

2015

Invitation to the
Annual General Meeting

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



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LEIFHEIT

Aktiengesellschaft



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

Dear shareholders,

We would like to invite you to our **Annual General Meeting** on
Thursday, 21 May 2015 at 10:30 a.m. (CEST),
at the Customer and Administration Centre of Leifheit AG,
Leifheitstraße, 56377 Nassau/Lahn, Germany.

I. AGENDA

1. **Presentation of the endorsed Leifheit AG annual financial statements and management report, as well as the approved consolidated financial statements and the consolidated management report, the report by the Supervisory Board and the explanatory report of the Board of Management relating to the statements pursuant to section 289, para. 4, para. 5, section 315, para. 4 of the German commercial code (HGB), each for the financial year 2014**

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Board of Management in line with sections 172 and 173 of the Stock Corporation Act (AktG) on 25 March 2015 and thus endorsed 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, consolidated financial statements and consolidated management report, the report by the Supervisory Board and the report by the Board of Management, as well as the explanatory notes relating to the statements pursuant to section 289, para. 4 and 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 Board of Management and Supervisory Board propose distributing the Leifheit AG balance sheet profit of € 20,673,000.00 for the financial year 2014 as follows:

Payment of a dividend of € 1.80 per no-par-value bearer share:	€ 8,552,390.40
Retained earnings:	€ 12,120,609.60

The proposal for the appropriation of the balance sheet profit includes 248,672 Leifheit AG treasury shares that were held by the Group at the time of the convocation 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 2014 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 € 1.80 per no-par-value bearer share, and a correspondingly adjusted total amount for distribution and retained earnings.

Dividends are to be paid from 22 May 2015 on.

3. Discharge of the members of the Board of Management for the financial year 2014

The Board of Management and Supervisory Board propose that discharge be granted for the members of the Board of Management acting during the financial year 2014.

4. Discharge of the members of the Supervisory Board for the financial year 2014

The Board of Management and Supervisory Board propose that discharge be granted for the members of the Supervisory Board acting during the financial year 2014.

5. Election of the auditor for the financial year 2015

On the recommendation of the Audit Committee, the Supervisory Board proposes to elect Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Eschborn/Frankfurt am Main, Germany, as auditor of the financial statements and consolidated financial statements for the financial year 2015.

6. Authorisation to acquire and dispose of treasury shares in accordance with section 71, para. 1, sentence 8 AktG

The Annual General Meeting of 9 June 2010 authorised the acquisition and disposal of treasury shares in accordance with section 71, para. 1, sentence 8 AktG.

This authorisation will expire on 8 June 2015. So that the acquisition and disposal of treasury shares is still authorised after this time, a new authorisation is to be provided regarding the acquisition and disposal of treasury shares that replaces the existing authorisation.

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

- a) The company shall be authorised to acquire treasury shares in the form of no-par-value bearer shares of the company before 20 May 2020 up to an amount of 10% of the current capital share as of the time at which this authorisation comes into effect, or – if this amount is lower – at such time as the authorisation is exercised.

At no time, the shares acquired under this resolution, together with other treasury shares already acquired and held by the company or which are attributed to the company under sections 71d and 71e AktG, shall exceed 10% of the company's share capital.

The Board of Management is entitled to decide how to acquire the shares, which may be either (1) via the stock exchange, or (2) by a public purchase offer to all shareholders.

- (1) If the shares are acquired through the stock exchange, the price paid per share (excluding ancillary charges) shall not exceed 10% or be 10% below the arithmetic mean share price of the final auction prices of the company share in Xetra trading (or in a comparable successor system replacing the Xetra system) during the last three trading days (on the Frankfurt Stock Exchange) preceding the obligation to purchase.
- (2) If the shares are acquired through a public purchase offer to all shareholders, the price offered and paid by the company per share (excluding ancillary charges) shall not exceed 10% or be 10% below the arithmetic mean share price of the final auction prices of the company share in Xetra trading (or in a comparable successor system replacing the Xetra system) during the fourth, third and second trading days (on the Frankfurt Stock Exchange) preceding the publication of the offer. In the event of a price deviation that could be significant for the success of the offer following publication of the offer, the offer may be adjusted. In such cases, the reference period corresponds to the fourth, third and second day of trading before the day on which the adjustment is published; the 10% range above and below applies. If the purchase offer is oversubscribed, the acquisition may be effected in accordance with the ratio of shares tendered (tender ratio). Furthermore, commercial rounding can be carried out to avoid allocation of fractions of shares. A preferential acceptance of low numbers of shares of up to 100 tendered shares per shareholder can be adopted. The Board of Management will determine the particulars of each acquisition.

