

Explanatory notes on the rights of the shareholders of Leifheit Aktiengesellschaft according to section 122 para. 2, section 126 para. 1, section 127 of the German stock corporation act (AktG) and section 1 para. 2 sentence 1 no. 3, sentence 2 of the COVID-19 act

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 the pro rata amount of € 500,000.00 may propose that items be 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 taken into account. 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 no later than the end of day [24:00 CEST] on Sunday, 2 May 2021:

Leifheit AG, The Board of Management,
c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, 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 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 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 nominations for election 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, c/o Link Market Services GmbH,
Landshuter Allee 10, 80637 Munich, Germany
or by email to: antraege@linkmarketservices.de

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, 18 May 2021, shall be made accessible on the Internet at **agm.leifheit-group.com**. Any comments by the management shall also be published on the website listed above after 18 May 2021.

A countermotion or election proposal to be made accessible according to sections 126, 127 AktG shall be deemed to have been made at the Annual General Meeting if the shareholder making the motion or election proposal has registered in due form and time.

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

- (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.*

Section 1 para. 2 sentence 3 COVID-19 act

Shareholder motions or election proposals to be made available according to section 126 or section 127 AktG shall be deemed to have been made at the meeting if the shareholder making the motion or proposal is duly authorised and has registered for the Annual General Meeting.

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

3. Shareholders' right to ask questions according to section 1 para. 2 sentence 1 no. 3, sentence 2 COVID-19 act

Shareholders who have registered in due form and time and their proxies have the right to ask questions by way of electronic communication.

For organisational reasons, questions must be submitted by the end of day [24:00 CEST] on Monday, 31 May 2021 (time of receipt) at the latest, exclusively by way of electronic communication via the AGM portal on the internet at **agm.leifheit-group.com**. Questions submitted by other means or after this time shall be disregarded.

The Board of Management shall use its due discretion in deciding whether to answer questions.

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

The regulations underlying this shareholder right are as follows:

Section 1 para. 2 COVID-19 act (extract)

(2) *The Board of Management may decide that the meeting shall be held without the physical presence of the shareholders or their proxies as a virtual general meeting, provided that [...]*

- 3. the shareholders are granted a right to ask questions by means of electronic communication, [...].*

The Board of Management shall decide on the manner of answering questions at its due discretion; it may also determine that questions must be submitted electronically at least one day before the meeting.

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