

Explanatory notes on the rights of the shareholders of Leifheit Aktiengesellschaft according to section 122 para. 2, section 126 para. 1, section 127 and section 131 para. 1 of the German stock corporation act (AktG)**1. Requests for additions to the agenda according to section 122 para. 2 AktG**

According to section 122 para. 2 AktG, shareholders whose shares 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. Since the pro rata amount of € 500,000.00 for Leifheit AG is less than 5% of the share capital, the representation of the pro rata amount of € 500,000.00 (corresponding to 166,667 shares of Leifheit AG) is sufficient. Any new item to be placed on the agenda and announced must be accompanied by a statement of reasons or a draft resolution. The parties making the request must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the decision of the Board of Management on the request; section 70 AktG shall apply to the calculation of the shareholding period. The date of receipt of the request is not counted. For the purpose of calculating the 90-day period of prior shareholding, a shift from a Sunday, a Saturday or a public holiday to a preceding or following business day shall not be considered. A corresponding confirmation of the custodian bank (final intermediary) is sufficient for the proof.

Supplementary motions with reasons or proposed resolutions and proof of share ownership must be submitted in writing to the company's Board of Management and must be received by the company at the address below until the end of day [24:00 CEST] on Sunday, 7 May 2023:

Leifheit AG, The Board of Management,
Leifheitstraße 1, 56377 Nassau, Germany

Additions to the agenda which are to be announced – insofar as they have not already been announced with the convening notice – shall be published including the name and place of residence or registered office of the requester in the Federal Gazette without undue delay after receipt of the request and forwarded for publication to such media as can be expected to disseminate the information throughout the entire European Union. They shall also be made available on the Internet at **agm.leifheit-group.com** and communicated to shareholders together with the notice convening the Annual General Meeting according to section 125 para. 1 sentence 3 AktG.

The provisions of the AktG on which this shareholder right is based are as follows:

Section 122 Convening at the request of a minority (excerpt)

- (1) *The general meeting shall be convened if shareholders whose shares together amount to one-twentieth of the share capital request such a meeting in writing, stating the purpose and the reasons; such a request shall be addressed to the Board of Management. The articles of incorporation may make the right to request the convening of the general meeting subject to a different form and to the holding of a lower proportion of the share capital. The parties making the request must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Board of Management has decided on the request. Section 121 para. 7 shall apply mutatis mutandis.*
- (2) *In the same way, shareholders whose shares together amount to one-twentieth of the share capital or the pro rata amount of 500,000 euros may request that items be placed on the agenda and announced. Each new item must be accompanied by a statement of reasons or a draft resolution. The request within the meaning of sentence 1 must be received by the company at least 24 days, in the case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be counted.*

Section 121 General provisions (extract)

- (7) *In the case of time limits and deadlines calculated backwards from the meeting, the day of the meeting shall not be counted. A shift from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 of the German civil code (BGB) shall not apply mutatis mutandis. In the case of unlisted companies, the articles of incorporation may provide for a different calculation of the time limit.*

Section 70 Calculation of the shareholding period

If the exercise of the rights arising from the share is dependent on the shareholder having been the holder of the share for a certain period of time, a claim for transfer of ownership against a credit institution, financial services institution, a securities institute or an enterprise pursuing activities in accordance with section 53 para. 1 sentence 1 or section 53b para. 1 sentence 1 or para. 7 of the German banking act (Kreditwesengesetz) shall be deemed equivalent to ownership. The period of ownership of a predecessor in title shall be attributed to the shareholder if he/she acquired the share free of charge, from his/her trustee, as universal successor, in the event of the dissolution of a community or in the event of a portfolio transfer according to section 13 of the German insurance supervision act (Versicherungsaufsichtsgesetz) or section 14 of the German building societies act (Gesetz über Bausparkassen).

The company's articles of incorporation do not contain any provisions on this shareholder right.

2. Countermotions and election proposals according to section 126 para. 1, section 127 AktG

According to section 126 para. 1 AktG, shareholders may submit to the company countermotions to one or more of the resolutions proposed by the Board of Management and the Supervisory Board on a specific item on the agenda and, according to section 127 AktG, proposals for the election of Supervisory Board members or auditors ("election proposals"), provided that such proposals have been included in the agenda. Countermotions must be accompanied by a statement of grounds, whereas election proposals are not subject to this requirement.

Countermotions and election proposals must be sent in writing or by email exclusively to the address below:

By mail to: Leifheit AG
Leifheitstraße 1, 56377 Nassau, Germany
or by email to: HV2023@leifheit.com

Countermotions and/or election proposals addressed otherwise shall not be considered.

Countermotions and election proposals to be made accessible that are received at the above address with proof of shareholder status no later than the end of day [24:00 CEST] on Tuesday, 23 May 2023, shall be made accessible on the Internet at **agm.leifheit-group.com** including the name and place of residence or registered office of the shareholder, as well as statements of grounds to be made available. Any comments by the management shall also be published on the website listed above after 23 May 2023.

