



Invitation to the
Annual General Meeting 2014

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

ACTIVE
IN >80
COUNTRIES
444 Employees
People in high-
& Ideas quality
INNOVATION innovative branded
AND QUALITY products
Turnover of € 172.1
million in 2013
POS EXCELLENCE
I TRUST IN LEIFHEIT
Focus on efficient brand and margin
FOCUS MARKETS DISTRIBUTION
IN INTERNATIONAL MARKETS
Consumer-oriented Productinnovations
QUALITY



Aktiengesellschaft



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

ISIN DE0006464506

Dear Shareholders,

Our **Annual General Meeting** will take place on
Thursday, 22 May 2014, at 10:30 a.m. (CEST),
at the Customer and Administration Centre of Leifheit AG,
Leifheitstraße, 56377 Nassau/Lahn, Germany.

AGENDA

- 1. Presentation of the approved annual financial statements and the management report of Leifheit AG as well as the approved consolidated financial statements and the consolidated management report of the Supervisory Board and the explanatory report of the Board of Management regarding the disclosures according to section 289 para. 4, para. 5, section 315 para. 4 of the German commercial code (HGB), each for the financial year 2013.**

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Board of Management according to sections 172, 173 German stock corporation act ("AktG") on 26 March 2014 and thereby confirmed the annual financial statements. Therefore, a resolution by the Annual General Meeting regarding this agenda item is dispensed with. The annual financial statements and the management report as well as the consolidated financial statements and the consolidated management report, the report of the Supervisory Board, the proposal of the Board of Management regarding the appropriation of the balance sheet profit and the report of the Board of Management including the explanations and disclosures according to section 289 para. 4, para. 5, section 315 para. 4 of the German commercial code (HGB) can be accessed on the company's website at hauptversammlung.leifheit-group.com.

- 2. Appropriation of the balance sheet profit**

The dividend distribution of Leifheit AG (ISIN DE0006464506) is based on the balance sheet profit reported in the annual financial statements of Leifheit AG under commercial law. The balance sheet profit of Leifheit AG in the past financial year 2013 amounts to € 17,370,000.00.

The following proposal for the appropriation of the balance sheet profit includes 250,525 treasury shares of Leifheit AG that are not entitled to dividends. Should the number of the no-par-value bearer shares change prior to the Annual General Meeting, an amended proposal for decision will be submitted which does not change the dividend amount per share, and it will be proposed in the Annual General Meeting to carry forward the value of the balance sheet profit that is not attributable to the dividend payment to new account.

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

From the balance sheet profit of the company for financial year 2013 in the amount of € 17,370,000.00, a dividend of € 1.65 per no-par-value bearer share entitled to dividends will be distributed to the shareholders – in total € 7,836,633.75 for 4,749,475 no-par-value bearer shares. The remaining amount of € 9,533,366.25 will be carried forward to new account.

The dividend will be paid out from 23 May 2014 on.

3. Approval of the actions of the Board of Management in the financial year 2013

The Board of Management and the Supervisory Board propose approval be granted to the members of the Board of Management who were in office in the financial year 2013 for their actions during this period.

4. Approval of the actions of the Supervisory Board in the financial year 2013

The Board of Management and the Supervisory Board propose approval be granted to the members of the Supervisory Board who were in office in the financial year 2013 for their actions during this period.

5. Election of the auditor of the annual financial statements for the financial year 2014

Upon recommendation by the Audit Committee the Supervisory Board proposes to elect Ernst & Young GmbH Wirtschaftsprüfungs-gesellschaft, Eschborn/Frankfurt am Main, as auditors of the annual financial statements and consolidated annual financial statements for the financial year 2014.

6. Elections to the Supervisory Board

The conclusion of the Annual General Meeting 2014 marked the end of the tenure of all Supervisory Board members for the shareholders, i.e. Mr Karsten Schmidt, Dr Robert Schuler-Voith, Dr Friedrich M. Thomée and Mr Helmut Zahn, meaning that new elections are required.

