

I trust in Leifheit Confio en Leifheit Bizom a Leifheit  
Mam zaufanie do Leifheit Společám se na Leifheit Ich  
Ik vertrouw op Leifheit Je fais confiance à Leifheit  
fiducia di Leifheit Ho fiducia di Leifheit I gobepato  
Leifheit I trust in Leifheit Ik vertrouw op Leifheit

### Invitation to the Annual General Meeting 2013

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

I gobepato Leifheit Bizom a Leifheitben I trust in  
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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, 6 June 2013, at 10:30 a.m.,**  
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 2012.**

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 8 April 2013 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 internet at [www.leifheit.de/de/investor-relations/hauptversammlung/2013](http://www.leifheit.de/de/investor-relations/hauptversammlung/2013).

- 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 2012 amounts to € 13,590,000.00.

Leifheit AG holds 250,525 treasury shares that are not entitled to dividends. The number of shares entitled to a dividend may change until the date of the Annual General Meeting. In this case, an appropriately adjusted proposal on the appropriation of profits will be submitted to the Annual General Meeting without change to the dividend of € 1.50 to be paid out per no-par-value bearer share entitled to dividends.

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

From the balance sheet profit of the company for financial year 2012 in the amount of € 13,590,000.00, a dividend of € 1.50 per no-par-value bearer share entitled to dividends will be distributed to the shareholders – in total of € 7,124,212.50 for 4,749,475 no-par-value bearer shares. The remaining amount of € 6,465,787.50 will be carried forward to new account.

The dividend will be paid as of 7 June 2013.

### **3. Approval of the actions of the Board of Management in the financial year 2012**

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 2012 for their actions during this period.

### **4. Approval of the actions of the Supervisory Board in the financial year 2012**

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 2012 for their actions during this period.

### **5. Resolution on the new version of art. 10 para. 3 of the articles of incorporation**

Art. 10 para. 3 defines the option for the Supervisory Board to pass resolutions without convening a meeting. With the new version, a stronger use of modern means of communication is to be permitted to the Supervisory Board.

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

Art. 10 para. 3 of the articles of incorporation shall be reformulated as follows:

“By order of the Supervisory Board Chairman, resolutions may also be passed in writing, by telephone or by way of electronic communication (email, fax) without convening a meeting, if no member of the Supervisory Board objects to this procedure within an appropriate period determined by the Supervisory Board Chairman.”

### **6. Resolution on the new version of art. 11 of the articles of incorporation**

Art. 11 of the articles of incorporation stipulates that certain types of transactions require the approval from the Supervisory Board. With the proposed new version, it is to be simplified for the Supervisory Board to flexibly adjust the group of transactions requiring approval to the relevant needs.

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

Art. 11 of the articles of incorporation is reformulated as follows:

- “(1) The by-laws of the Supervisory Board determine which types of transactions may be exercised by the Board of Management only with the prior approval from the Supervisory Board.
- (2) The Supervisory Board may make additional types of transactions dependent on its approval at any time. It may grant revocable advance approval for particular types of transactions in general or in the event that individual types of transactions fulfill certain conditions.”

## **7. Resolution on the new version of art. 12 of the articles of incorporation**

The current provision in the articles of incorporation regarding the remuneration of the Supervisory Board provides for an annual fixed remuneration in addition to a variable remuneration that depends on the amount of the dividend paid out for the respective business year. The German corporate governance code (version 2012) has abandoned its prior recommendation for also granting a performance-oriented remuneration to the Supervisory Board members. The company has arrived at the opinion that the control activities of the Supervisory Board, which are to be fulfilled independent of the short-term success of the company, are taken into account more appropriately in the form of remuneration as a wholly fixed remuneration. The Supervisory Board's remuneration shall therefore be modified to become a wholly fixed remuneration by way of the proposed new version of art. 12 of the articles of incorporation.

