	180	0	30%	–	–	596
Alexander Reindler (2023–2026)	35	3	38	49%	–	–	0%	40	51%	78
Stefan De Loecker (2023)	197	1	198	100%	–	–	0%	–	–	198
Henner Rinsche (2019–2025)	321	7	328	13%	136	581	28%	1,538	60%	2,583
Total	1,272	43	1,315		496	581		1,578		3,970

Alexander Reindler received a fixed lump sum of k€ 15 for the STI and k€ 25 for the LTI for the period from 1 to 31 December 2023.

Henner Rinsche received termination benefits amounting to k€ 1,538.

By contrast, the long-term variable remuneration for financial year 2023 concerning the performance period 2023-2025 does not constitute *granted* or *owed* remuneration, as the payment is conditional on defined performance targets being met at the end of the three-year performance period. Given that the current performance period for the LTI tranche for financial year 2023 ends on 31 December 2025, any remuneration from the LTI 2023-2025 will be disclosed in the remuneration report for financial year 2025 in accordance with the above provisions. The long-term variable remuneration for financial year 2020 concerning the performance period 2020-2023 was vested in financial year 2023. However, the minimum target threshold values were not reached. The remuneration for this tranche is therefore zero.

Former members of the Board of Management that served on the Board of Management in the past ten years were not granted or owed any remuneration in financial year 2023. Pensions amounting to k€ 634 were paid in financial year 2023 to former members of the Board of Management, or to their surviving dependants, whose active service period was longer than 10 years ago.

There are no share option programmes and no defined benefit pension commitments. The remuneration system for the members of the Board of Management does not provide for any opportunity to claim back remuneration components.

No member of the Board of Management was promised or granted any benefits from third parties. In addition, no benefits were promised for the premature or regular end to his term of service. No benefits of this nature were promised or granted to any other former member of the Board of Management.

The company maintains directors and officers (D&O) liability insurance for the members of its boards and certain employees in the Leifheit Group. The insurance is agreed or extended on an annual basis. The insurance covers personal liability in the event of any claims asserted against an insured party relating to the performance of their duties. The policy for members of the Board of Management for financial year 2023 includes an insurance excess that meets the requirements of the AktG.

The defined maximum STI remuneration (150% of the target value as stipulated in the service contract) was complied with. The defined maximum LTI remuneration and the total remuneration per year cannot be determined until the amounts granted for the four-year LTI tranche in 2022 and the three-year LTI tranche in 2023 have been determined at the end of 2025.

The performance criteria for the STI are Group EBIT, Group free cash flow and the modifier. In the meeting on 12 December 2022, the Supervisory Board defined the performance criteria for the STI and the LTI. In the meeting on 27 December 2022, the Supervisory Board defined the performance criteria for the 2023 modifier, which include restructuring and cost-cutting targets, as well as sustainability objectives. The 2023 modifier was set at 1.0 by the Supervisory Board by way of a circulation procedure on 13 February 2024. The performance criteria for the LTI for financial year 2023 (performance period 2023-2025) will not be determined until after the end of the three-year performance period at the end of 2025. The performance criteria for the LTI for financial year 2020 (performance period 2020-2023) were not met, which is why no LTI was earned for financial year 2020 in financial year 2023.

The following table lists the criteria for variable remuneration and the individual weighting of each component.