The provisions of the AktG underlying these shareholder rights, which also determine the conditions under which countermotions and election proposals may not be made available, are as follows:

Section 126 Motions by shareholders (excerpt)

- (1) *Motions by shareholders, including the name of the shareholder, the statement of grounds and any statement by the management, shall be made available to the entitled persons referred to in section 125 para. 1 to 3 subject to the conditions set out in it if the shareholder has sent a countermotion to a proposal of the Board of Management and Supervisory Board on a specific item on the agenda, together with the statement of grounds, to the address stated for this purpose in the notice convening the meeting at least 14 days before the meeting of the company. The day of receipt is not counted. For listed companies, the information must be made available on the company's website. Section 125 para. 3 shall apply mutatis mutandis.*
- (2) *A countermotion and its grounds need not be made available,*
 1. *insofar as the Board of Management would thereby render itself liable to prosecution,*
 2. *if the countermotion would lead to a resolution of the Annual General Meeting that is contrary to the law or the articles of incorporation,*
 3. *if the statement of reasons contains information that is manifestly false or misleading in material respects or if it contains insults,*
 4. *if a countermotion of the shareholder based on the same facts has already been made available to an earlier shareholders' meeting of the company according to section 125 AktG,*
 5. *if the same countermotion of the shareholder with essentially the same grounds has already been made available to at least two general meetings of the company according to section 125 AktG in the last five years and less than one-twentieth of the share capital represented voted in favour of it at the shareholders' meeting,*
 6. *if the shareholder indicates that he/she will not attend the general meeting and will not be represented, or*
 7. *if the shareholder has failed to make or cause to be made a countermotion communicated by him/her at two general meetings in the last two years.*

The statement of grounds need not be made available if it exceeds 5,000 characters in total.
- (3) *If several shareholders make countermotions on the same subject matter of the resolution, the Board of Management may combine the countermotions and their statements of grounds.*

Section 127 Election proposals by shareholders (excerpt)

Section 126 shall apply mutatis mutandis to the proposal of a shareholder for the election of Supervisory Board members or auditors. The election proposal does not have to be justified. The Board of Management need not make the election proposal available even if the proposal does not contain the information according to section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5.

Section 124 Announcement of proposed amendments; proposed resolutions (excerpt)

- (3) *The proposal for the election of Supervisory Board members or auditors must state their names, occupation and place of residence.*

Section 125 Notices to shareholders and members of the Supervisory Board

- (1) *The Board of Management of a company that has issued shares other than registered shares must call an Annual General Meeting at least 21 days before the meeting as follows:*
1. *the intermediaries holding shares in the company in custody,*
 2. *the shareholders and intermediaries who have requested the notification, and*
 3. *the associations of shareholders who requested the notification or who exercised their voting rights at the last Annual General Meeting.*

The day of notification is not counted. If the agenda is to be amended according to section 122 para. 2, the amended agenda shall be communicated in the case of listed companies. The notice shall refer to the possibility of exercising voting rights by proxy, including by an association of shareholders. In the case of listed companies, a proposal for the election of Supervisory Board members shall be accompanied by information on their membership in other statutory supervisory boards; information on their membership in comparable domestic and foreign supervisory bodies of business enterprises is to be enclosed.

- (2) *The same notice shall be given by the Board of Management of a company which has issued registered shares to the persons registered in the share register at the commencement of the 21st day before the Annual General Meeting, as well as the shareholders and intermediaries who requested the notification and the associations of shareholders who requested the notification or who exercised their voting rights at the last Annual General Meeting.*
- (3) *Each member of the Supervisory Board may request that the Board of Management send him/her the same notifications.*
- (4) *On request, each member of the Supervisory Board and each shareholder shall be provided with information on the resolutions adopted at the Annual General Meeting.*
- (5) *The content and format of a minimum information content in the notifications referred to in paragraph 1 sentence 1 and in paragraph 2 shall be subject to the requirements of Implementing Regulation (EU) 2018/1212. Section 67a para. 2 sentence 1 shall apply mutatis mutandis to paragraphs 1 and 2. In the case of listed companies, intermediaries holding shares in the company in custody shall be required, in accordance with sections 67a and 67b, to pass on and transmit the information referred to in paragraphs 1 and 2, unless the intermediary is aware that the shareholder is receiving it from another source. The same applies to unlisted companies, provided that the provisions of Implementing Regulation (EU) 2018/1212 do not apply.*

The company's articles of incorporation do not contain any provisions regarding these rights of shareholders.

3. Right to information according to section 131 para. 1 AktG

At the Annual General Meeting, each shareholder who registered in due form and time or shareholder representative may request information from the Board of Management on the affairs of the company as well as the legal and business relations of the company with affiliated companies, insofar as the information is necessary for the adequate assessment of an item on the agenda and no right to refuse information exists. The request for information shall be made in German. As the 2023 Annual General Meeting of Leifheit Aktiengesellschaft will present, among other things, the consolidated financial statements and the combined management report of Leifheit AG and the Group, the obligation of the Board of Management to provide information also extends to the situation of the Group and the companies included in the consolidated financial statements.

