



LEIFHEIT

Aktiengesellschaft



INVITATION TO THE ANNUAL
GENERAL MEETING

2016

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



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

Dear shareholders,

We would like to invite you to attend our **Annual General Meeting on Wednesday, 25 May 2016, at 10:30 a.m. (CEST)**, at the Deutsche Nationalbibliothek (German National Library), Adickesallee 1, 60322 Frankfurt am Main, Germany.

Agenda

- 1. Presentation of the adopted annual financial statements and the management report of Leifheit AG, in addition to the approved consolidated financial statements and consolidated management report, the report of the Supervisory Board and the explanatory report of the Board of Management on the disclosures according to section 289 para. 4 and section 315 para. 4 of the German commercial code (HGB), each for the financial year 2015**

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 30 March 2016 and thereby adopted 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 and management report, the consolidated financial statements and consolidated management report, as well as the report of the Supervisory Board and the report of the Management Board with explanations on the disclosures according to section 289 para. 4 and section 315 para. 4 HGB are available online at agm.leifheit-group.com.

- 2. Appropriation of the balance sheet profit**

The Board of Management and Supervisory Board propose appropriating the Leifheit AG balance sheet profit of € 13,924,000.00 for the financial year 2015 as follows:

Payment to the shareholders	€ 13,070,565.75
It is an amount of:	
(1) Payment of a dividend of € 2.00 per no-par-value bearer share:	€ 9,505,866.00
(2) Payment of a special dividend of € 0.75 per no-par-value bearer share:	€ 3,564,699.75
Retained earnings	€ 853,434.25

The proposal for the appropriation of the balance sheet profit includes the 247,067 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 the financial year 2015 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 € 2.00 and the special dividend of € 0.75 per no-par-value bearer share, and a correspondingly adjusted total amount for distribution and retained earnings.

The dividend is scheduled for payment from 26 May 2016 on.

3. Approval of the actions of the Board of Management members for the financial year 2015

The Board of Management and the Supervisory Board propose approving the actions of Board of Management members acting during the financial year 2015.

4. Approval of the actions of Supervisory Board members for the financial year 2015

The Board of Management and the Supervisory Board propose approving the actions of Supervisory Board members acting during the financial year 2015.

5. Election of the auditor of the individual and consolidated financial statements for the financial year 2016

Based on the recommendation of the Audit Committee, the Supervisory Board proposes electing KPMG AG, Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, Germany, to be the auditor of the individual and consolidated financial statements for the financial year 2016.

6. Special election of members to the Supervisory Board

Dr Robert Schuler-Voith resigned from his post as member and deputy chairman of the Supervisory Board as at 31 December 2015. Dr Friedrich M. Thomée also resigned from his post as member of the Supervisory Board of Leifheit AG as at 31 December 2015. In its ruling from 3 February 2016, the Local Court of Montabaur appointed Ms Sonja Wärntges and Mr Ulli Gritzuhn as members of the Supervisory Board. In both cases, the appointment of Ms Sonja Wärntges and Mr Ulli Gritzuhn by the court is temporary. Their terms expire at the conclusion of this Annual General Meeting, which is why it is necessary to hold special elections.

In accordance with art. 8 para. 1 of the articles of incorporation, the Supervisory Board is composed of six members. In accordance with section 96 para. 1 and section 101 para. 1 AktG, as well as section 1 para. 1 no. 1 sent. 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 plan is to hold individual elections for the candidates to become members of the Supervisory Board in accordance with code item 5.4.3 sent. 1 of the German corporate governance code (DCGK).

The following proposed candidates take into account the target set by the Supervisory Board for the proportion of women on the Supervisory Board.

The Supervisory Board proposes to elect the persons named in items a) and b) below, with effect from the conclusion of the Annual General Meeting, for the remainder of the term of those members resigning from the Supervisory Board, and thus for the period until the conclusion of the Annual General Meeting that will decide on the approval of the actions of the Board of Management and the Supervisory Board for the financial year 2018:

- a) Sonja Wärtges
Frankfurt am Main, Germany
Member of the Management Board/CFO of DIC Asset AG based in Frankfurt am Main, Germany
- b) Ulli Gritzuhn
Hamburg, Germany
Executive Vice President of Unilever Deutschland GmbH based in Hamburg, Germany

Ms Sonja Wärtges fulfils the conditions of an independent financial expert within the meaning of section 100 para. 5 AktG.