- b) The Board of Management is authorised, with the approval of the Supervisory Board, to appropriate the treasury shares acquired as a result of the authorisation in accordance with a) or as a result of an earlier authorisation for all legally admissible purposes, and in particular as follows:
- (1) The shares can be sold via the stock exchange.
 - (2) The shares can be sold as a result of a public purchase offer to all shareholders while maintaining subscription rights.
 - (3) Shares to an arithmetic amount of up to 10% of the current share capital as of the time at which this authorisation comes into effect, or – if this amount is lower – at such time as the authorisation is exercised, may also be sold against payment in cash in a way other than via the stock exchange or by an offer to the shareholders, provided that the purchase price is not significantly below the market price of the shares of the company already listed on the stock exchange at the time of share disposal. In the question of utilising the 10% limit, the exclusion of the subscription right as a result of other authorisations in accordance with section 186, para. 3, sentence 4 AktG must be considered.
 - (4) The shares may be transferred to third parties in the context of the acquisition of companies, parts of companies or company mergers.
 - (5) The shares can also be issued, offered for sale and transferred to company employees or to employees of companies affiliated with Leifheit AG.
 - (6) The shares can also be disposed of as part of a scrip dividend, whereby company shares are transferred (including partially or optionally) from shareholders to shareholders in order to fulfil dividend rights.
 - (7) Company shares may be withdrawn without any further resolution needing to be passed by the Annual General Meeting. This withdrawal may also be completed without reducing capital by increasing the proportional amount of the remaining shares in the company's share capital. In such cases, the Board of Management is authorised to adjust the number of shares in the Articles of Incorporation.

- c) Shareholders' subscription rights are excluded where the Board of Management disposes of such shares in accordance with the purposes stated under b), items (3), (4), (5) and (6). In the case of a sale of treasury shares, the Board of Management is also authorised to exclude shareholders' subscription rights for fractional amounts in accordance with b), item (2).
- d) The authorisations contained in this resolution may each be exercised independently, on one or more occasions, separately or together, in full or in part.
- e) When this new authorisation takes effect, the authorisation regarding the acquisition and disposal of treasury shares as passed by the Annual General Meeting of 9 June 2010 will be rescinded.

7. Resolution according to section 286, para. 5, section 314, para. 2, sentence 2, section 315a, para. 1 HGB regarding the exemption from the requirement for individual disclosure of the remuneration of the Board of Management

Listed stock corporations are obliged to publish details of the remuneration of the members of their Board of Management, provided the Annual General Meeting does not conclude that the individual disclosure of the remuneration of the Board of Management is not required. Such resolutions have a maximum limited term of five years. The management is of the opinion that the requirement for individual disclosure of the remuneration of the Board of Management would constitute an infringement of the Board members' privacy rights.

The Annual General Meeting of 26 May 2011 concluded under point 5 on the agenda that the individual disclosure of the remuneration of the Board of Management in the annual financial statements and consolidated financial statements was not required for the financial years 2011 to 2014 (inclusive).

For this reason, the Board of Management and Supervisory Board propose the following resolution:

- a) The information specified in section 285, item 9a), sentences 5 to 8 HGB and section 314, para. 1, item 6a), sentences 5 to 8 HGB (where appropriate, in combination with section 315a, para. 1 HGB) is not required for the company's annual financial statements and consolidated financial statements.
- b) This resolution applies to the annual and consolidated financial statements for the financial years 2015 to 2019 (inclusive).

