LEIFHEIT
Aktiengesellschaft

Our upward trend continues.

Invitation
to the Annual General Meeting
24 May 2017

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, 24 May 2017 at 12:00 p.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 289 para. 4 and 315 para. 4 of the German commercial code (HGB) as well as the report of the Supervisory Board, each for the financial year 2016.**

   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 28 March 2017, 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 according to sections 289 para. 4 and 315 para. 4 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 € 13,969,000.00 for the financial year 2016 as follows:

Payment to shareholders It is an amount of:		€ 13,788,093.50
(1) Payment of a dividend of € 2.10 per eligible no-par-value bearer share:	€ 9,984,481.50	
(2) Payment of a special dividend of € 0.80 per eligible no-par-value bearer share:	€ 3,803,612.00	
Retained earnings		€ 180,906,50

The proposal for the appropriation of the balance sheet profit includes the 245,485 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 2016 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 € 2.10 and the special dividend of € 0.80 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 2016**
   The Board of Management and the Supervisory Board propose approving the actions of Board of Management members acting during the financial year 2016.

4. **Approval of the actions of the Supervisory Board members for the financial year 2016**
   The Board of Management and the Supervisory Board propose approving the actions of Supervisory Board members acting during the financial year 2016.

5. **Election of an auditor for the annual financial statements and the consolidated financial statements for the financial year 2017**
   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 2017.

6. **Increase share capital by using company funds and a corresponding amendment to the articles of incorporation**
   The Board of Management and the Supervisory Board propose, to use company funds for the following increase in share capital and the relevant amendments to the articles of incorporation:

6.1 Using company funds to increase share capital

a) The company shall use company funds to increase share capital by € 15,000,000.00 from € 15,000,000.00 to € 30,000,000.00 by converting € 15,000,000.00 of the company’s retained earnings, documented in the balance sheet as at 31 December 2016, into share capital.

   This increase in share capital shall take place by issuing of 5,000,000 new no-par-value bearer shares to the company’s shareholders. Shareholders are entitled to the new shares at a ratio of 1:1, meaning that each existing no-par-value bearer share is allocated a new no-par-value bearer share. The new shares will be entitled to a share in profits from the beginning of the financial year in which they were issued.

   This resolution is based on the adopted balance sheet as at 31 December 2016. The balance sheet as at 31 December 2016 did not lead to any reservations in the audit opinion of KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, Germany.

b) The Board of Management shall be authorised to stipulate further details about the increase in share capital subject to approval from the Supervisory Board.

6.2 Amendments to the articles of incorporation

a) Article 4 para. 1 of the articles of incorporation (share capital and shares) shall be amended as follows:

"Share capital amounts to € 30,000,000.00."

b) Article 4 para. 2 of the articles of incorporation (share capital and shares) shall be amended as follows:

"It is divided into 10,000,000 no-par-value bearer shares."

7. Resolution on the creation of 2017 authorised capital and a corresponding amendment to the articles of incorporation

Article 4 para. 3 of the articles of incorporation provides for authorised capital that authorises the Board of Management to increase share capital, subject to approval from the Supervisory Board, by up to a total of € 7,500,000.00 and, in certain circumstances, to exclude shareholders' subscription rights (2016 authorised capital). With regard to the use of company funds to increase share capital as proposed in item 6 of the agenda and in relation to the Board of Management and Supervisory Board's goal of putting the company in a position in which it is able to cover its financial requirements quickly and flexibly in the future as well, 2016 authorised capital shall be suspended and new 2017 authorised capital shall be created. The option of excluding subscription rights in the case of increases in share capital in exchange for cash and non-cash contributions shall be limited to a total of 20% of the share capital.

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

a) Current authorised capital (2016 authorised capital) according to article 4 para. 3 of the company's articles of incorporation shall be suspended, taking effect at the time the new 2017 authorised capital stipulated in the following is entered in the commercial register.

b) Subject to approval from the Supervisory Board, the Board of Management shall be authorised to increase share capital on one or more occasions by a total of up to € 15,000,000.00 up until 23 May 2022 by issuing up to 5,000,000 new no-par-value bearer shares in exchange for cash and/or non-cash contributions (2017 authorised capital).

