

# Invitation to the 2012 Annual General Meeting

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

*I trust in Leifheit*



**LEIFHEIT**

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, 24 May 2012, at 10:30 a.m.,**  
at the Leifheit AG Customer and Administrative Centre,  
Leifheitstrasse, 56377 Nassau/Lahn, Germany.

## Agenda

- 1. Presentation of the following: 1) Leifheit AG's official annual financial statements and management report 2) the approved consolidated financial statements and consolidated management report 3) the report of the Supervisory Board 4) the Board of Management's explanatory report on the disclosures mandated by section 289 para. 4 and para. 5 and section 315 para. 4 of the German Commercial Code (HGB), each for financial year 2011**

On 28 March 2012, the Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Board of Management and thus adopted the annual financial statements in line with sections 172 and 173 of the German Stock Corporation Act (AktG). Therefore there is no resolution by the Annual General Meeting on this issue in the agenda. The financial statements and management report, consolidated financial statements and consolidated management report, the report of the Supervisory Board, the proposal of the Board of Management concerning allocation of balance sheet profit and the report of the Board of Management with the disclosures pursuant to section 289 para. 4 and para. 5 and section 315 para. 4 of the German Commercial Code (HGB) can be viewed on the Internet at <http://www.leifheit.de/de/investor-relations/hauptversammlung/2012>.

- 2. Allocation of balance sheet profit**

The dividend paid out by Leifheit AG (ISIN DE0006464506) is based on the balance sheet profit stated in the company's official annual financial statements as prepared in compliance with commercial law. For the elapsed financial year 2011, Leifheit AG's balance sheet profit amounted to € 14,650,000.00.

Leifheit currently holds 253,954 treasury shares, which are not eligible to receive dividends. Until the date of the Annual General Meeting, it is possible that the number of shares entitled to receive dividends may increase or decrease.

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In this case, the total dividend payout (profit allocation) proposed to the Annual General Meeting will be adjusted accordingly, while the per-share payout (€ 1.30 per no-par-value bearer share eligible to receive dividends) will remain unchanged.

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

A dividend of € 1.30 per no-par-value bearer share eligible to receive dividends shall be paid out of the company's balance sheet profit for financial year 2011 (€ 14,650,000.00). Given a total of 4,746,046 no-par-value bearer shares outstanding, the total payout to investors shall amount to € 6,169,859.80. The balance of € 8,480,140.20 shall be carried forward to the following financial year. The dividend will be paid out beginning on 25 May 2012.

### **3. Discharge granted to Board of Management members for financial year 2011**

The Board of Management and Supervisory Board propose that the Board of Management members be discharged of liability for their official duties during financial year 2011.

### **4. Discharge granted to Supervisory Board members for financial year 2011**

The Board of Management and Supervisory Board propose that the Supervisory Board members be discharged of liability for their official duties during financial year 2011.

### **5. Election of the auditors for financial year 2012**

At the suggestion of the Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, based in Eschborn/Frankfurt am Main, be elected as auditors of the financial statements of both the company and the Group for financial year 2012.

## Total number of shares and voting rights at the date the Annual General Meeting is convened

At the date the Annual General Meeting is convened, the subscribed capital of the company amounts to € 15,000,000.00 and is divided into 5,000,000 no-par-value bearer shares, each giving the holder one vote at the Annual General Meeting.

At the date the Annual General Meeting is convened, the company holds 253,954 of these shares as treasury shares that do not give an entitlement to exercise a voting right.

## Participation at the Annual General Meeting

Only those shareholders who register for the Annual General Meeting (“registration”) and provide the company with documentation of their right to participate at the Annual General Meeting and exercise their voting right (“proof”) are eligible to participate at the Annual General Meeting and exercise their voting rights. The registration must be in writing and in German or English. To prove the right to participate at the Annual General Meeting and to exercise voting rights, special proof in writing and in German or English issued by the custodian bank regarding share ownership (“proof”) is required and sufficient.

The proof must refer to the beginning of the 21st day before the Annual General Meeting, which is 2 May 2012, at 12:00 midnight (“proof deadline”). The entitlement in the aforementioned sense measures the shareholders’ share ownership at the proof deadline only, and does not prevent selling of holdings after that point.

Even in the case of complete or partial disposal of the shareholding after the proof deadline, only the shareholders' share ownership at the proof deadline is of material significance, thus disposing of or acquiring shares after the proof deadline has no effect on the right to participate at the Annual General Meeting and to exercise voting rights.