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

Art. 12 of the articles of incorporation shall be reformulated as follows:

“Besides the compensation of their expenses and the value added tax in their liability, each member of the Supervisory Board shall receive an allowance for meetings in the amount of € 2,500.00 per Supervisory Board meeting day as well as an annual remuneration in the amount of € 20,000.00, which shall be paid out annually after the expiration of the business year. The chairman shall receive 3 times this remuneration, while his or her deputy shall receive 1.5 times this amount. If a member of the Supervisory Board is only a member for a part of a business year, the annual remuneration shall be paid merely on a pro rata basis.

For their membership in a committee, each member of the Supervisory Board shall receive an additional meeting allowance in the amount of € 2,500.00 per committee meeting day. The chairman of a committee shall receive twice this amount.

If several Supervisory Board and/or committee meetings take place on one day, a member of the Supervisory Board attending several meetings may not demand more than € 2,500.00 in total.

The foregoing provisions regarding the remuneration of the Supervisory Board members shall apply for the first time to the remuneration to be granted for the business year 2013.”

## **8. Resolution on the new version of art. 15 of the articles of incorporation**

Art. 15 of the company’s articles of incorporation contains provisions for the attendance of the Annual General Meeting. In addition to a few linguistic adjustments, the Board of Management shall be granted the power, in accordance with section 123 para. 2, sentence 3 AktG, to shorten the registration period for the Annual General Meeting.

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

Art. 15 of the articles of incorporation shall be reformulated as follows:

“(1) 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 their entitlement to attend the Annual General Meeting and to exercise the voting rights (“verification”).

The registration and the verification have to be received by the company in text form in the German or English language at the address specified for this purpose in the invitation and according to the stipulation of the respectively valid statutory regulations concerning deadlines. The Board of Management is empowered to determine a shorter registration period in the invitation.

The verification shall be provided by the custodian bank by way of a special verification of the shareholding in text form. The verification of the shareholder has to apply to the start of the 21st day before the Annual General Meeting.

(2) The prerequisites for the attendance of the Annual General Meeting and exercise of the voting rights shall be notified in the invitation.”

## **9. Election of the auditor of the annual financial statements for the financial year 2013**

Upon recommendation by the Audit Committee the Supervisory Board proposes to elect Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Eschborn/Frankfurt am Main, as auditors of the annual financial statements and consolidated annual financial statements for the financial year 2013.

## 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.

On the date of convening the Annual General Meeting, the company holds 250,525 of these 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 shall refer to the start of the 21st day before the Annual General Meeting, thus the start of 16 May 2013 (i. e. 15 May 2013, at 12:00 midnight) ("verification time"). 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, 30 May 2013, at 12:00 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@Xchanging.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 duly 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, the form can also be obtained on the internet at [www.leifheit.de/de/investor-relations/hauptversammlung/2013](http://www.leifheit.de/de/investor-relations/hauptversammlung/2013) or requested free of charge from 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: HV2013@leifheit.com

The verification of the power of attorney to the company can also be transmitted by email to the following email address: HV2013@leifheit.com. No further verification of the power of attorney is required if the verification of the power of attorney, as described above, is transmitted electronically.

During the Annual General Meeting, the issuance of the power of attorney, the transmission of the verification of a power of attorney declared to the proxy and the revocation of powers of attorneys may be declared in writing to the company also at the on-site desk at the venue.

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, a requirement of the written form is neither established in accordance with the law nor the company's articles of incorporation as an exception from the foregoing principle. 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 internet at [www.leifheit.de/de/investor-relations/hauptversammlung/2013](http://www.leifheit.de/de/investor-relations/hauptversammlung/2013) or 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: HV2013@leifheit.com

The completed form for the voting rights representatives appointed by us shall be sent to the aforesaid address – kindly requested Wednesday, 5 June 2013, at 12:00 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 internet at [www.leifheit.de/de/investor-relations/hauptversammlung/2013](http://www.leifheit.de/de/investor-relations/hauptversammlung/2013) 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: HV2013@leifheit.com

Votes cast by postal vote have to be received by the company at the above address up to and including Wednesday, 5 June 2013, at 12:00 midnight. The same applies to a potential revocation.

