



Aktiengesellschaft

How housework's done today.

**Invitation
to the Annual General Meeting
30 May 2018**

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 hereby invite you to attend our **Annual General Meeting** on **Wednesday, 30 May 2018 at 10:30 a.m. (CEST)**, at the **Deutsche Nationalbibliothek (German National Library)**, **Adickesallee 1, 60322 Frankfurt/Main, Germany**.

Agenda

- 1. Presentation of the adopted annual financial statements of Leifheit AG, the approved consolidated financial statements, the combined management report of Leifheit AG and the Group, including the explanatory report of the Board of Management on the disclosures required according to sections 289a para. 1 and 315a para. 1 of the German commercial code (HGB) as well as the report of the Supervisory Board, each for the financial year 2017.**

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 23 March 2018, thereby adopting the annual financial statements. As a result, this item on the agenda does not require a resolution by the Annual General Meeting. The annual financial statements, consolidated financial statements and combined management report including the Board of Management's explanatory report on the disclosures required by sections 289a para. 1 and 315a para. 1 HGB and the Supervisory Board report can be viewed online at agm.leifheit-group.com.

- 2. Appropriation of the balance sheet profit**

The Board of Management and the Supervisory Board propose appropriating the Leifheit AG balance sheet profit of € 10,000,000.00 for the financial year 2017 as follows:

Payment of a dividend of € 1.05 per eligible no-par-value bearer share	€ 9,984,481.50
Retained earnings	€ 15,518.50

The proposal for the appropriation of the balance sheet profit includes the 490,970 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 2017 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 € 1.05 per no-par-value bearer share, and a correspondingly adjusted total amount for distribution and retained earnings.

- 3. Approval of the actions of the Board of Management members for the financial year 2017**

The Board of Management and the Supervisory Board propose approving the actions of Board of Management members acting during the financial year 2017.

- 4. Approval of the actions of the Supervisory Board members for the financial year 2017**

The Board of Management and the Supervisory Board propose approving the actions of Supervisory Board members acting during the financial year 2017.

5. Election of an auditor for the annual financial statements and the consolidated financial statements for the financial year 2018

Based on a recommendation of the Audit Committee, the Supervisory Board proposes electing KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, Germany, to be auditor of the annual financial statements and the consolidated financial statements for the financial year 2018.

6. Special election of member to the Supervisory Board

Mr Karsten Schmidt resigned from his post as member and deputy chairman of the Supervisory Board as at 31 January 2018. This is why it is necessary to hold a special election.

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 sentence 2 and section 4 para. 1 of the German one-third participation act (DrittelbG), two-thirds of the Supervisory Board members are elected by the shareholders according to the provisions of the AktG and one-third are elected by the employees according to the provisions of the DrittelbG.

The following proposed candidate takes into account the targets set by the Supervisory Board for its composition and is an attempt to fulfil the competency profile prepared by the Supervisory Board for the board as a whole.

The Supervisory Board proposes to elect

Georg Hesse, Ismaning,
Chairman of the Board of Management (CEO)
of HolidayCheck Group AG based in Munich,

with effect from the conclusion of the Annual General Meeting, for the remainder of the term of the member 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.

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

In the view of the Supervisory Board, the proposed candidate does not enjoy any 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.

At agm.leifheit-group.com the curriculum vitae of Mr Hesse is available online.

7. Resolution regarding the amendment of article 12 of the articles of incorporation

The Board of Management and the Supervisory Board believe that the provisions of the articles of incorporation pertaining to the remuneration for memberships in Supervisory Board committees are in need of review. According to the regulations currently in place, committee members do not receive any fixed basic annual salary, instead only receiving a meeting allowance per committee meeting day. This regulation does not specify whether meeting allowances are only granted for participation in meetings in person or for participation in telephone and video conferences as well. The Board of Management and the Supervisory Board recommend that the members of the Audit Committee and the Personnel Committee (but not the members of the Nominating Committee) receive a fixed basic annual salary and that all committee members are granted a meeting allowance in a significantly reduced amount for all forms of participation in committee meetings.