8. Resolution regarding the amendment of section 10, paras. 2 and 3 of the Articles of Incorporation

In addition to the quorum and requirements for resolutions to be passed by the Supervisory Board, section 10, paras. 2 and 3 of the Articles of Incorporation also governs matters of form and responsibilities within meetings of the Supervisory Board that are also regulated by the rules of procedure for the Supervisory Board. The proposed amendment aims to shorten the Articles of Incorporation with regard to the items covered in the rules of procedure.

For this reason, the Board of Management and Supervisory Board propose the following resolutions:

- a) Section 10, para. 2 of the Articles of Incorporation shall be amended as follows:

“The Supervisory Board constitutes a quorum if at least half of the members of which it is constituted take part in the passing of a resolution.”

- b) Section 10, para. 3 of the Articles of Incorporation shall be amended as follows:

“If so ordered by the Chairman of the Supervisory Board, resolutions may also be passed in writing, by phone or via electronic communication (email, fax) without the need to call a meeting. The remaining members of the Supervisory Board do not have a right of objection to this.”

9. Resolution regarding the amendment of section 11, para. 1 of the Articles of Incorporation

Section 11 of the Articles of Incorporation governs the handling of transactions that require the approval of the Supervisory Board. In the financial year 2014, the rules of procedure for both the Supervisory Board and Board of Management were updated. Details of transactions requiring approval are now listed in the rules of procedure of the Board of Management. The Articles of Incorporation are to be adapted with the proposed amendment.

For this reason, the Board of Management and Supervisory Board propose the following resolution:

Section 11, para. 1 of the Articles of Incorporation shall be amended as follows:

“The Supervisory Board determines which kinds of transactions the Board of Management may only carry out with the prior approval of the Supervisory Board.”

10. Resolution regarding the amendment of section 17, para. 1 of the Articles of Incorporation

Section 17, para. 1 of the Articles of Incorporation determines the chair of the Annual General Meeting and the modalities for the election of a replacement chair of the Annual General Meeting. The proposed amendment aims to transfer the responsibility of election management by a potential replacement chair to the Board of Management.

For this reason, the Board of Management and Supervisory Board propose the following resolution:

Section 17, para. 1 of the Articles of Incorporation shall be amended as follows:

“The chair of the Annual General Meeting shall be the Chairperson of the Supervisory Board or his/her representative. In the event that no member of the Supervisory Board serves as chair, a member of the Board of Management nominated by the Board of Management shall open the Annual General Meeting and the Annual General Meeting shall elect its chair.”

11. Resolution regarding the amendment of sections 20, 21 and 5 of the Articles of Incorporation

Section 20, paras. 1 and 2, and section 21, para. 1 of the Articles of Incorporation reflect provisions of the law. As a result, these provisions in the Articles of Incorporation are superfluous. The provision in section 21, para. 2 is unnecessary because all shares in Leifheit AG have been fully paid. These paragraphs are to be deleted from the Articles of Incorporation.

What will remain in section 20 is the provision in para. 3, according to which the Board of Management and Supervisory Board may transfer amounts from the net income for the year to retained earnings under the conditions listed in the provision. The wording of section 21, para. 3 is to be revised and inserted under section 5 because section 5 also governs the remaining share rights. Finally, the heading of chapter VI in the Articles of Incorporation, which covers sections 19 to 21, is to be revised.

For this reason, the Board of Management and Supervisory Board propose the following resolutions:

- a) Section 20 of the Articles of Incorporation shall be amended as follows:

“If the Board of Management and Supervisory Board endorse the annual financial statements, they are permitted to transfer all of the net profit for the year to other retained earnings, provided that the other retained earnings do not exceed half of the share capital, or would not exceed this amount after the transfer. Any amounts to be allocated to the legal reserves, and any losses carried forward, must be deducted from the net profit for the year in advance.”

- b) Section 21 of the Articles of Incorporation shall be deleted without substitution.

- c) Section 5 of the Articles of Incorporation shall be amended as follows:

“(1) Shares are made out to the bearer.

(2) If, in the event of a capital increase, the resolution on the increase of capital does not determine whether the new shares issued are bearer or registered shares, they shall be bearer shares.