In accordance with section 96 para. 1, 101 para. 1 of the German stock corporation act (AktG), section 1, 4 of the one-third participation act (DrittelpG) as well as section 8 para. 1 of the articles of incorporation, the Supervisory Board shall comprise six members of whom, in accordance with the stipulations of the stock corporation act, two-thirds must be elected from the shareholders and one-third from the employees, as stipulated in the one-third participation act.

The Annual General Meeting is not bound to nominations when electing shareholder representatives. In accordance with item 5.4 3 sentence 1 of the German corporate governance code, it is intended to conduct the elections to the Supervisory Board on the basis of individual votes.

Except to the women's quota, the following nominations take into account the objectives agreed upon by the Supervisory Board on 13 December 2012 in relation to how it ought to be composed.

The Supervisory Board proposes to elect the following persons named in a) to d) to the Supervisory Board:

- a) Karsten Schmidt, Penzberg, Germany,
Chairman of Ravensburger AG
with headquarters based in Ravensburg, Germany
- b) Dr Robert Schuler-Voith, Munich, Germany,
Managing Director of Home Beteiligungen GmbH
with headquarters based in Munich, Germany
- c) Dr Friedrich M. Thomée, Ascona, Switzerland,
Managing Partner of Thomée Vermögensverwaltung
GmbH & Co. KG based in Wolfsburg, Germany
- d) Helmut Zahn, Starnberg, Germany
Managing Director of Home Beteiligungen GmbH
with headquarters based in Munich, Germany

In each case, the selection is made for the period from the end of the Annual General Meeting 2014 to the conclusion of the Annual General Meeting that determines the discharge for the fourth financial year following the start of the term of office, whereby the financial year in which the term of office begins is disregarded.

In accordance with item 5.4 3 sentence 3 of the German corporate governance code, it should be noted that in the event of his election to the Supervisory Board, Mr Helmut Zahn should be proposed as candidate for the post of Supervisory Board Chairman.

On the strength of his education and professional experience, Dr Friedrich M. Thomée qualifies as an independent financial expert in the sense of section 100 para. 5 of the AktG.

At the time of calling this Annual General Meeting, the persons proposed are members of the following statutory supervisory boards and comparable foreign and domestic supervisory committees of commercial enterprises:

- a) Mr Karsten Schmidt has no specified mandate.
- b) Until 14 February 2013, Dr Robert Schuler-Voith was Chairman of the Supervisory Board of Schuler AG, Göppingen, Germany.
- c) Dr Friedrich M. Thomée has no specified mandate.
- d) Mr Helmut Zahn is
 - Deputy Chairman of the Supervisory Board of Flossbach von Storch AG, Cologne, Germany
 - Advisory Board Member at Maschinenbau Oppenweiler Binder GmbH & Co. KG, Oppenweiler, Germany
 - Advisory Board Member at Finanzchef24 GmbH, Munich, Germany
 - Advisory Board Member at Emerging Markets Online Food Delivery Holding S.a.r.l., LuxembourgUntil 14 February 2013, Mr Helmut Zahn was a member of the Supervisory Board of Schuler AG, Göppingen, Germany.

In the opinion of the Supervisory Board, in terms of the voting decision, the following proposed candidates have relevant personal or commercial connections to Leifheit AG or its group companies, to the organs at Leifheit AG, or to a shareholder who has considerable involvement in Leifheit AG:

- Dr Robert Schuler-Voith is both directly and indirectly the controlling shareholder at Home Beteiligungen GmbH, as well as its Managing Director. Home Beteiligungen GmbH has a controlling share in Leifheit AG. With his commercial connection, therefore, Dr Robert Schuler-Voith is a shareholder with considerable involvement in the company.
- Helmut Zahn is Managing Director of Home Beteiligungen GmbH. He is therefore also a shareholder with considerable involvement in and commercial connection to the company.

Attendance at the Annual General Meeting

TOTAL NUMBER OF SHARES AND VOTING RIGHTS AT THE TIME OF THE CONVOCATION OF THE ANNUAL GENERAL MEETING

The share capital of the company at the time of the convocation of the Annual General Meeting amounts to € 15,000,000.00 and is divided into 5,000,000 no-par-value bearer shares respectively entitled to one vote at the Annual General Meeting. The total number of voting rights is thus 5,000,000.