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

Article 12 of the articles of incorporation shall be amended as follows:

- “(1) In addition to the reimbursement of their expenses and any value added tax incurred for their Supervisory Board activities, each member of the Supervisory Board shall receive a meeting allowance in the amount of € 2,500.00 for each Supervisory Board meeting he or she attends in person as well as an annual salary in the amount of € 20,000.00. The chairperson shall receive three times the amount named in sentence 1, while the deputy chairperson shall receive 1.5 times said amount. Both meeting allowances and the annual remuneration shall be paid out at the end of each financial year.
- (2) Inasmuch as they relate to telecommunications, postage or other office costs, expenses will be reimbursed with the payment of a lump sum in the amount of € 1,000.00 per year.
- (3) Committee members shall receive the following remuneration for their membership in a Supervisory Board committee and their participation in committee meetings:
- a) For participation in a committee meeting (participation in person, via telephone or video conference), members of a Supervisory Board committee shall receive a meeting allowance in the amount of € 500.00 and the committee chairperson shall receive a meeting allowance in the amount of € 1,000.00. This also applies when several committee or Supervisory Board meetings take place on the same day.

- b) Each member of the Audit Committee shall receive additional annual remuneration in the amount of € 5,000.00 and the chairperson of the Audit Committee in the amount of € 10,000.00. Each member of the Personnel Committee shall receive additional annual remuneration in the amount of € 4,000.00 and the chairperson of the Personnel Committee in the amount of € 8,000.00. Members of the Nominating Committee shall not receive any additional annual remuneration.
 - c) All members of Supervisory Board committees shall receive reimbursement for any expenses incurred in the fulfilment of their duties and any value added tax applicable to their committee remuneration. The lump sum described in para. 2 also reimburses any telecommunications, postage or other office costs incurred by the committee member.
 - d) Any meeting allowances owed according to a) and any fixed annual salaries according to b) shall be paid out at the end of each financial year.
- (4) If a member of the Supervisory Board or a Supervisory Board committee is only a member for a part of a financial year, the annual remuneration shall be paid merely on a pro-rata basis.
- (5) Moreover, one part of the remuneration comprises the member's pro-capita share of a directors and officers liability insurance policy (D&O insurance) concluded on behalf of the company at standard market conditions for the members of the Supervisory Board, the costs of which are borne by the company.
- (6) The regulations in article 12 shall apply for the first time to the remuneration granted for the financial year 2018."

More information about the convocation

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

At the time the Annual General Meeting was convened, the company's share capital was divided into 10,000,000 no-par-value bearer shares, of which every share was allocated one vote. The total number of voting rights thus amounted to 10,000,000 voting rights at the time the Annual General Meeting was convened. At the time the annual General Meeting was convened, the company held 490,970 treasury shares which did not grant it 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 ("record of share ownership") are entitled to attend the Annual General Meeting and vote. Shareholders must register in text form, 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 text form 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 9 May 2018 (i.e. 9 May 2018, 0:00 CEST) ("record date"). The eligibility specified above is defined solely in accordance with the stake held by the shareholder at the record date, without this constituting a block on the ability to sell the stake. Even in the event of a full or partial sale of the shareholding following the record date, only those shares owned by the shareholder at the record date are relevant to the right to participate in the Annual General Meeting and to exercise voting rights, i.e. the disposal or acquisition of shares after the record date will not affect the shareholder's right to participate in the Annual General Meeting or to exercise voting rights.

Registration and record of share ownership must be received by the company by **Wednesday, 23 May 2018 at 12:00 midnight (CEST)** at the latest at the following address:

	Leifheit AG
	c/o Link Market Services GmbH
	Landshuter Allee 10
	80637 Munich, Germany
or by email to:	agm@linkmarketservices.de
or by fax to:	+49 89 21027-289

After receiving the registration and record of share ownership, the company will send the shareholders or the proxies appointed by them admission tickets to the Annual General Meeting. To ensure that the admission tickets, which will be sent together with the relevant proxy forms, are received in good time, shareholders are requested to send their registration and record of share ownership to the company at the address listed above at their earliest convenience. This request is not linked to any restriction of participation or voting rights.