(3) In the case of an increase in share capital, the distribution of profits in relation to new shares may be determined in derogation of section 60, para. 2 AktG.

(4) The form and content of any share certificates, profit shares and renewal coupons shall be determined by the Board of Management with the Supervisory Board's approval. The same applies to bonds and interest coupons.

(5) In place of share certificates for individual shares, the company may issue certificates for multiple shares (collective certificates).

The right of shareholders to demand the issue of certificates vesting their shares is excluded.”

- d) The heading of chapter VI of the Articles of Incorporation is to be revised as follows:

“VI. The financial year and annual financial statements”

II. BOARD OF MANAGEMENT REPORT IN ACCORDANCE WITH SECTION 71, PARA. 1, ITEM 8, SENTENCE 5 AKTG IN CONJUNCTION WITH SECTION 186, PARA. 4, SENTENCE 2 AKTG REGARDING POINT 6 ON THE AGENDA

The Annual General Meeting of 9 June 2010 passed a resolution authorising the acquisition and disposal of treasury shares that will expire after 8 June 2015. Due to the expiry of the authorisation in the current financial year, a new authorisation is to be provided that replaces the existing authorisation and this will also have a term of validity of five years.

The new authorisation allows for the acquisition as a purchase via the stock exchange or via a public purchase offer to all shareholders. With the public purchase offer option, every shareholder of Leifheit AG who is willing to sell can decide how many shares are available and, if a price range is established, at which price they wish to tender them. If the volume of shares offered at the set price exceeds the number of shares required by Leifheit AG, an allocation of the acceptance of the offers for sale shall be made based on the number of shares tendered (tender ratio). It should be possible to provide for preferential acceptance of small offers or small portions of offers up to a maximum of 100 shares per shareholder. This possibility helps avoid fractions occurring in determining the quota to be acquired and small remainders, thereby simplifying the technical procedure.

Treasury shares purchased in line with this authorisation or earlier authorisations may be utilised for any purpose permitted by law.

Treasury shares must be resold via the stock exchange or via a public purchase offer to all shareholders. In this way, the principle of equal treatment of shareholders is observed in the resale of shares. If shares are to be sold via a public purchase offer to all shareholders, the Board of Management shall be authorised to exclude shareholders' subscription rights for fractional amounts. This serves to ensure a technically feasible subscription ratio. The fractions of shares excluded from the subscription rights of the shareholders will be sold to the company's greatest possible advantage either via the stock exchange or in another way. The potential dilution effect is minimal due to the restriction to fractional amounts.

The Board of Management shall be authorised to exclude shareholders' subscription rights with the relevant application of section 186, para. 3, sentence 4 AktG for shares to an arithmetic amount of up to 10% of the current share capital as of the time at which this authorisation comes into effect, or – if this amount is lower – at such time as the authorisation is exercised, whereby the 10% limit may be not exceeded, i.e. once any other authorisations have been exercised in accordance with section 186, para. 3, sentence 4 AktG. The resulting opportunity for the exclusion of subscription rights serves the interest of the company to sell treasury shares, for example to institutional investors. This can also help to attract new investor groups in Germany and abroad. The opportunity to exclude subscription rights puts the Board of Management in a position to be able to make use of the opportunities for a fast and cost-effective placement that may come up because of the situation of stock exchanges at the time without offering a subscription right that involves significant efforts in terms of time and costs. In the event that the authorisation is exercised, the Board of Management will keep a possible deduction from the stock exchange price as low as possible in accordance with the market conditions prevailing at the time of placement. Due to the limit imposed on the number of shares and the obligation to ensure that the sales price of the shares mirrors that of the price of shares on the stock market as closely as possible, the shareholders are afforded suitable protection from a dilution of their shares. At the same time, it is ensured that the consideration to be received by the company is reasonable.