	Description of criteria for remuneration component		Relative weighting of performance criteria	Information on performance targets		a) Measured performance and actual remuneration granted	
				a) Minimum target attainment threshold and corresponding bonus/remuneration	a) Maximum target attainment and b) corresponding bonus/remuneration		
Marco Keul (CFO)	STI	Group EBIT 2023 (Target: m€ 0.2)	50%	a) m€ 0.16	a) m€ 0.24	a) m€ 6.0	
				b) 0.0%	b) 150.0%	b) k€ 90	
	Modifier	Individual performance 2023 ¹ Restructuring and cost reduction	80%	a) 1 of 3 defined targets	a) 3 of 3 defined targets	a) 2 of 3 defined targets	
				b) 0.8	b) 1.2	b) 1.0	
	Modifier	Individual performance 2023 ¹ Sustainability	20%	a) 1 of 2 defined targets	a) 2 of 2 defined targets	a) 1 of 2 defined targets	
				b) 0.8	b) 1.2	b) 0.8	
Igor Iraeta Munduate (COO)	STI	Group EBIT 2023 (Target: m€ 0.2)	50%	a) m€ 0.16	a) m€ 0.24	a) m€ 6.0	
				b) 0.0%	b) 150.0%	b) k€ 90	
	STI	Group free cash flow 2023 (Target: m€ 6.0)	50%	a) m€ 4.8	a) m€ 7.2	a) m€ 12.1	
				b) 0.0%	b) 150.0%	b) k€ 90	
	Modifier	Individual performance 2023 ¹ Restructuring and cost reduction	80%	a) 1 of 3 defined targets	a) 3 of 3 defined targets	a) 2 of 3 defined targets	
				b) 0.8	b) 1.2	b) 1.0	
	Modifier	Individual performance 2023 ¹ Sustainability	20%	a) 1 of 2 defined targets	a) 2 of 2 defined targets	a) 1 of 2 defined targets	
				b) 0.8	b) 1.2	b) 0.8	
	LTI	LTI	Increase in EPS 2023 compared to 2019 (LTI 2020-2023 tranche)	50%	a) 10.0%	a) 30.0%	a) 0%
					b) 50.0%	b) 150.0%	b) k€ 0
LTI		Increase in average ROCE 2020-2023 (LTI 2020-2023 tranche)	50%	a) 12.5%	a) 17.5%	a) 0%	
				b) 50.0%	b) 150.0%	b) k€ 0	

¹ The modifier for individual performance is applicable to the total STI and results in an STI of between 80% and 120% of the target amount.

Stefan De Loecker did not receive any variable remuneration for the period from 1 August 2023 to 30 November 2023 in his role as interim CEO. Alexander Reindler received a fixed lump sum of k€ 15 for the STI and k€ 25 for the LTI for the period from 1 to 31 December 2023.

2. Remuneration of members of the Supervisory Board

2.1 Applying the remuneration

In accordance with section 113 para. 3 German stock corporation act (AktG) in the version of the act implementing the second shareholders' rights directive (ARUG II), the Annual General Meeting of a listed company must resolve on the remuneration of members of the Supervisory Board at least once every four years as well as in the case of proposals to amend remuneration regulations. This resolution was most recently passed at the Annual General Meeting on 2 June 2021.

The remuneration of Supervisory Board members is governed by art. 12 of Leifheit AG's articles of incorporation. The resolution regarding long-term variable remuneration for the Supervisory Board was passed by the Annual General Meeting on 29 May 2019 under agenda item 9. The long-term variable remuneration was only agreed for financial years 2020 to 2022 and was not extended beyond that.

2.2 Overview of the remuneration

Overall, the remuneration system of Leifheit AG is geared towards sustainable corporate development and is aligned with the business strategy. For the members of the Supervisory Board individually and for the Supervisory Board as a whole, it provides an incentive to perform their duties with a view to the long-term, successful development of the company.

The remuneration system reflects the provisions of the AktG and considers the recommendations of the DCGK.

The members of the Supervisory Board receive fixed remuneration, attendance fees and variable remuneration. The variable remuneration is divided into a short-term variable remuneration and a long-term variable remuneration component.

The remuneration system provides for a maximum remuneration for all members of the Supervisory Board. The maximum remuneration is set out in art. 12 para. 8 of the articles of incorporation. Since 1 January 2020, the total annual remuneration (the sum of fixed remuneration, short-term performance-related remuneration and attendance fees) has been limited to a maximum of € 80,000.00 for an ordinary member of the Supervisory Board, € 150,000.00 for the deputy chairperson of the Supervisory Board, € 100,000.00 for the chairperson of the Audit Committee and € 200,000.00 for the chairperson of the Supervisory Board. If a Supervisory Board member performs more than one function within a financial year, the higher amount shall apply to the limitation.

The remuneration of the members of the Supervisory Board is aligned with the business strategy and long-term development of Leifheit AG through fixed remuneration and attendance fees as well as a short-term and a long-term variable remuneration component, which in turn are based on financial targets that are appropriate for Leifheit AG, with an emphasis on long-term key performance indicators.