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 and notified on the agenda. 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 6 March 2013).

The request shall be directed to the Board of Management and has to be received by the company at the latest on Monday, 6 May 2013, at 12:00 midnight, at the following address:

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

In accordance with section 126 para. 1 AktG, each shareholder of the company may transmit a counter-proposal to a proposal by the Board of Management and/or the Supervisory Board regarding a specific item on the agenda. A counter-proposal shall be made accessible on the website of the company according to the more detailed stipulation of section 126 para. 1 and 2 AktG, if it is received by the company at the latest on Wednesday, 22 May 2013, at 12:00 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 section 127, 126 para. 1 and 2 AktG, if it is received by the company at the latest on Wednesday, 22 May 2013, at 12:00 midnight, at the address specified below.

We will make counter-proposals or election proposals accessible on the internet at [www.leifheit.de/de/investor-relations/hauptversammlung/2013](http://www.leifheit.de/de/investor-relations/hauptversammlung/2013) within due 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.

Counter-proposals 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 977-340  
or by email to: HV2013@leifheit.com

Counter-proposals 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 [www.leifheit.de/de/investor-relations/hauptversammlung/2013](http://www.leifheit.de/de/investor-relations/hauptversammlung/2013).

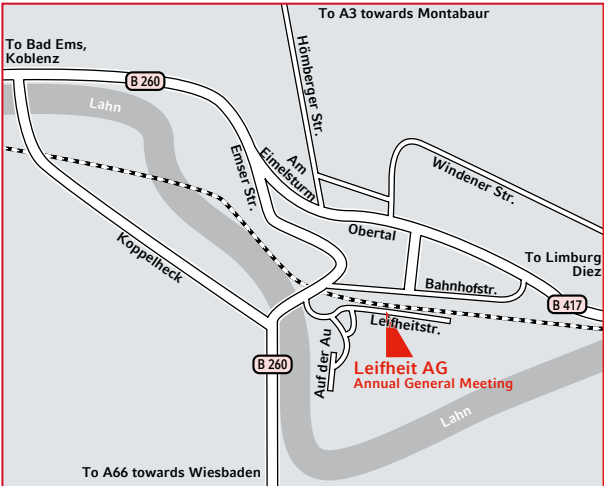
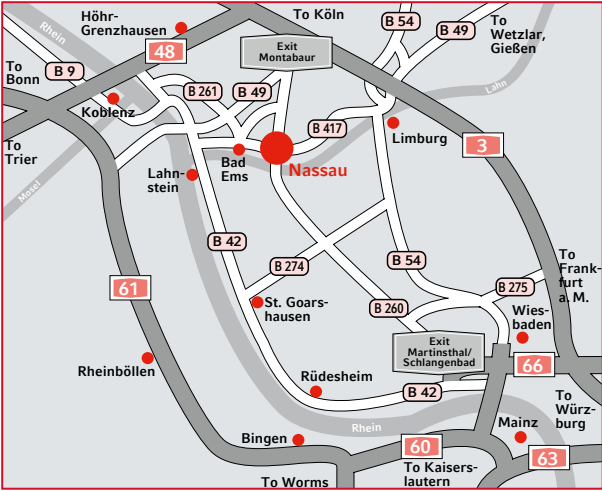
## Reference to the company's website and the information accessible there in accordance with section 124a AktG

The information in accordance with section 124a AktG regarding the Annual General Meeting can be found on the company's website at [www.leifheit.de/de/investor-relations/hauptversammlung/2013](http://www.leifheit.de/de/investor-relations/hauptversammlung/2013).

Nassau/Lahn, Germany, in April 2013

Leifheit Aktiengesellschaft  
The Board of Management

## Directions







Aktiengesellschaft

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