On the date of convening the Annual General Meeting, the company holds 250,525 shares as treasury shares for which no voting right may be exercised.

ATTENDANCE AT THE ANNUAL GENERAL MEETING

Entitled to attend the Annual General Meeting and exercise the voting rights are only those shareholders who register for the Annual General Meeting ("registration") and who verify to the company the entitlement to the attendance of the Annual General Meeting and exercise of the voting rights ("verification"). The registration must be in writing and shall be written in the German or English language. For verification of the entitlement to attend the Annual General Meeting and exercise the voting rights, a special verification provided by the custodian bank for the shareholding ("verification") is required and sufficient, and it shall likewise be in written form in the German or English language.

The verification must correspond to the start of the 21st day before the Annual General Meeting, consequently to the start of 1 May 2014 (thus 30 April 2014, at 12:00 a.m. midnight CEST) ("verification period"). The entitlement in the aforestated meaning is solely dependent on the shareholding of the shareholder at the verification time without being tied to a block on the saleability of the shareholding.

Also, in the case of a complete or partial sale of the shareholding after the verification time, solely the shareholder's shareholding at the verification time will be decisive for the entitlement; i.e. selling or buying shares after the verification time does not affect the entitlement to attend the Annual General Meeting and exercise the voting rights.

The registration and the verification have to be received by the company at the latest on **Thursday, 15 May 2014, at 12:00 a.m. midnight**, at the following address:

Leifheit AG
c/o Deutsche Bank AG
Securities Production
General Meetings
PO Box 20 01 07
60605 Frankfurt am Main, Germany

or by fax to: +49 69 12012-86045
or by email to: WP.HV@db-is.com

After the receipt of the registration and the verification by the company, the shareholders will be sent admission tickets for the Annual General Meeting from the registration office. You will receive your voting cards at the admission desk at the Annual General Meeting in exchange for your admission ticket.

In order to ensure the timely receipt of the admission tickets, which also enclose a corresponding form for power of attorney, we ask the shareholders – without thereby limiting the right to attend and vote – to please see to an early transmission of the registration and the verification to the company.

EXERCISE OF THE VOTING RIGHTS BY PROXIES

Shareholders entitled to attend and vote who cannot or do not wish to attend the Annual General Meeting in person may also have their voting rights and other shareholders' rights be excised by proxies as well as by an association of shareholders, subject to due issuance of a power of attorney. The issuance of a power of attorney, its revocation and the verification of the power of attorney to the company requires the text form. A form, which may be used for the issuance of the power of attorney, will be sent to the shareholders along with the admission ticket to the Annual General Meeting.

In addition, it is also possible to download a form online at [hauptversammlung.leifheit-group.com](#) or to request one for free by writing to the following address:

Leifheit AG
PO Box 11 65
56371 Nassau/Lahn, Germany

or by fax to: +49 2604 977-340
or by email to: HV2014@leifheit.com

From the convocation of the Annual General Meeting this address (including fax number and email address) is also available for the power of attorney to the company, the transmission of the verification of a power of attorney declared to the proxy and the revocation of powers of attorney.

If a shareholder issues a power of attorney to more than one person, the company may reject one or several of these persons.

If a financial institution, a shareholders' association or another legal entity equivalent to these according to section 135 AktG is to receive a power of attorney, as an exception to the foregoing principle, the power of attorney does not require a certain form either for legal reasons, or because of a requirement by the company's articles of incorporation. However, we advise that in these cases the financial institutions, shareholders' associations or the legal entities equivalent to these which are to receive a power of attorney, might possibly demand a special form of the power of attorney because they have to verifiably record the power of attorney according to section 135 AktG. Shareholders who intend to issue a power of attorney to a financial institution, a shareholders' association or another legal entity equivalent to these under section 135 AktG should therefore consult with them regarding a possible requirement of form for the power of attorney.

As a service, the company offers its shareholders who are entitled to attend and vote to issue power of attorney already prior to the Annual General Meeting to the voting rights representatives, who are bound by instruction and appointed by the company. The voting rights representatives appointed by the company shall exercise the voting right solely on the basis of the instructions given by the shareholder. The issuance of the power of attorney to the voting rights representatives appointed by the company, their revocation and the issuance of instructions require the written form and are possible until the time when the chairperson of the meeting closes the general debate. The entry ticket to the Annual General Meeting encloses a form which can be used for the issuance of power of attorney and instructions, as well as additional information.