In addition to reimbursement of their expenses and any value added tax incurred for their Supervisory Board activities, each member of the Supervisory Board receives annual fixed remuneration in the amount of € 35,000.00. The chairperson of the Supervisory Board receives € 100,000.00, and their deputy receives € 70,000.00. Inasmuch as they relate to telecommunications, postage or other office costs, expenses are reimbursed with the payment of a lump sum in the amount of € 1,000.00 per year. Each member of a committee, except the Audit Committee, receives an additional fixed remuneration of € 2,500.00; the chairperson of a committee, except for the Audit Committee, receives € 5,000.00. Each member of the Audit Committee receives an additional fixed remuneration of € 5,000.00; the chairperson of the Audit Committee receives € 10,000.00.

In addition, the Supervisory Board members receive an attendance fee of € 1,500.00 for each meeting (in person, by telephone or video conference of at least two hours in duration) of the Supervisory Board and its committees in which they participate. For several meetings that take place on one day, the attendance fee is paid only once. The chairperson of the Supervisory Board and the respective chairperson of a Supervisory Board committee receive twice the meeting attendance fee in the first sentence above for participating meetings they chair.

In addition, each member of the Supervisory Board receives performance-related remuneration for their membership of the Supervisory Board during the previous financial year. The short-term variable remuneration amounts to € 500.00 for each cent by which the earnings per share (EPS) for the period calculated in accordance with IFRS accounting principles exceeds the comparable amount of the previous financial year. By basing remuneration on the EPS performance target, the focus is placed on earnings while ensuring the ability of Leifheit AG to pay dividends.

Moreover, one part of the remuneration comprises the member's theoretical per head share of a directors and officers liability insurance policy (D&O insurance) concluded on behalf of Leifheit AG at standard market conditions for the members of the Supervisory Board, the costs of which are borne by Leifheit AG.

If a member is only a member of the Supervisory Board or a Supervisory Board committee for part of a financial year, the fixed and performance-related remuneration shall only be granted pro rata temporis and the maximum remuneration shall also be reduced pro rata temporis.

The Annual General Meeting can also resolve one or more long-term variable contract components for the Supervisory Board. One such long-term variable contract component for the Supervisory Board – resolved by the Annual General Meeting on 29 May 2019 under agenda item 9 – expired in financial year 2022. Supervisory Board contracts have not included any long-term variable remuneration components since financial year 2023.

2.3 Remuneration in financial year 2023

Leifheit defines granted and owed remuneration pursuant to section 162 para. 1 sentence 1 German stock corporation act (AktG) as follows: The stated remuneration contains all amounts actually received by each member of the Supervisory Board in the reporting period (granted remuneration) and all legally owed remuneration that has not yet been received (owed remuneration).

The fixed remuneration, the attendance fee and the short-term variable remuneration are regarded as *owed* remuneration, as the remunerated service has been completed in full by the respective balance sheet date. As a result, the table below lists remuneration for the reporting period even though the amounts will actually be paid out after the end of the respective reporting period.

The performance criterion for the single-year variable remuneration is the change in the net result for the period per share (earnings per share/EPS) compared to the previous financial year. The change in EPS can be determined in the annual financial statements for 2023 and 2022 amounts to € 0.21.

Granted/owed remuneration in 2023 in k€	Non-performance-related fixed remuneration						Performance-related variable remuneration			Total remuneration	
	Supervisory Board membership ¹	Attendance fee Supervisory Board membership	Committee membership	Attendance fee Committee membership	Fringe benefits ²	Total	Share of fixed remuneration	Short-term variable remuneration (STI)	Long-term variable remuneration (LTI)		Share of variable remuneration
Joachim Barnert † (2019–2023)	6.0	0.0	0.4	0.0	0.0	6.4	79%	1.7	0.0	21%	8.1
Dr Günter Blaschke (2019–2024)	101.0	24.0	18.5	6.0	8.1	157.7	94%	10.3	0.0	6%	168.0
Stefan De Loecker ³ (2023–2024)	17.8	3.0	3.8	0.0	0.7	25.2	87%	2.6	0.0	9%	27.7
Georg Hesse (2018–2024)	36.0	10.5	7.5	9.0	0.0	63.0	86%	10.3	0.0	14%	73.3
Marcus Krefß (2023–2024)	30.0	9.0	0.0	0.0	0.0	39.0	82%	8.6	0.0	18%	47.6
Karsten Schmidt (2019–2023)	29.6	3.0	5.2	3.0	0.3	41.1	91%	4.3	0.0	9%	45.4
Thomas Standke (2004–2024)	36.0	10.5	7.5	3.0	0.1	57.1	85%	10.3	0.0	15%	67.5
Dr Claus-O. Zacharias (2019–2024)	36.0	7.5	12.5	12.0	0.8	68.8	87%	10.3	0.0	13%	79.1
Total	292.3	67.5	55.4	33.0	10.0	458.2		58.5	0.0		516.8