At the time of the convocation of this Annual General Meeting, Ms Sonja Wärtges is a member of the following statutory supervisory board:

- DIC Real Estate Investments GmbH & Co. KGaA, Frankfurt am Main, Germany.

At the time of the convocation of this Annual General Meeting, Ms Sonja Wärtges is not a member of comparable German or non-German control committees of commercial enterprises.

At the time of the convocation of this Annual General Meeting, Mr Ulli Gritzuhn is neither a member of statutory supervisory boards nor a member of comparable German or non-German control committees of commercial enterprises.

In the view of the Supervisory Board, the proposed candidates do not enjoy personal or business relationships with Leifheit AG or Group companies, with the organs of Leifheit AG or with a shareholder who holds a significant stake in Leifheit AG, which could prove crucial to the outcome of the vote.

The curricula vitae of Ms Sonja Wärtges and Mr Ulli Gritzuhn are available online at agm.leifheit-group.com.

7. Resolution on the creation of authorised capital and a corresponding amendment to the articles of incorporation

In art. 4 para. 3, the articles of incorporation provide for authorised capital, which expires on the day of the Annual General Meeting. New authorised capital shall be created in order to make it possible for the company to cover its financing needs quickly and flexibly going forward. The possibility to exclude subscription rights for capital increases against contributions in cash and in kind shall be limited to 20% of the share capital in total.

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

- a) With the approval of the Supervisory Board, the Board of Management is authorised to increase the share capital against contributions in cash and/or in kind on one or several occasions through 24 May 2021 by up to a total of € 7,500,000 by issuing up to 2,500,000 new no-par-value bearer shares (authorised capital 2016).

The new shares must be offered to shareholders for subscription. They may also be taken over by financial institutions or an enterprise operating in accordance with section 53 para. 1 sent. 1 or section 53b para. 1 sent. 1 or para. 7 of the German banking act (KWG) with the obligation to offer them to shareholders for subscription. However, with the approval of the Supervisory Board, the Board of Management is authorised to exclude shareholders' statutory subscription rights in the following circumstances:

- for fractional amounts;
- if the shares are issued against cash contributions and at a price that is not materially lower than the market price of the company's listed shares at the time when the Board of Management sets the issue price, and the exclusion of subscription rights only applies to new shares not exceeding 10% of the share capital on the date when the authorisation is entered in the commercial register or, if lower, 10% of the existing share capital (10% threshold) on the issue date of the new shares. With regard to taking advantage of the 10% threshold, the exclusion of subscription rights based on other authorisations in accordance with section 186 para. 3 sent. 4 AktG must be taken into account with effect from 25 May 2016;

- provided the capital increase occurs for the purpose of acquiring companies, parts of companies or stakes in companies, as part of company mergers or other assets eligible for contribution in the way of contributions in kind;
- for issuing a scrip dividend, in the course of which shareholders are given the opportunity, by way of a contribution in kind, to acquire new shares in the company from the authorised capital 2016 instead of a cash payment for their dividend claim (also partially and optionally).

The overall shares issued on the basis of the aforementioned authorisations under exclusion of shareholders' subscription rights for capital increases against contributions in cash and/or in kind may not exceed 20% of the share capital on the date when the authorisation is entered in the commercial register or, if lower, 20% of the existing share capital (20% threshold) on the issue date of the new shares. Up to the issue of the new shares without subscription rights, the 20% threshold shall include the treasury shares sold under exclusion of subscription rights.

With the approval of the Supervisory Board, the Board of Management is responsible for deciding on the further conditions of the share issue, including the amount to be issued and the details of the share rights.