The Board of Management shall also be authorised to transfer treasury shares to third parties with the exclusion of the shareholders' subscription rights in the context of the acquisition of companies, parts of companies or company mergers. This puts the Board of Management in a position to have treasury shares available without using the stock exchange, shares which it can use to acquire companies, parts of companies or for company mergers. Treasury stock is an important acquisition currency. International competition often demands compensation in the form of shares in transactions of this kind. Treasury stock can also be an attractive financing option for the company. The proposed authorisation is intended to give the company the opportunity

to be able to quickly and flexibly exploit opportunities that arise to acquire companies, parts of companies or interests in companies, or to conduct company mergers, for which the consideration consists entirely or in part of shares, both within Germany and on the international markets. Using treasury shares for acquisitions also has the advantage for the existing shareholders that their voting rights are not diluted if compared to the situation prior to the company's acquisition of treasury shares.

The Board of Management shall also be in a position to be able to issue treasury shares, offer them for sale and transfer them to company employees or to employees of companies affiliated with Leifheit AG with the exclusion of the shareholders' subscription rights. Leifheit AG promotes an ownership culture within the company and enables employees to participate in the company and its development. This kind of participation is welcomed under the law and supported in several ways. The issuance of shares to employees of Leifheit AG or an affiliated company aims to boost employee identification with the company. This increases their sense of loyalty and enables them to participate in the company's development over the long term as shareholders. This aims to strengthen the understanding for and willingness to assume greater, primarily economic, responsibility in the interests of the company and its shareholders.

In addition, the exclusion of subscription rights should also be possible in order to be able to carry out scrip dividends under ideal conditions. For scrip dividends, the shareholders are given the opportunity to surrender in whole or in part the right to payment of the dividends as set out in the resolution on the appropriation of profits by the Annual General Meeting in order to acquire treasury shares in the company as consideration. Scrip dividends may be carried out while maintaining statutory subscription rights. In this case, only full shares are offered to shareholders. With regard to the part of the dividend claim that falls short of the subscription price for a full share (or, alternatively, that exceeds it), shareholders shall refer to the payment of cash dividends and will therefore not receive any shares. The issue of fractional rights is not envisaged, and neither is establishing a trading system for subscription rights or fractional subscription rights. This is justified and proportionate because shareholders receive a proportionate cash dividend in place of the acquisition of treasury shares.

In individual cases, and depending on the capital market situation, it may be in the interests of the company and its shareholders to offer and grant a scrip dividend with the exclusion of statutory subscription rights. The exclusion of subscription rights enables a scrip dividend to be carried out under more flexible conditions. For this reason, the Board of Management shall be authorised to fully exclude shareholders' subscription rights in order to grant a scrip dividend. In such cases, the Board of Management shall also be authorised to offer treasury shares to all shareholders holding dividend-bearing shares in exchange for their dividend rights, either fully or in part, regardless of the comprehensive exclusion of subscription rights. In view of the situation whereby all shareholders with dividend-bearing shares are offered treasury shares with the remaining portion of the dividend settled with the payment of the cash dividend, this appears justified and proportionate, including with regard to the exclusion of subscription rights.

Finally, the Board of Management shall be authorised to withdraw treasury shares acquired in line with this authorisation, or earlier authorisations, without requiring any further resolution by the Annual General Meeting. The proposed authorisation specifies that the Board of Management may withdraw the shares without reducing capital. By withdrawing the shares without reducing capital, the proportional amount of the remaining shares in the company's share capital is increased. The Board of Management is thus authorised to adapt the Articles of Incorporation with regard to the changing number of no-par-value bearer shares.

The Board of Management shall be guided by the interests of the shareholders in its decision regarding the exclusion of subscription rights and will carefully assess whether the exclusion of subscription rights is necessary in the interests of the company. Only if this is the case subscription rights will be excluded. In addition, the prior approval of the Supervisory Board is required for the exclusion of subscription rights. Taking into account all circumstances, authorisation to exclude subscription rights is granted in the interests of the company and deemed appropriate under the conditions set out above.

The Board of Management will inform the next Annual General Meeting with regard to exercising this authorisation.