¹ Including expense allowance.

² Travel costs.

³ Mandate suspended 1 Aug 2023 – 30 Nov 2023.

There are no share option programmes.

The option of claiming back variable remuneration components was not utilised in the financial year as the requirements for this measure were not met.

No remuneration was granted or owed to former members of the Supervisory Board in financial year 2023.

3. Vertical comparison

The vertical comparison pursuant to section 162 para. 1 sentence 2 no. 2 AktG encompasses the development of earnings at Leifheit, the year-on-year change in the remuneration of the members of the Board of Management and of the Supervisory Board and the year-on-year change in the average remuneration of employees on a full-time-equivalent basis.

Total remuneration, change ¹	2019 vs 2018		2020 vs 2019		2021 vs 2020		2022 vs 2021		2023 vs 2022	
Board of Management remuneration										
Alexander Reindler (CEO) since Dec 2023	—		—		—		—		k€ 78	n/a
Stefan De Loecker (CEO) Aug 2023 – Nov 2023	—		—		—		—		k€ 198	n/a
Marco Keul (CFO) since May 2021	—		—		k€ 247	n/a	k€ 478	94%	k€ 515	8%
Igor Iraeta Munduate (COO) since Nov 2018	k€ 499	509%	k€ 433	-13%	k€ 443	2%	k€ 537	21%	k€ 596	11%
Henner Rinsche (CEO) Jun 2019 – Jul 2023	k€ 486	n/a	k€ 651	34%	k€ 822	26%	k€ 793	-4%	k€ 2,583	226%
Ivo Huhmann (CFO) Apr 2017 – Mar 2020	k€ 672	73%	k€ 113	-83%	—		—		—	
Supervisory Board remuneration										
Stefan De Loecker (Deputy Chairman) since Jun 2023 ²	—		—		—		—		k€ 27.7	n/a
Marcus Kreß (member) since Mar 2023	—		—		—		—		k€ 47.6	n/a
Joachim Barnert † (member) May 2019 – Feb 2023	k€ 34.6	n/a	k€ 80.0	131%	k€ 63.6	-20%	k€ 56.9	-11%	k€ 8.1	-86%
Dr Günter Blaschke (Chairman) since Apr 2019	k€ 106.1	n/a	k€ 186.4	76%	k€ 172.4	-8%	k€ 197.5	15%	k€ 168.0	-15%
Georg Hesse (member) since May 2018	k€ 59.3	127%	k€ 80.0	35%	k€ 76.0	-5%	k€ 63.0	-17%	k€ 73.3	16%
Karsten Schmidt (Deputy Chairman) May 2019 – Jun 2023, previously Jan 2007 – Jan 2018	k€ 64.5	1,799%	k€ 133.7	107%	k€ 113.0	-15%	k€ 104.1	-8%	k€ 45.4	-56%
Thomas Standke (member) since May 2004	k€ 42.3	26%	k€ 80.0	89%	k€ 63.5	-21%	k€ 67.0	5%	k€ 67.5	1%
Dr Claus-O. Zacharias (member) since May 2019	k€ 46.3	n/a	k€ 100.0	116%	k€ 84.0	-17%	k€ 77.0	-8%	k€ 79.1	3%
Ulli Gritzuhn (member) Feb 2016 – Mar 2019	k€ 19.1	-71%	—		—		—		—	
Baldur Groß (member) May 2014 – May 2019	k€ 11.3	-67%	—		—		—		—	
Sonja Wärntges (member) Feb 2016 – Feb 2019	k€ 5.2	-91%	—		—		—		—	
Helmut Zahn (Chairman) Apr 2001 – Mar 2019	k€ 33.1	-74%	—		—		—		—	
Company performance ³										
Group EBIT	k€ 9,876	-24%	k€ 18,783	90%	k€ 20,071	7%	k€ 2,774	-86%	k€ 6,015	117%
Group free cash flow	k€ 10,053	172%	k€ -5,547	-155%	k€ 9,559	272%	k€ 8,771	-8%	k€ 12,072	38%
Group earnings per share (EPS)	€ 0.61	-31%	€ 1.32	116%	€ 1.49	13%	€ 0.13	-91%	€ 0.34	162%
Net profit for the year Leifheit AG	k€ 7,945	-23%	k€ 7,630	-4%	k€ 4,349	-43%	k€ -2,216	-151%	k€ -1,713	23%
Operating result Leifheit AG	k€ 7,948	-21%	k€ 13,964	76%	k€ 15,181	9%	k€ -6,967	-146%	k€ -2,515	64%
Average employee remuneration										
Company employees – Leifheit AG employees ⁴	—		k€ 62.6	5%	k€ 60.7	-3%	k€ 64.0	6%	k€ 67.7	6%