- b) Art. 4 para. 3 of the articles of incorporation shall be amended as follows:

“With the approval of the Supervisory Board, the Board of Management is authorised to increase the share capital against contributions in cash and/or in kind on one or several occasions through 24 May 2021 by up to a total of € 7,500,000 by issuing up to 2,500,000 new no-par-value bearer shares (authorised capital 2016).

The new shares must be offered to shareholders for subscription. They may also be taken over by financial institutions or an enterprise operating in accordance with section 53 para. 1 sent. 1 or section 53b para. 1 sent. 1 or para. 7 of the German banking act (KWG) with the obligation to offer them to shareholders for subscription. However, with the approval of the Supervisory Board, the Board of Management is authorised to exclude shareholders' statutory subscription rights in the following circumstances:

- for fractional amounts;

- if the shares are issued against cash contributions and at a price that is not materially lower than the market price of the company's listed shares at the time when the Board of Management sets the issue price, and the exclusion of subscription rights only applies to new shares not exceeding 10% of the share capital on the date when the authorisation is entered in the commercial register or, if lower, 10% of the existing share capital (10% threshold) on the issue date of the new shares. With regard to taking advantage of the 10% threshold, the exclusion of subscription rights based on other authorisations in accordance with section 186 para. 3 sent. 4 AktG must be taken into account with effect from 25 May 2016;
- provided the capital increase occurs for the purpose of acquiring companies, parts of companies or stakes in companies, as part of company mergers or other assets eligible for contribution in the way of contributions in kind;
- for issuing a scrip dividend, in the course of which shareholders are given the opportunity, by way of a contribution in kind, to acquire new shares in the company from the authorised capital 2016 instead of a cash payment for their dividend claim (also partially and optionally).

The overall shares issued on the basis of all aforementioned authorisations under exclusion of shareholders' subscription rights for capital increases against contributions in cash and/or in kind may not exceed 20% of the share capital on the date when the authorisation is entered in the commercial register or, if lower, 20% of the existing share capital (20% threshold) on the issue date of the new shares. Up to the issue of the new shares without subscription rights, the 20% threshold shall include the treasury shares sold under exclusion of subscription rights.

With the approval of the Supervisory Board, the Board of Management is responsible for deciding on the further conditions of the share issue, including the amount to be issued and the details of the share rights."

- c) The Supervisory Board is authorised to amend the wording of the articles of incorporation in accordance with the scope of the capital increases from the authorised capital in each instance or to amend the wording upon expiry of the authorisation period.

Report of the Board of Management on agenda item 7

In agenda item 7, the Board of Management and the Supervisory Board propose creating new authorised capital. According to section 203 para. 2 and in conjunction with section 186 para. 4 sent. 2 AktG, the Board of Management provides this report on the reasons for the authorisations provided for in the proposed new authorised capital to exclude shareholders' subscription rights when issuing new shares. As part of this invitation, the report can be accessed at agm.leifheit-group.com and will be available for inspection at the Annual General Meeting:

The Annual General Meeting from 26 May 2011 passed a resolution on the creation of authorised capital which expires on 25 May 2016. The Board of Management did not make use of this authorisation. New authorised capital with a term through 24 May 2021 shall be created in order to make it possible for the company to cover its financing needs quickly and flexibly going forward.

Apart from the authorised capital decided on by the Annual General Meeting from 26 May 2011 and which expires on 25 May 2016 (the day of the Annual General Meeting), there is neither any further authorised capital nor conditional capital.

With the approval of the Supervisory Board, the Board of Management shall therefore be authorised to increase share capital from its current level of € 15,000,000 by up to € 7,500,000 by issuing up to 2,500,000 new no-par-value bearer shares (authorised capital 2016). The authorisation to issue new shares from authorised capital also aims to enable the Board of Management in future, with the approval of the Supervisory Board, to respond to financing requirements that arise at short notice as well as to opportunities to acquire companies, parts of companies or stakes in companies or other assets eligible for contribution or as part of company mergers. Furthermore, it shall be possible to issue scrip dividends at the best possible conditions. The option to exclude subscription rights for capital increases against contributions in cash and in kind is to be limited to a total of 20% of the share capital.