III. MORE INFORMATION ABOUT THE CONVOCAION

1. Total number of shares and votes 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 is thus 5,000,000. At the time of the convocation of the Annual General Meeting, the company holds 248,672 treasury shares, from which it does not derive 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 are deemed eligible by the company 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. As sufficient evidence of their entitlement to attend the Annual General Meeting and to exercise their voting right, shareholders must provide evidence of their shareholding issued by their depositary bank in text form in the German or the English language.

This evidence refers to the beginning of the twenty-first day before the Annual General Meeting, i.e. the beginning of 30 April 2015 (or 29 April 2015, 12:00 p.m. (CEST)) ("verification time"). The eligibility specified above is defined solely in accordance with the stake held by the shareholder at the verification time, 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 time, solely the shares owned by the shareholder at the verification time will be relevant for participation in the Annual General Meeting and for exercising voting rights, i.e. the disposal or acquisition of shares after the verification time will not affect the shareholder's entitlement to participate in the Annual General Meeting or exercise voting rights.

The shareholder must register and provide verification of shareholding to the company at the latest by **Thursday, 14 May 2015, 12:00 p.m. (CEST)**, to 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 via fax to: +49 69 12012-86045
or via email to: WP.HV@db-is.com

After receiving the registration and verification of shareholding, the company will send the shareholder or their proxy an admission ticket for the Annual General Meeting. At the entrance to the Annual General Meeting, shareholders or their proxies shall receive voting cards in exchange for their admission tickets.

In order to ensure that admission tickets, which will be sent along with the relevant proxy forms, are received in good time, shareholders are requested to ensure that their registration and verification of shareholding are sent to the registration office of the company at the address given above at their earliest convenience. This request is not linked to any restriction in participation or voting rights.

3. Exercising voting rights by proxies

Authorising a proxy

Shareholders who do not want 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 verification of shareholding and to register on time. The issuance of a power of attorney, its revocation and the verification of the power of attorney to the company require the text form unless a bank or similar institution under section 135, para. 10 AktG in conjunction with section 125, para. 5 AktG, a shareholders' association or any other equivalent institution or person as defined in section 135, para. 8 AktG has been authorised to act as the shareholder's proxy.

A form for issuing power of attorney will be sent to the shareholders along with their admission tickets to the Annual General Meeting. In addition, the form may be accessed online at hauptversammlung.leifheit-group.com or may be requested free of charge from the following address:

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

or via fax to: +49 2604 977-121716
or via email to: HV2015@leifheit.com

This address (including fax number and email address) is also available as of the time the Annual General Meeting is convened for the issuance of a power of attorney and its revocation.

If a shareholder authorises more than one person to act as proxy, the company may reject one or several.

If a bank or similar institution/company under section 135, para. 10 AktG in conjunction with section 125, para. 5 AktG, a shareholders' association or any other equivalent institution or person as defined in section 135, para. 8 AktG has been 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 the institutions or persons to be authorised may request that they be issued with a specific form of proxy, as section 135 AktG requires them to record any proxy authorisations in a verifiable manner. As a result, 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 verification of shareholding and to register on time. The proxies nominated by the company will exercise the voting right only as instructed by the shareholders. The issuance of the power of attorney to the voting rights representatives appointed by the company, the revocation and the issuance of instructions require the text form and are possible up to the point where the chair of the Annual General Meeting ends the general debate.

The admission ticket to the Annual General Meeting contains a form for assigning proxies and issuing instructions, as well as other information. In addition, the form can also be accessed online at hauptversammlung.leifheit-group.com or requested from the company free of charge from the address in the above section entitled “Authorising a proxy” (including fax number and email address).

Shareholders who want to appoint a proxy nominated by the company before the Annual General Meeting should send the completed form to the address listed in the above section entitled “Authorising a proxy” (including fax number and email address), to be received no later than Wednesday, 20 May 2015, 12:00 p.m. (CEST).

4. Exercising voting rights by postal vote

Shareholders who do not want 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 included with the admission ticket. In such cases, it is also necessary to send the required verification of shareholding and to register on time.

In addition, the form can also be accessed online at hauptversammlung.leifheit-group.com or requested from the company free of charge from the address listed in item 3 above (including fax number and email address).