¹ Percentage changes in the first and last year of contract are only comparable to a limited extent, as the figures do not cover a full calendar year.

² Mandate suspended 1 Aug 2023 – 30 Nov 2023.

³ Group key performance indicators according to IFRS accounting standards, Leifheit AG KPIs according to the German commercial code (HGB).

⁴ Based on the reference figure of all employees according to German commercial law requirements on a full-time-equivalent basis.

Earnings development is presented using the performance indicators Group EBIT, Group free cash flow and Group earnings per share (EPS) for the Leifheit Group – each reported according to IFRS – as well as on the basis of the net income and operating result of Leifheit AG reported according to the German commercial code (HGB).

Independent auditor's assurance report on examination of the remuneration report pursuant to section 162 (3) AktG

To Leifheit Aktiengesellschaft, Nassau/Lahn

Opinion

We have formally examined the remuneration report of Leifheit Aktiengesellschaft, Nassau/Lahn for the financial year from January 1st to December 31st, 2023 to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not examined the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG. Our opinion does not cover the content of the remuneration report.

Basis for Opinion

We conducted our examination of the remuneration report in compliance with Section 162 (3) AktG taking into account the *IDW assurance standard: Examination of the remuneration report pursuant to Section 162 (3) AktG (IDW AsS 870 (09.2023))*. Our responsibilities under this regulation and this standard are further described in the "Our Responsibilities" section of our assurance report. Our audit firm has applied the IDW Standard on Quality Management: Requirements for Quality Management in Audit Firms (IDW QMS 1 (09.2022)). We have complied with our professional duties pursuant to the German Public Accountants Act [WPO] and the Professional Charter for Auditors/Chartered Accountants [BS WP/vBP], including the independence requirements.

Responsibilities of the Management Board and the Supervisory Board

The management and the Supervisory Board of Leifheit Aktiengesellschaft, Nassau/Lahn, are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

Our Responsibilities

Our objectives are to obtain reasonable assurance about whether the remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG, and to issue an assurance report that includes our opinion.

We planned and performed our examination to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have not examined whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

Frankfurt/Main, 25 March 2024

KPMG AG
Wirtschaftsprüfungsgesellschaft

Original German version signed by
Forstreuter Eifert
Wirtschaftsprüfer Wirtschaftsprüfer
(German Public Auditor) (German Public Auditor)

III MORE INFORMATION ABOUT THE CONVOCATION

1 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 479,337 treasury shares which did not grant it voting rights.

2 Registering for the Annual General Meeting, attendance and exercising voting rights

Only those shareholders who have registered for the Annual General Meeting (registration) and who have provided to the company that they are eligible to exercise their voting rights (record of share ownership) are entitled to attend the Annual General Meeting and to exercise their voting rights. Shareholders must register in text form, either in German or English. A record of share ownership in text form by the final intermediary in accordance with section 67c para. 3 AktG suffices for verification.