In addition, the form can also be obtained on the company's website at hauptversammlung.leifheit-group.com or be requested free of charge from the company. The request shall be directed to:

Leifheit AG
PO Box 11 65
56371 Nassau/Lahn, Germany

or by fax to: +49 2604 977-340
or by email to: HV2014@leifheit.com

Shareholders who wish to issue power of attorney to voting rights representatives appointed by the company prior to the Annual General Meeting are requested to submit the completed form to the address specified above by Wednesday, 21 May 2014, at 12:00 a.m. midnight.

EXERCISE OF THE VOTING RIGHTS BY POSTAL VOTE

Shareholders who are entitled to attend and vote but cannot or do not wish to attend the Annual General Meeting in person may cast their votes also in writing or by way of electronic communication ("postal vote"). For this purpose as well, the form printed on the admission ticket is available.

In addition, the form can also be obtained on the company's website at hauptversammlung.leifheit-group.com or be requested free of charge from the company. The request shall be directed to:

Leifheit AG
PO Box 11 65
56371 Nassau/Lahn, Germany

or by fax to: +49 2604 977-340
or by email to: HV2014@leifheit.com

Votes cast by postal vote have to be received by the company at the above address up to and including Wednesday, 21 May 2014, at 12:00 a.m. midnight. The same applies to a potential revocation of the votes cast by postal vote.

Also, authorised financial institutions, shareholders' associations or other legal entities equivalent to these under section 135 AktG may use the postal vote.

RIGHTS OF SHAREHOLDERS ACCORDING TO SECTIONS 122 PARA. 2, 126 PARA. 1, 127 AND 131 PARA. 1 AKTG

In accordance with section 122 para. 2 AktG, shareholders whose shares taken together reach one-twentieth of the share capital or the proportionate amount of € 500,000.00 may demand that items are included on the agenda and announced. Each new agenda item must enclose a statement of reasons or a proposal for resolution. The applicant or applicants shall verify that they have been the owner or owners of the minimum share package for at least three months prior to the Annual General Meeting (thus at the latest since 22 February 2014).

The request must be made in writing, directed to the Board of Management and received by the company at the latest on Monday, 21 April 2014, at 12:00 a.m. midnight. We politely ask that such a request be sent to the following address:

Leifheit AG
Board of Management
PO Box 11 65
56371 Nassau/Lahn, Germany

In accordance with section 126 para. 1 AktG, each shareholder of the company may transmit a counterproposal to a proposal by the Board of Management and/or the Supervisory Board regarding a specific item on the agenda. A counterproposal shall be made accessible on the website of the company according to the more detailed stipulation of section 126 paras. 1 and 2 AktG, if it is received by the company at the latest on Wednesday, 7 May 2014, at 12:00 a.m. midnight, at the address specified below.

Each shareholder may furthermore transmit an election proposal to the company for the election of Supervisory Board members or the auditors according to the more detailed stipulation of section 127 AktG. An election proposal shall be made accessible on the company's website according to the more detailed stipulation of sections 127, 126 paras. 1 and 2 AktG, if it is received by the company at the latest on Wednesday, 7 May 2014, at 12:00 a.m. midnight, at the address specified below.

We will make counterproposals or election proposals accessible on the company's website at hauptversammlung.leifheit-group.com in good time, provided they meet the legal requirements.

We will also make any statements by the administration accessible at the specified Internet address. We will publish supplementary applications received on time, provided they meet the legal requirements.

Counterproposals and election proposals from shareholders shall be exclusively directed to:

Leifheit AG
PO Box 11 65
56371 Nassau/Lahn, Germany

or by fax to: +49 2604 977340
or by email to: HV2014@leifheit.com

Counterproposals and election proposals sent to other addresses will not be considered.