The company must receive the registration and the proof by **Thursday, 17 May 2012, at 12:00 midnight** at the latest at the address below:

Leifheit AG  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
Postfach 20 01 07  
60605 Frankfurt am Main, GERMANY

or via fax: +49 69 12012-86045  
or via E-mail: WP.HV@Xchanging.com

Once the company has received the registration and proof, it will send out admission tickets for the Annual General Meeting to the shareholders. You will receive your voting cards in return for your admission ticket when signing in at the Annual General Meeting.

In order to ensure timely receipt of these tickets, which also includes the relevant power of attorney form, we urge all shareholders to provide the company with their registration and proof well in advance of the Annual General Meeting. This request does not limit shareholders' rights to participate or exercise their voting rights.

## Exercising voting rights via proxy

Shareholders who are authorised to attend and vote but cannot or do not wish to be present at the Annual General Meeting themselves may exercise their voting rights and other shareholder rights via a proxy granted the appropriate power of attorney. The power of attorney must be issued, revoked and proven to the company in writing. A form that can be used to grant a power of attorney will be sent to the shareholders with their admission tickets.

The form can also be accessed on the Internet at <http://www.leifheit.de/de/investor-relations/hauptversammlung/2012> or requested free of charge from:

Leifheit AG  
Postfach 11 65  
56371 Nassau/Lahn, GERMANY

or via fax: +49 2604 977-340  
or via E-mail: [HV2012@leifheit.com](mailto:HV2012@leifheit.com)

The power of attorney can be proven to the company by sending an E-mail to the following address: [HV2012@leifheit.com](mailto:HV2012@leifheit.com). No further proof for the power of attorney is required if the proof for the power of attorney is submitted electronically as described above.

If a shareholder authorises more than one person, the company may refuse one or more of them.



As an exception to the aforementioned policy, no written form is required either by law or according to the company's Articles of Incorporation if a bank, a shareholders' association or other equivalent legal entity under section 135 AktG is to be granted this proxy authorisation. However, we would like to point out that in these cases the banks, shareholders' associations or other equivalent legal entities that are to be authorised may request a special form of power of attorney since they must have verifiable proof of the power of attorney in accordance with section 135 AktG. Shareholders wishing to authorise a bank, a shareholders' association or other equivalent legal entity under section 135 AktG should therefore coordinate with this party regarding a possible formal requirement for the power of attorney.

The company offers its shareholders authorised to participate and vote a service allowing the proxies named by the company and bound by instructions to be authorised before the Annual General Meeting. The proxies appointed by the company shall exercise the voting right solely on the basis of the instructions provided by the shareholder. Granting and revoking the power of attorney to the proxies named by the company and issuing the instructions for the power of attorney must be carried out in writing. The admission ticket to the Annual General Meeting contains a form that can be used to grant the power of attorney and issue instructions as well as other information.

The form can also be accessed on the Internet at <http://www.leifheit.de/de/investor-relations/hauptversammlung/2012> or requested free of charge from the company. Please send your request to:

Leifheit AG  
Postfach 11 65  
56371 Nassau/Lahn, GERMANY

or via fax: +49 2604 977-340  
or via E-mail: [HV2012@leifheit.com](mailto:HV2012@leifheit.com)

Please submit the filled-in form for the proxies appointed by us to the above address to be received by 23 May 2012, at 12:00 midnight.

## Exercising voting rights via absentee vote

Shareholders who are authorised to attend and vote but cannot or do not wish to be present at the Annual General Meeting themselves may also submit their votes in writing or electronically ("absentee vote"). The form for this is also provided on the admission ticket.

The form can also be accessed on the Internet at <http://www.leifheit.de/de/investor-relations/hauptversammlung/2012> or requested free of charge from the company. Please send your request to:

Leifheit AG  
Postfach 11 65  
56371 Nassau/Lahn, GERMANY

or via fax: +49 2604 977-340  
or via E-mail: [HV2012@leifheit.com](mailto:HV2012@leifheit.com)

Votes submitted by absentee vote must be received by the company no later than Wednesday, 23 May 2012, at 12:00 midnight at the above address. The same applies to any revocation.

Authorised banks, shareholders' associations or other equivalent legal entities under section 135 AktG can also use an absentee vote.

### Shareholders' rights in accordance with sections 122 para. 2, 126 para. 1, 127, and 131 para. 1 AktG

Under section 122 para. 2 AktG, shareholders whose shares together comprise one-twentieth of the share capital or the prorated amount of € 500,000 may request that items be added to the agenda and announced. Reasons or a draft resolution must be enclosed with every new agenda item. The applicant(s) must prove that they have held the minimum stake for at least three months before the date of the Annual General Meeting (i.e. since no later than 24 February 2012).