According to the amended section 123 para. 4 sentence 2 AktG, the record of share ownership must refer to the close of business on the 22nd day before the meeting, i.e. **7 May 2024 [24:00 CEST]** (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 until Wednesday, **22 May 2024 [24:00 CEST]** at the following address:

Leifheit AG
c/o Computershare Operations Center
80249 Munich, Germany
anmeldestelle@computershare.de

or by email to

After receiving the registration and record of share ownership, the company will send the shareholders or the proxies appointed by them admission tickets for the Annual General Meeting. To ensure that the admission tickets, 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.

The admission ticket includes, among other things, the individual registration data with which shareholders can use the AGM portal online at <https://www.leifheit-group.com/en/investor-relations/general-meeting/> as well as a form for voting by postal vote or issuing proxies or instructions.

3 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 registered in due form and time 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 a shareholders' association or proxy adviser or an equivalent person according to section 135 para. 8 AktG has been authorised to exercise the voting rights.

If an intermediary, a shareholders' association, a proxy adviser or an equivalent person according to 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.

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

Shareholders will find a form for issuing a proxy on the back of their admission ticket. In addition, the form can also be found online at <https://www.leifheit-group.com/en/investor-relations/general-meeting/>.

From the time the Annual General Meeting has been convened until Tuesday, **28 May 2024 [24:00 CEST]** (time of receipt), the issuing of a proxy, its revocation and the proof of authorisation can be submitted by post or email. The AGM portal is also expected to be available for this purpose from 8 May 2024.

The following addresses are available for this use:

Leifheit AG
c/o Computershare Operations Center
80249 Munich, Germany
or by email to anmeldestelle@computershare.de
or on the AGM portal at <https://www.leifheit-group.com/en/investor-relations/general-meeting/>

After this time – but at the earliest from the time of admission to the Annual General Meeting – the issuing of a proxy, its revocation or the proof of authorisation is only possible at the location of the Annual General Meeting until the time specified by the Chairperson of the meeting. The personal appearance of the shareholder at the location of the Annual General Meeting is deemed to be a revocation of authorisations issued in advance.

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. Also in this case, the submission of the record of share ownership and registration in due form and time are required. The proxies appointed by the company exercise the voting right based exclusively on the shareholder's instructions. Issuing authorisation to voting proxies appointed by the company, its revocation and the issuance of instructions must be made in text form.

Shareholders will find a form for issuing a proxy and instructions on the back of their admission ticket. In addition, the form can also be found online at <https://www.leifheit-group.com/en/investor-relations/general-meeting/>.

From the time the Annual General Meeting has been convened until Tuesday, **28 May 2024 [24:00 CEST]** (time of receipt), the issuing of a proxy and instructions, its revocation and the proof of authorisation can be submitted by post or email. The AGM portal is also expected to be available for this purpose from 8 May 2024.

The addresses given in section 3 a) "Authorising third parties as proxies to exercise voting rights and other shareholder rights" above are available for this purpose (by post, email or on the AGM portal).

After this time – but at the earliest from the time of admission to the Annual General Meeting – the issuing of a proxy and instructions, the revocation of a proxy and instructions or the proof of authorisation is only possible at the location of the Annual General Meeting until the time specified by the chairperson of the meeting. The personal appearance of the shareholder at the location of the Annual General Meeting is deemed to be a revocation of authorisations and instructions issued in advance.

4 Exercising voting rights by postal vote

Shareholders who have registered in due form and time and their authorisations may cast their votes by postal vote. An intermediary, a shareholders' association, a proxy advisor or an equivalent person according to section 135 para. 8 AktG may also use postal voting. Postal votes that cannot be clearly attributed to a registration in due form and time will not be considered.

The postal vote does not eliminate the right to attendance at the Annual General Meeting.

Shareholders will find a postal vote form on the back of their admission ticket. In addition, the form can also be found online at <https://www.leifheit-group.com/en/investor-relations/general-meeting/>.

From the time the Annual General Meeting has been convened until Tuesday, **28 May 2024 [24:00 CEST]** (time of receipt), postal votes can be submitted, changed or revoked by post or email. The AGM portal is also expected to be available for this purpose from 8 May 2024.