3. Exercising voting rights by proxies

Authorising third parties as proxies

Shareholders who do not want to attend the Annual General Meeting themselves can allow their voting rights to be exercised by a proxy or by an association of shareholders, subject to the appropriate authorisation procedures. They must also submit the record of share ownership and register by the deadline in this case. The issuing of proxy authorisations, their revocation and verifications of proxy authorisation must be submitted to the company in text form, if neither a credit institution nor an equivalent institution or company according to section 135 para. 10 AktG in connection with section 125 para. 5 AktG nor an association of shareholders or an equivalent person according to section 135 para. 8 AktG has been authorised to exercise the voting rights.

Shareholders will find a form for issuing proxy authorisations on the back of their admission tickets. This form can also be retrieved online at agm.leifheit-group.com.

From the time the Annual General Meeting has been convened, verification of proxy authorisations and revocations of proxy authorisations can be submitted to the following address:

Leifheit AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany

or by email to: agm@linkmarketservices.de

or by fax to: +49 89 21027-289

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 connection 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 record of share ownership 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 text form.

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 third parties as proxies" section (by post, fax or email) to be received by Tuesday, 29 May 2018 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 text form to the address listed above in the "Authorising third parties as proxies" section (by post, fax or email) by Tuesday, 29 May 2018 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 text form 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 record of share ownership 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, 29 May 2018 at 12:00 midnight (CEST) at the following address:

Leifheit AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany

or by email to: agm@linkmarketservices.de

or by fax to: +49 89 21027-289

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 connection 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.

Requests must be addressed to the company's Board of Management in writing and must be received by the company by Sunday, 29 April 2018 at 12:00 midnight (CEST) at the latest. We ask that shareholders send requests like these to the following address:

Leifheit AG
The Board of Management
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany

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

Counter motions, 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 Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany

or by email to: agm@linkmarketservices.de
or by fax to: +49 89 21027-298

Accompanied by proof of shareholder status, counter motions and election proposals received no later than Tuesday, 15 May 2018 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 15 May 2018.

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 provide 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 agm.leifheit-group.com on the company's website. 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 Tuesday, 29 May 2018, 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. Online broadcast of the Annual General Meeting until the conclusion of the Board of Management speech

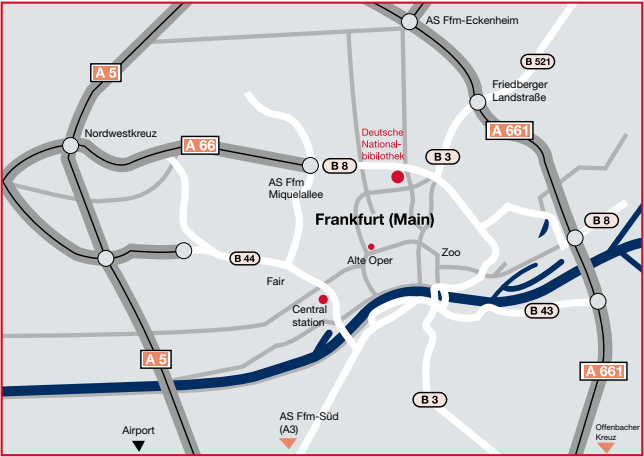
At the request of the chair of the meeting, the Annual General Meeting will be broadcast on our website at agm.leifheit-group.com for all company shareholders and interested members of the public on 30 May 2018 from 10:30 a.m. (CEST) until the conclusion of the Board of Management speech. The broadcast does not allow for participation in the Annual General Meeting within the meaning of section 118 para. 1 sentence 2 AktG.

Nassau/Lahn, April 2018

Leifheit Aktiengesellschaft
The Board of Management

Directions

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



By public transportation

From main station Frankfurt, lower level (Hauptbahnhof) take the U 5 towards Preungesheim for about 10 minutes and get off at the stop Deutsche Nationalbibliothek.

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

Bus line 32 travels to the bus stop Deutsche Nationalbibliothek.

By car

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

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



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