Exclusion of subscription rights for fractional amounts

With the approval of the Supervisory Board, the Board of Management shall be authorised where authorised capital is concerned to exclude fractional amounts from the shareholders' subscription rights. The exclusion of subscription rights for fractional amounts is necessary in order to arrive at a technically feasible subscription ratio. The fraction of shares excluded from the shareholders' subscription rights are sold to the best possible benefit of the company. The potential dilutive effect is low due to the restriction to fractional amounts. The Board of Management and the Supervisory Board consider the potential exclusion of the subscription rights for these reasons to be justified from an objective perspective and reasonable with respect to the shareholders.

Exclusion of subscription rights for cash capital increases according to section 186 para. 3 sentence 4 AktG

With the approval of the Supervisory Board, the Board of Management shall furthermore be authorised to exclude shareholders' subscription rights for a capital increase against cash contributions if the new shares for which the subscription rights are excluded do not exceed 10% of the share capital on the date when the authorisation is entered in the commercial register or, if lower, 10% of the existing share capital on the issue date of the new shares, and the issue price of new shares is not materially lower than the market price of the company's listed shares at the time when the Board of Management sets the issue price. The legal basis for this simplified exclusion of subscription rights is provided for by section 203 para. 1 and 2 in conjunction with section 186 para. 3 sent. 4 AktG. The 10% threshold may not, as a whole, be exceeded, including when aggregating any other authorisations that result in the direct or indirect application of section 186 para. 3 sent. 4 AktG. Any potential discount on the relevant market price shall amount to a maximum of 5% of the market price. The option to exclude subscription rights provided for in section 186 para. 3 sent. 4 AktG enables the company to selectively place shares with investors in order to achieve the highest possible sales price by setting prices in line with market conditions and, consequently, the greatest possible strengthening of its equity capital. Since this option makes it possible to take action more quickly, as a rule, the company can achieve higher cash inflow than it would be able to observing shareholders' subscription rights in the offer of subscription rights to all shareholders that would arise. Furthermore, forgoing the lengthy and expensive subscription rights process means that equity capital requirements arising at short notice from market opportunities can be met quickly. Section 186 para. 2 sent. 2 AktG allows for an announcement of the subscription price up to three days before the expiry of the subscription period at the latest. In light of volatility on the stock markets, however, there is also a market risk in this instance, specifically a risk of changes in the share price, lasting several days, which can result in haircuts when determining the subscription price, so that it may not ultimately be in line with market conditions.

In order to comply with the 10% share-capital threshold provided for in section 186 para. 3 sent. 4 AktG with regard to the simplified process of excluding subscription rights, the authorisation to issue new shares under the simplified exclusion of subscription rights is restricted to shares amounting to 10% of the share capital of the company. The calculation of the 10% threshold is to be made on the basis of the amount of share capital on the date when the authorisation is entered into the commercial register or at the time the shares issued, whichever is lower. The proposed resolution also provides for a deduction clause, according to which the authorisation volume decreases if, beginning from the day of the Annual General Meeting, other authorisations for the simplified exclusion of subscription rights are used. This ensures that the 10% threshold provided for in section 186 para. 3 sent. 4 AktG is

observed, taking into account all authorisations with the option to exclude subscription rights with respect to the direct, corresponding or logical application of section 186 para. 3 sent. 4 AktG.

For the reasons mentioned, the proposed authorisation is in the interest of the company and its shareholders. As the issue price of the treasury shares to be granted must be determined by reference to the market price and the scope of the authorisation is limited, the interests of the shareholders are adequately protected. Shareholders have the option to maintain their relative stake in the company by acquiring shares through the stock exchange.