The addresses given in section 3 a) "Authorising third parties as proxies to exercise voting rights and other shareholder rights" above are available for this purpose (by post, email or on the AGM portal).

After this time – but at the earliest from the time of admission to the Annual General Meeting – a revoke of the postal votes is only possible at the location of the Annual General Meeting until the time specified by the Chairperson of the meeting. The personal appearance of the shareholder at the location of the Annual General Meeting is deemed to be a revocation of postal votes already cast.

5 Further information on the exercising of voting rights

If voting rights in due time are exercised by postal vote or by issuing proxy and instructions by several methods (post, email or on the AGM portal), they will be considered in the following order, irrelevant of the time of receipt: 1. via the AGM portal, 2. by email, 3. by post.

If more than one postal vote or proxy and instructions are received in due time by the same method of transmission, the declaration received last in time shall be binding.

If declarations with more than one form of exercising voting rights are received in the same way, the following shall apply: postal votes shall have priority over the issuing of a proxy and, if applicable, instructions to the proxies of the company and the last-mentioned shall have priority over the issuing of a proxy and instructions to an intermediary, a shareholders' association, a proxy advisor or an equivalent person according to section 135 para. 8 AktG.

If an intermediary, a shareholders' association, a proxy advisor or an equivalent person according to section 135 para. 8 AktG is not willing to act as proxy, the proxies of the company are authorised to act as proxies in accordance with the instructions.

The votes by postal vote or proxies and instructions on agenda item 2 (appropriation of the balance sheet profit) also remain binding in the event of an adjustment of the proposal for the appropriation of the balance sheet profit because of a change in the number of shares which are eligible to receive dividends.

If an individual vote is taken on an agenda item instead of a collective vote, the postal vote or instruction given on this agenda item applies accordingly to each item of the individual vote.

6 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 until Sunday, 28 April 2024 [24:00 CEST], at the following address:

Leifheit AG
Der Vorstand
Leifheitstraße 1, 56377 Nassau, Germany

7 Countermotions and proposals for election from shareholders according to sections 126 para. 1 and 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 or auditors of the company, provided they concern items on the agenda, must be sent prior to the Annual General Meeting exclusively to the following address:

Leifheit AG
Leifheitstraße 1, 56377 Nassau, Germany
gegenantraege@computershare.de

or by email to

Accompanied by proof of shareholder status, countermotions and election proposals received until Tuesday, 14 May 2024 [24:00 CEST], at the address above and which are to be published will be made accessible online at <https://www.leifheit-group.com/en/investor-relations/general-meeting/>. Any comments by the management shall also be published on the website listed above after 14 May 2024.

8 Shareholders' right to information according to section 131 para. 1 AktG

At the Annual General Meeting, each shareholder shall, upon request, be provided with information by the Board of Management on the affairs of the company, including legal and business relations with affiliated companies as well as about the Group and the companies included in the consolidated financial statements, to the extent that such information is necessary for the adequate assessment of an item on the agenda. The right to information may be exercised at the Annual General Meeting without the need for prior announcement or other notification.

9 The company's website, the documents and information to be made accessible there according to section 124a AktG as well as further explanations on the rights of the shareholders

This invitation to the Annual General Meeting, the documents to be made accessible to the Annual General Meeting according to section 124a AktG and further information in connection with the Annual General Meeting will be available online at <https://www.leifheit-group.com/en/investor-relations/general-meeting/> 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 website listed above.

On the company's website at <https://www.leifheit-group.com/en/investor-relations/general-meeting/>, further explanations and information on shareholders' rights under sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG are available for shareholders.

10 Web-based AGM portal and Annual General Meeting hotline

Expected from 8 May 2024 on, the company will operate a web-based AGM portal online at <https://www.leifheit-group.com/en/investor-relations/general-meeting/>. An admission ticket is required for access, which shareholders who registered in due form and time will receive. This admission ticket contains the individual registration data. In the AGM portal, shareholders have the opportunity until 28 May 2024 [24:00 CEST], to issue or change proxies and instructions and to cast their postal votes or to revoke or change these postal votes. Shareholders will receive further details on the AGM portal and the registration and terms of use together with their admission ticket or online at <https://www.leifheit-group.com/en/investor-relations/general-meeting/>.