Votes cast by postal vote must be received by the company no later than Wednesday, 20 May 2015, 12:00 p.m. (CEST) and must be submitted to the address listed in item 3 above (including fax number and email address). The same applies for any revocation of votes cast by postal vote.

Being registered for a postal vote does not preclude participation in the Annual General Meeting.

Banks or similar institutions/companies under section 135, para. 10 AktG in conjunction with section 125, para. 5 AktG, a shareholders’ association or any other equivalent persons as defined in section 135, para. 8 AktG may also be entitled to a postal vote.

5. Supplementary motions to the agenda at the request of a minority in accordance with section 122, para. 2 AktG

According to section 122, para. 2 AktG, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent a proportional amount of not less than € 500,000 may request to have items placed on the agenda and published. A substantiation or proposal for resolution must be enclosed with 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 Monday, 20 April 2015, 12:00 p.m. (CEST). Please send any such requests to the following address:

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

6. Countermotions and proposals for election from shareholders in accordance with section 126, para. 1 and section 127 AktG

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

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

or via fax to: +49 2604 977-121716
or via email to: HV2015@leifheit.com

Countermotions and election proposals received no later than the end of 6 May 2015, 12:00 p.m. (CEST) at the above address, accompanied by evidence of shareholding, shall be made accessible to other shareholders online at hauptversammlung.leifheit-group.com. Any comments by the management will also be published on the above website after 6 May 2015.

7. Shareholders' right to information under 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 associated companies, as well as regarding the position of the Group and the companies included in the consolidated financial statements, to the extent that it is required to make an appropriate judgement on any given agenda item.

8. Further explanations

Further explanations and information on shareholder rights in accordance with 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 hauptversammlung.leifheit-group.com.

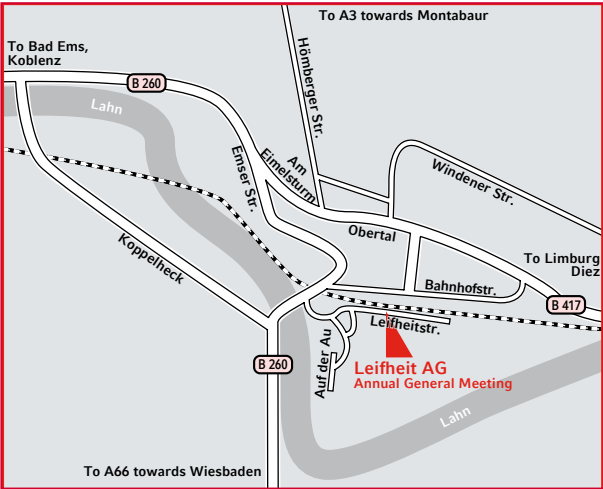
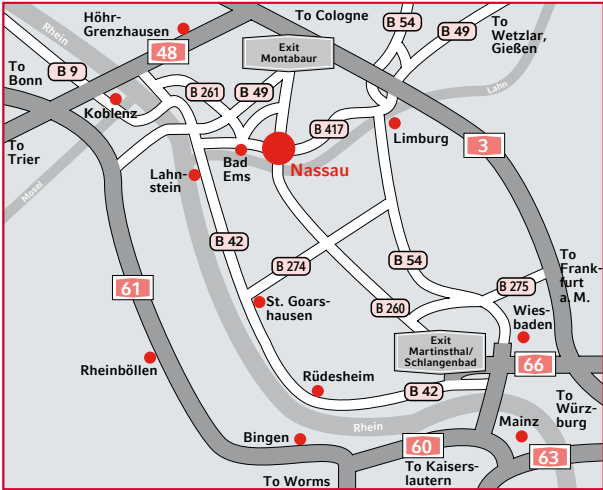
9. Reference to the company's website and the information accessible there in accordance with section 124a AktG

The information pursuant to section 124a AktG regarding the Annual General Meeting is available on the company's website at hauptversammlung.leifheit-group.com.

Nassau/Lahn, Germany, April 2015

Leifheit Aktiengesellschaft
The Board of Management

DIRECTIONS





Aktiengesellschaft

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