Exclusions of subscription rights for capital increases in kind

With the approval of the Supervisory Board, the Board of Management shall furthermore be authorised where authorised capital is concerned to exclude shareholders' subscription rights for capital increases against contributions in kind for the purpose of granting shares within the scope of acquiring companies, parts of companies or stakes in companies or other assets eligible for contribution or as part of company mergers. In terms of global competition, Leifheit must always be able to act quickly and flexibly on the German and international markets in the interest of its shareholders. This includes the option of acquiring companies, parts of companies, stakes in companies or other assets eligible for contribution by granting shares so as to improve the company's competitive position or of merging with other companies. As a result, it may become necessary in negotiations to offer shares as consideration instead of money. The option to offer shares as consideration is particularly essential with regard to international competition for interesting acquisition targets and creates the necessary leeway to take advantage of opportunities that arise to acquire companies, parts of companies, stakes in companies or other assets eligible for contribution or to conserve liquidity within the scope of company mergers. In the case of mergers with other companies, the statutory provisions governing the merger may even require that shares be granted. Experience also shows that the owners of attractive acquisition targets frequently ask for shares in the acquiring company as consideration for the sale due to tax reasons, for example, or in order to continue holding a stake in the previous business. The proposed authorisation aims to provide the company with the option to seize opportunities that arise to acquire companies, parts of companies or stakes in companies or to be part of company mergers for which consideration is to be given in shares, whether in whole or in part, and to do so quickly and flexibly on the German and international markets. To be able to acquire such targets, Leifheit AG must also have the option to grant new shares as consideration. Granting shares can also represent a reasonable course of action concerning an optimum financing structure, as using new shares from authorised capital makes it possible to implement plans for mergers and acquisitions in a way that conserves liquidity.

It shall also be possible to acquire other assets eligible for contribution in exchange for issuing new shares from authorised capital. During an acquisition, it may also be reasonable from an economic perspective to acquire other assets in addition to the actual acquisition target, such as those assets of economic service to the company being acquired. In such instances, Leifheit AG shall be in a position to acquire these assets and grant shares as consideration – whether to conserve liquidity or because the seller makes such a request – provided the assets in question are eligible for contribution. Furthermore, it should also be possible in cases where cash consideration was initially agreed for the acquisition of assets to grant shares afterwards in place of money and thereby conserve liquidity. Finally, regardless of another acquisition plan, it should be possible to acquire assets – whether to conserve liquidity or because the seller makes such a request – in exchange for granting new shares, provided these assets are eligible for contribution.

The company does not suffer any disadvantage in this respect, as the issue of shares against contributions in kind requires the contributions in kind to be of fair value compared to the delivered shares. When determining the valuation ratio, the Board of Management will ensure that the interests of the company and its shareholders are adequately protected and obtain an appropriate issue price for the new shares.

Exclusion of subscription rights for scrip dividends

Furthermore, it shall also be possible to exclude subscription rights in order to issue scrip dividends at the best possible conditions. With regard to scrip dividends, shareholders are given the opportunity, by way of a contribution in kind, to acquire new shares from the authorised capital instead of receiving a cash payment for their dividend claim, in whole or in part, arising from the resolution on the appropriation of profits by the Annual General Meeting. Issuing scrip dividends can be carried out by granting the statutory subscription rights. In such a case, only whole shares are offered to shareholders for subscription. With regard to the portion of the dividend claim that does not meet the subscription price for a whole share (or exceeds said price), shareholders are referred to the receipt of the cash dividend and, in this respect, are unable to subscribe shares. An offer of partial rights is not envisaged, nor is the establishment of the trade of subscription rights or fractions thereof. This is justified and reasonable, because the shareholders receive a pro rata cash dividend instead of subscribing their own shares. Depending on the capital market situation, it can be in the interest of the company and its shareholders in individual cases to offer the option of and to issue scrip dividends under exclusion of statutory subscription rights. The exclusion of subscription rights in such an instance makes it possible to issue scrip dividends at conditions with greater flexibility. The Board of Management shall therefore be authorised to exclude the subscription rights of shareholders overall to issue scrip dividends. In this case as well, the Board of Management – without

prejudice to the comprehensive exclusion of subscription rights – will offer all shareholders who hold shares eligible to receive dividends shares from authorised capital for subscription in exchange for surrendering their dividend claim, whether in whole or in part. In light of the fact that shares from authorised capital are offered to all shareholders who hold shares eligible to receive dividends and that surplus partial dividend amounts are compensated for with a cash dividend, the exclusion of the subscription rights appears justified and reasonable.