For questions regarding registration, proxy voting, postal voting or the use of the AGM portal, members of our AGM hotline are available on +49 89 30903-6330 from Monday to Friday – excluding German holidays – from 9:00 a.m. to 5:00 p.m. (CEST).

11 Information regarding data protection

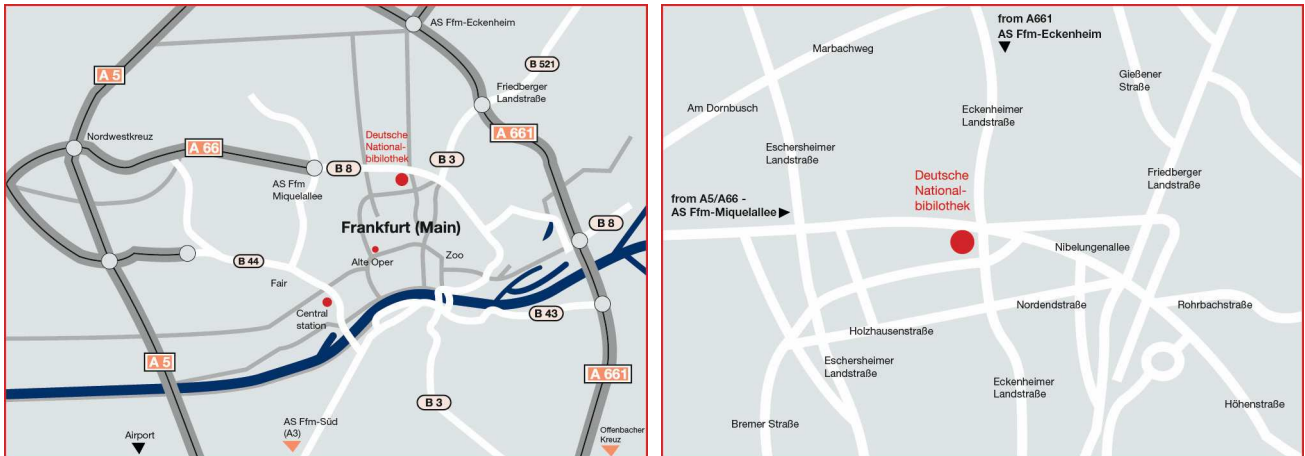
Information regarding the processing of personal data in connection with the Annual General Meeting can be found online at <https://www.leifheit-group.com/en/investor-relations/general-meeting/>.

Nassau/Lahn, April 2024

Leifheit Aktiengesellschaft
The Board of Management

DIRECTIONS

Deutsche Nationalbibliothek (German National Library), Adickesallee 1, 60322 Frankfurt/Main, Germany



By public transportation

From Frankfurt main station, lower level (Hauptbahnhof) take the U 4 towards Bornheim / Seckbacher Landstraße and get off at the stop Konstablerwache. → Change to the U 5 towards Preungesheim and get off at the stop Deutsche Nationalbibliothek. Travel time: roughly 20 minutes.

From Frankfurt airport (regional station) take the S 8 or S 9 towards Hanau or Offenbach Ost and get off at the stop Konstablerwache. → Change to the U 5 towards Preungesheim and get off at the stop Deutsche Nationalbibliothek. Travel time: roughly 30 minutes.

Bus line 32 travels to the bus stop Deutsche Nationalbibliothek.

By car

Take the A 5 or A 66 at the Nordwestkreuz junction travelling in the direction of Miquelallee/Stadtmitte (city centre) until the end of the motorway → Follow the signs for Fulda/Hanau → Turn right at the third junction onto the Eckenheimer Landstraße towards Stadtmitte (city centre) → After approximately 100 metres, the underground car park of the Deutsche Nationalbibliothek will appear on the right-hand side. Parking charges apply.

From the A 3 at the Offenbacher Kreuz junction, proceed onto the A 661 travelling in the direction of Bad Homburg → At the Frankfurt-Eckenheim junction, take the Berkersheim exit towards Stadtmitte (city centre) → Approximately 100 metres after the third traffic light crossing, the underground car park of the Deutsche Nationalbibliothek will appear on the right-hand side. Parking charges apply.