The written request – addressed to the Board of Management – must be received by the company at the address below by Monday, 23 April 2012, at 12:00 midnight at the latest:

Leifheit AG  
Postfach 11 65  
56371 Nassau/Lahn, GERMANY

Under section 126 para. 1 AktG, each shareholder of the company may send a countermotion to the proposal of the Board of Management and/or Supervisory Board on a specific issue on the agenda. Under section 126 para. 1 and para. 2 AktG, a counterproposal shall be published on the company's website if the company receives it at the address below by Wednesday, 9 May 2012, at 12:00 midnight at the latest.

Under section 127 AktG, each shareholder is also entitled to communicate a nomination proposal in the elections of Supervisory Board members and in the election of the auditor. Under sections 127 and 126 para. 1 and 2 AktG, a nomination proposal shall be published on the company's website if the company receives it at the address below by Wednesday, 9 May 2012, at 12:00 midnight at the latest.

Countermotions and nomination proposals received in a timely manner shall be published on the Internet at <http://www.leifheit.de/de/investor-relations/hauptversammlung/2012> if they fulfil the legal requirements.

Any statements of position by the management will also be published online at the above Internet address. We will publish amendments received in a timely manner if they fulfil the legal requirements.

Shareholders must submit all countermotions and nominations to:

Leifheit AG  
Postfach 11 65  
56371 Nassau/Lahn, GERMANY

or via fax: +49 2604 977-340  
or via E-mail: [HV2012@leifheit.com](mailto:HV2012@leifheit.com)

Any incorrectly addressed countermotions and nominations shall not be considered.

In accordance with section 121 para. 3 number 3 AktG, we wish to point out that any shareholder at the Annual General Meeting may request information regarding the company from the Board of Management if this is required for suitably assessing an item on the agenda (section 131 para. 1 AktG).

This right to information may be exercised at the Annual General Meeting without prior notice or other notification.

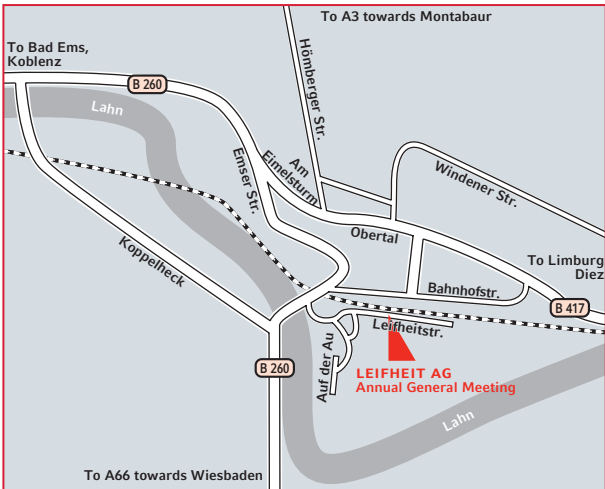
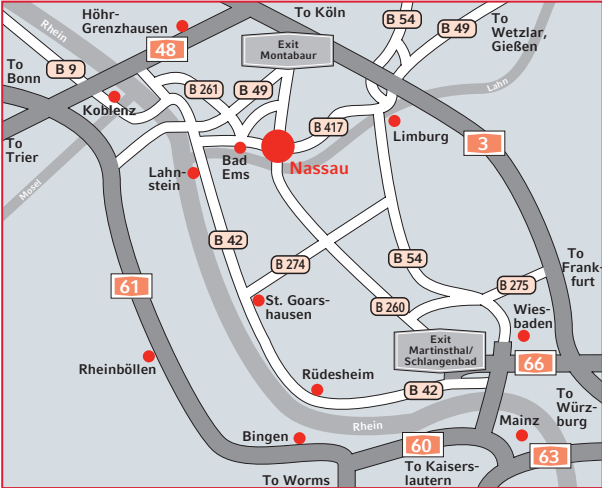
Details and information on shareholders' rights in accordance with sections 122 para. 2, 126 para. 1, 127, and 131 para. 1 AktG are available to shareholders on the company's website at <http://www.leifheit.de/de/investor-relations/hauptversammlung/2012>.

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

The information in accordance with section 124a AktG on the Annual General Meeting is available on the company's website at <http://www.leifheit.de/de/investor-relations/hauptversammlung/2012>.

Nassau/Lahn, Germany, April 2012  
Leifheit Aktiengesellschaft  
The Board of Management

Map





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Aktiengesellschaft

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