Limitation of the overall scope of capital increases without subscription rights

The overall shares issued under all authorisations explained above to exclude shareholders' subscription rights, meaning the exclusion of subscription rights for fractional amounts, for capital increases against cash contributions according to section 186 para. 3 sent. 4 AktG, for capital increases against contributions in kind and for scrip dividends, may not exceed 20% of the share capital on the date when the authorisation is entered in the commercial register or, if lower, 20% of the existing share capital (20% threshold) on the issue date of the new shares. The 20% threshold includes treasury shares that are sold under exclusion of subscription rights. This threshold ensures that the total scope of the issue of shares without subscription rights from authorised capital is limited and also safeguards shareholders from a dilution of their stakes.

Utilisation of authorised capital

There are currently no plans to utilise the authorised capital. In each individual case, the Board of Management will carefully review whether to make use of the authorisation to increase capital under exclusion of shareholders' subscription rights. It will only do so if the Management Board and the Supervisory Board believe it is in the interest of the company and its shareholders.

The Board of Management will report to the Annual General Meeting on each instance when it utilises authorised capital.

More information about the convocation

1. Total number of shares and voting rights at the time of the convocation of the Annual General Meeting

The share capital of the company is divided between 5,000,000 no-par-value bearer shares, with each share representing one vote. The total number of voting rights therefore amounts to 5,000,000. At the time of the convocation of the Annual General Meeting, the company holds 247,067 treasury shares, which do not afford it any voting rights.

2. Participation in the Annual General Meeting and exercising voting rights

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 ("verification") are entitled to attend the Annual General Meeting and vote. Shareholders must register in writing, either in German or English. To prove that they are entitled to attend the Annual General Meeting and to exercise their voting rights, shareholders must also provide evidence of their shareholdings issued by the custodian bank in writing in either German or English.

The evidence must refer to the beginning of the twenty-first day before the Annual General Meeting, i.e. the beginning of 4 May 2016 (or at 12:00 midnight CEST on 3 May 2016) ("verification date"). The eligibility specified above is defined solely in accordance with the stake held by the shareholder at the verification 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 verification date, only those shares owned by the shareholder at the verification date are relevant to the right to participate in the Annual General Meeting and to exercise voting rights, i.e. the disposal or acquisition of shares after the verification date will not affect the shareholder's right to participate in the Annual General Meeting or to exercise voting rights.

The company must receive shareholders' registration and shareholding verification at the latest by **Wednesday, 18 May 2016 at 12:00 midnight (CEST)** at the following address:

Leifheit AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich, Germany

or by fax to: +49 89 21027-289
or by email to: meldedaten@hce.de

After receiving the registration and shareholding verification, the company will send the shareholders or the proxies appointed by them admission tickets to the Annual General Meeting. At the entrance checkpoint to the Annual General Meeting, shareholders or their proxies will receive ballots in exchange for their admission tickets.

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 shareholding verification to the company at the address listed above at their earliest convenience. This request is not linked to any restriction of participation or voting rights.

3. Exercising voting rights by proxies

Authorising a proxy

Shareholders who do not wish to take part in the Annual General Meeting in person can have their voting right transferred to another person of their choice, including a shareholders' association, provided they have authorised the proxy. In such cases, it is also necessary to send the required shareholding verification and registration on time. The granting of proxies, their revocation and verification with respect to the company must be made in writing unless a bank or similar institution according to section 135 para. 10 AktG in conjunction with section 125 para. 5 AktG, a company or a shareholders' association or any other equivalent entity as defined in section 135 para. 8 AktG has been authorised to act as the shareholder's proxy.

A form for granting the power of proxy is printed on the back of shareholders' admission tickets. In addition, the form may be accessed online at agm.leifheit-group.com. The following address is available from the time the Annual General Meeting is convened for submitting proxy verification and revoking proxy authorisation:

Leifheit AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich, Germany

or by fax to: +49 89 21027-289

or by email to: vollmacht@hce.de

or by using our online service at agm.leifheit-group.com

More information about our online service is available in the "Online service details" section.