In accordance with section 121 para. 3, no. 3 AktG, we wish to point out that each shareholder shall be provided with information from the Board of Management regarding the affairs of the company upon request in the course of the Annual General Meeting, insofar as this information is required for the appropriate evaluation of an agenda item (section 131 para. 1 AktG).

The right to information may be exercised in the Annual General Meeting without requiring a prior announcement or other notification.

More detailed explanations and information regarding the rights of shareholders in accordance with sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG are available to the shareholders on the company's website at hauptversammlung.leifheit-group.com.

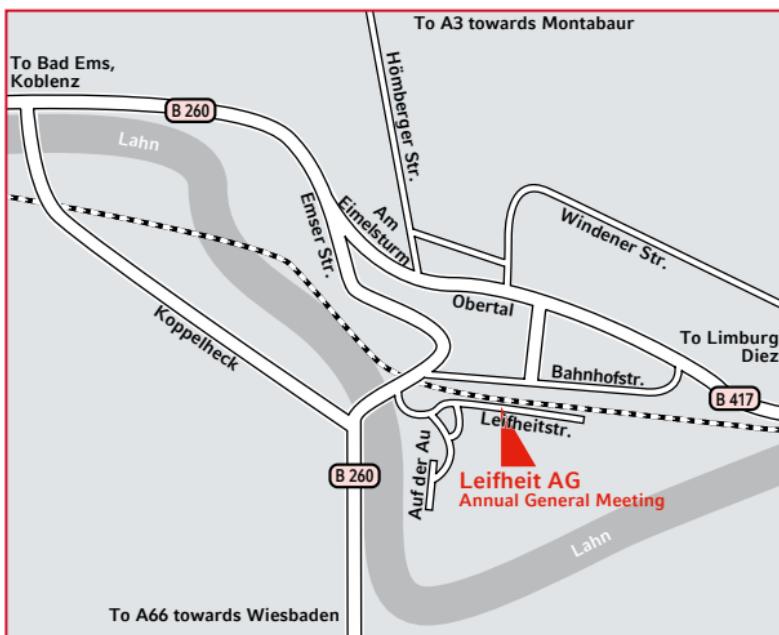
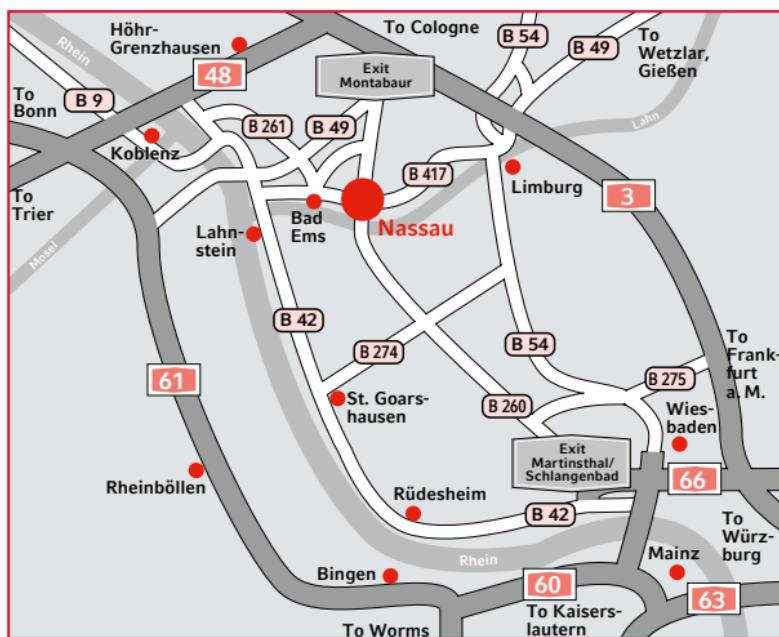
REFERENCE TO THE COMPANY'S WEBSITE AND THE INFORMATION ACCESSIBLE THERE IN ACCORDANCE WITH SECTION 124A AKTG

The information in accordance with section 124a of the AktG on the Annual General Meeting can be found at hauptversammlung.leifheit-group.com on the company's website.

Nassau/Lahn, Germany, April 2014

Leifheit Aktiengesellschaft
The Board of Management

DIRECTIONS





Aktiengesellschaft

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