The provisions of the AktG on which these shareholder rights are based, which also determine the conditions under which the providing of information may be waived, are as follows:

Section 131 Shareholder's right to information (excerpt)

- (1) *Upon request, each shareholder shall be provided with information at the Annual General Meeting by the Board of Management regarding the affairs of the company to the extent that such information is necessary to permit a proper evaluation of the item on the agenda. The obligation to provide information shall also extend to the legal and business relations of the company with an affiliated company. If a company makes use of the facilitations according to section 266, para. 1, sentence 3, section 276 or section 288 of the German commercial code (HGB), each shareholder may request that the annual financial statements be presented to him at the Annual General Meeting on the annual financial statements in the form they would have been presented without these facilitations. The obligation of the Board of Management of a parent company (section 290 paras 1, 2 HGB) to provide information at the Annual General Meeting to which the consolidated financial statements and the group management report are submitted also extends to the situation of the group and the companies included in the consolidated financial statements.*

[...]

- (2) *The information must comply with the principles of conscientious and faithful accountability. The articles of incorporation or the rules of procedure according to section 129 may authorise the chairperson of the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak and may provide for further details in this respect.*

- (3) *The Board of Management may refuse to provide the information*
1. *insofar as the provision of the information is likely, according to reasonable commercial judgement, to cause a not inconsiderable disadvantage to the company or an affiliated company;*
 2. *insofar as it relates to tax valuations or the amount of individual taxes;*
 3. *on the difference between the value at which items have been recognised in the annual balance sheet and a higher value of such items, unless the Annual General Meeting adopts the annual financial statements;*
 4. *on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to give a true and fair view of the net assets, financial position and results of operations of the company within the meaning of section 264 para. 2 HGB; this shall not apply if the Annual General Meeting adopts the annual financial statements;*
 5. *insofar as the Board of Management would render itself liable to prosecution by providing the information;*
 6. *insofar as, in the case of a credit institution, a financial services institution or a securities institution, information need not be provided on the accounting and valuation methods applied and offsets made in the annual financial statements, management report, consolidated financial statements or group management report;*
 7. *insofar as the information is continuously accessible on the company's website for at least seven days prior to the commencement of and during the Annual General Meeting.*
- Information may not be refused on other reasons.*
- (4) *If information has been given to a shareholder outside the Annual General Meeting because of his status as a shareholder, it shall be given to any other shareholder at his request in the Annual General Meeting, even if it is not necessary for the objective assessment of the item on the agenda. [...] The Board of Management may not refuse to provide the information pursuant to para. 3 sentence 1 nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary (section 290 paras 1, 2 HGB), a joint venture (section 310 para. 1 HGB) or an associated company (section 311 para. 1 HGB) provides the information to a parent company (section 290 paras 1, 2 HGB) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.*
- (5) *If a shareholder is refused information, he may request that his question and the reason for which the information was refused be recorded in the minutes of the meeting. [...]*

In art. 17, the company's articles of incorporation contain the following provision on these shareholder rights:

- (3) *The chairperson of the Annual General Meeting may restrict the amount of time shareholders are entitled to speak and ask questions in view of the following considerations:*
- a) *If, under the agenda (including any minority shareholder petitions per section 122 AktG), only items concerning the appropriation of profits, the appropriation of the actions of the of Board of Management members and the Supervisory Board members, election of an auditor and/or authorization to purchase and utilise own shares are to be voted on, the chairperson may restrict the amount of time shareholders are entitled to speak and ask questions so as to limit the duration of the Annual General Meeting to a total of six hours.*
Interruptions to the Annual General Meeting, the Board of Management speech and chairperson's comments prior to the general discussion do not count in calculating the length of the Annual General Meeting.
 - b) *If, under the agenda (including any minority shareholder petitions per section 122 AktG), items other than those under letter a) are to be voted on, the chairperson may restrict the amount of time shareholders are entitled to speak and ask questions so as to limit the duration of the Annual General Meeting to a total of ten hours. Letter a) sentence 2 applies accordingly.*
 - c) *The chairperson may restrict the amount of time shareholders are entitled to speak and ask questions to 15 minutes per recognition, and to 10 minutes if three or more other speakers are awaiting recognition when one speaker is recognised. The chairperson may limit the total amount of time a shareholder is entitled to speak and ask questions during the Annual General Meeting to 45 minutes.*
 - d) *The chairperson may impose the limitations outlined under letters a) to c) at any time, including at the start of the Annual General Meeting.*
 - e) *The limitations outlined under letters a) to d) above constitute reasonable limitations per section 131 para. 2 sentence 2 AktG.*
- (4) *Irrespective of the chairperson's ability to restrict the amount of time shareholders are entitled to speak and ask questions per paragraph 3, the chairperson may declare discussion ended at 22:30 on the date of the meeting and begin the voting on agenda items. In cases falling under the first sentence, no further questions are permitted once discussion has been declared ended.*
- (5) *The chairperson's right to restrict the amount of time shareholders are entitled to speak and ask questions beyond the provisions of paragraphs 3 and 4 remains unaffected by the provisions of paragraphs 3 and 4 in accordance with applicable legislation or in accordance with other principles established by case law.*