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

If a bank or a similar institution or company according to section 135 para. 10 AktG in conjunction with section 125 para. 5 AktG, a shareholders' association or any other equivalent entity as defined in section 135 para. 8 AktG is to be authorised to act as the shareholder's proxy, this authorisation – in derogation of the above principle – does not require a specific form either under the law or under the company's articles of incorporation. It should be noted, however, that in such cases the institutions or persons to be authorised may request that they be issued a specific form of proxy, as according to section 135 AktG, they are required to record any proxy authorisations in a verifiable manner. You should therefore consult with them on whether there is a potential formal requirement for proxies.

Authorising voting proxies appointed by the company

The company offers its shareholders the opportunity to assign proxy rights to proxies designated by the company who are bound to the instructions given to them. In such cases, it is also necessary to send the required shareholding verification and registration on time. The proxies appointed by the company exercise the voting right based exclusively on the shareholder's instructions. Granting authorisation to voting proxies appointed by the company, its revocation and the issuance of instructions must be made in writing.

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

Shareholders who wish to authorise proxies appointed by the company before the Annual General Meeting, should send the completed form to the address listed above in the "Authorising a proxy" section (by post, fax or email) to be received by Tuesday, 24 May 2016 at 12:00 midnight (CEST), or they can pass along the instructions using our online service at agm.leifheit-group.com.

The revocation of authorisation and changes to instructions should also be sent in writing to the address listed above in the “Authorising a proxy” section (by post, fax or email) by Tuesday, 24 May 2016 at 12:00 midnight (CEST) or communicated through our online service at agm.leifheit-group.com. It is possible on the day of the Annual General Meeting to authorise a voting proxy appointed by the company, to issue instructions to the voting proxies appointed by the company, to revoke authorisation or to make a change to the proxy or the instructions by doing so in writing at the entrance/exit checkpoint.

4. Exercising voting rights by postal vote

Shareholders who do not wish to take part in the Annual General Meeting in person can cast their votes in writing or by means of electronic communication (“postal vote”). The form for postal votes is also printed on the admission ticket. In such cases, it is also necessary to send the required shareholding verification and registration on time.

In addition, the form may be found online at agm.leifheit-group.com.

The company must receive votes that are cast through the postal vote method by Tuesday, 24 May 2016 at 12:00 midnight (CEST) at the following address:

Leifheit AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich, Germany

or by fax to: +49 89 21027-289

or by email to: briefwahl@hce.de

or by using our online service at agm.leifheit-group.com

More information about our online service is available in the “Online service details” section.

The same conditions apply to any potential revocation of votes cast through the postal vote method.

Casting votes through the postal vote method does not exclude the possibility of participation in the Annual General Meeting.

Banks or similar institutions and companies according to section 135 para. 10 AktG in conjunction with section 125 para. 5 AktG, shareholders’ associations or any other equivalent entities as defined in section 135 para. 8 AktG which are authorised to act as a proxy may also make use of the postal vote.

5. 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.

This request must be made in writing to the Board of Management of Leifheit AG and must be received no later than Sunday, 24 April 2016 at 12:00 midnight (CEST). Please send any such requests to the following address:

Leifheit AG
The Board of Management
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich, Germany

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

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

Leifheit AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 Munich, Germany

or by fax to: +49 2604 977-121716
or by email to: HV@leifheit.com

Accompanied by proof of shareholder status, countermotions and election proposals received no later than 10 May 2016 at 12:00 midnight (CEST) at the address above and which are to be published will be made accessible to the other shareholders online at agm.leifheit-group.com. Any comments by the management will also be published on the website listed above after 10 May 2016.

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

During the Annual General Meeting, each shareholder is entitled to demand that the Board of Management provides information regarding the affairs of the company, including the legal and business relationships with affiliated companies, as well as with regard to the position of the Group and the companies included in the consolidated financial statements, to the extent that it is necessary for being able to make a proper assessment of any given agenda item.

8. Further explanations

Further explanations and information on shareholders' rights under section 122 para. 2, section 126 para. 1, section 127 and section 131 para. 1 AktG are available to shareholders on the company's website at agm.leifheit-group.com.

9. Reference to the company's website and the information accessible there according to section 124a AktG

The information according to section 124a AktG regarding the Annual General Meeting is available at the company's website at agm.leifheit-group.com. A shareholding verification template in English ("Record of share ownership") can be found there as well.

10. Online service details

The company provides shareholders who have registered for the Annual General Meeting with the option of an online service. Shareholders registered for the Annual General Meeting will receive the necessary access data together with their admission ticket. In the event that shareholders receive several admission tickets, please note that they will receive access data to the online service for all of these admission tickets.

Together with the admission ticket, shareholders will also receive required information on the use of the online service, which will be available until the end of the day on 24 May 2016 (12:00 midnight CEST). Further information is also available on the company's website at agm.leifheit-group.com.

11. Annual General Meeting hotline

Employees are available to answer your questions regarding registration, proxy voting and the postal vote at our Annual General Meeting hotline on +49 89 21027-222 from Monday through Friday – excluding German holidays – from 9:00 a.m. to 5:00 p.m. (CEST).

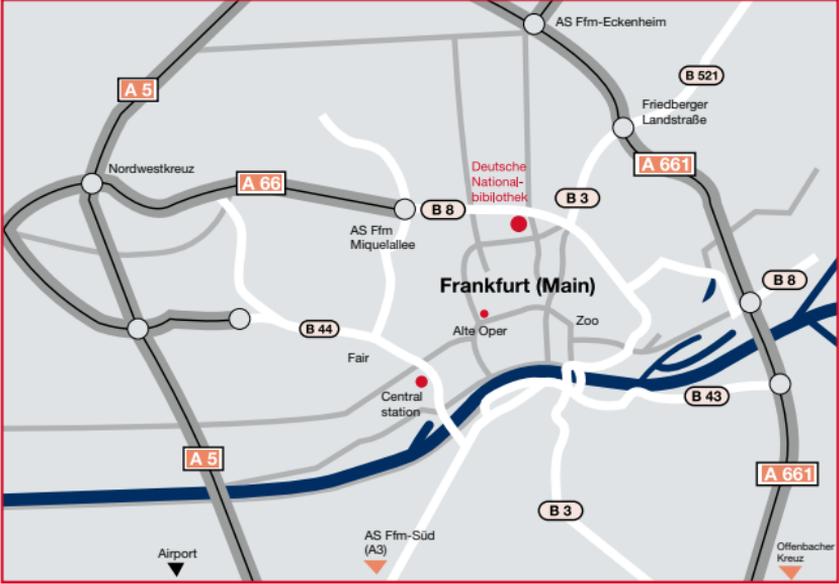
12. Live broadcast of the Annual General Meeting until the conclusion of the Board of Management speech

At the request of the chair of the meeting, the Annual General Meeting will be broadcast live on our website at agm.leifheit-group.com for all company shareholders and interested members of the public on 25 May 2016 from 10:30 a.m. (CEST) until the conclusion of the Board of Management speech. The live broadcast does not allow for participation in the Annual General Meeting within the meaning of section 118 para. 1 sent. 2 AktG.

Nassau/Lahn, Germany, April 2016

Leifheit Aktiengesellschaft
The Board of Management

Directions



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

By public transportation:

From the airport (regional station), take the S8 or S9 towards Hauptbahnhof (main station) → Take the U4 from the lower level of Hauptbahnhof (main station) towards Enkheim until the stop Höhenstraße. → Transfer to bus 32 towards Westbahnhof until the stop Deutsche Nationalbibliothek.

Travel time from airport is approximately 40 minutes, from main station approximately 20 minutes.

By car:

Take the A5 or A66 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 20 metres, the underground car park of the Deutsche Nationalbibliothek will appear on the right-hand side. Parking charges apply.

From the A3 at the Offenbacher Kreuz junction, proceed onto the A661 travelling in the direction of Bad Homburg → At the Frankfurt-Eckenheim junction, take the Berkersheim exit towards Stadtmitte (city centre) → Approximately 20 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.



Aktiengesellschaft

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