As a rule, the new shares must be offered to shareholders for subscription. They can also be issued to credit institutions or a company operating according to section 53 para. 1 sentence 1 or section 53b para. 1 sentence 1 or para. 7 of the German banking act (KWG) with the requirement that they offer them to the shareholders for subscription. However, subject to approval from the Supervisory Board, the Board of Management is authorised to exclude shareholders' statutory subscription rights in the following cases:

- for fractional amounts;

- if shares are issued in exchange for cash contributions at a price that is not materially lower than the market price of the company's listed shares at the time the Board of Management sets the issue price and if the exclusion of subscription rights only applies to new shares whose proportional amount does not exceed 10% of the share capital at the time the authorisation is entered in the commercial register or – if this value is lower – 10% of the company's existing share capital (10% threshold) at the time the new shares are issued. When considering whether or not to utilise the 10% threshold, the exclusion of subscription rights based on other authorisations according to section 186 para. 3 sentence 4 AktG must be taken into account with effect from 24 May 2017;

- provided capital is increased for the purpose of acquiring companies, parts of companies or stakes in companies, as part of company mergers or other assets eligible for contribution, or in exchange for non-cash contributions;

- in order to carry out a scrip dividend, as part of which shareholders are offered the opportunity to contribute their dividend claim to the company (both partially and optionally) as a non-cash contribution in exchange for the granting of new shares from the 2017 authorised capital.

The total shares issued in exchange for cash and non-cash contributions due to any upcoming authorisations while excluding shareholders' subscription rights in the case of increases to share capital may not exceed 20% of the share capital at the time the authorisation is entered in the commercial register or – if this value is lower – 20% of the company's existing share capital (20% threshold) at the time the new shares are issued. Treasury shares sold up until the issue of the new shares without subscription rights are to be included in the 20% threshold.

The Board of Management determines further conditions for issuing shares including the issuing price and the content of the share rights subject to approval from the Supervisory Board.

c) Article 4 para. 3 of the articles of incorporation shall be amended as follows:

"Subject to approval from the Supervisory Board, the Board of Management is authorised to increase share capital on one or more occasions by a total of up to € 15,000,000.00 up until 23 May 2022 by issuing up to 5,000,000 new no-par-value bearer shares in exchange for cash and/or non-cash contributions (2017 authorised capital).

As a rule, the new shares must be offered to shareholders for subscription. They can also be issued to credit institutions or a company operating according to section 53 para. 1 sentence 1 or section 53b para. 1 sentence 1 or para. 7 of the German banking act (KWG) with the requirement that they offer them to the shareholders for subscription. However, subject to approval from the Supervisory Board, the Board of Management is authorised to exclude shareholders' statutory subscription rights in the following circumstances:

- for fractional amounts;
- if shares are issued in exchange for cash contributions at a price that is not materially lower than the market price of the company's listed shares at the time the Board of Management sets the issue price and if the exclusion of subscription rights only applies to new shares whose proportional amount does not exceed 10% of the share capital at the time the authorisation is entered in the commercial register or – if this value is lower – 10% of the company's existing share capital (10% threshold) at the time the new shares are issued. When considering whether or not to utilise the 10% threshold, the exclusion of subscription rights based on other authorisations according to section 186 para. 3 sentence 4 AktG must be taken into account with effect from 24 May 2017;

- provided capital is increased for the purpose of acquiring companies, parts of companies or stakes in companies, as part of company mergers or other assets eligible for contribution, in exchange for non-cash contributions;

- in order to carry out a scrip dividend, as part of which shareholders are offered the opportunity to contribute their dividend claim to the company (both partially and optionally) as a non-cash contribution in exchange for the granting of new shares from the 2017 authorised capital.

The total shares issued in exchange for cash and non-cash contributions due to any upcoming authorisations while excluding shareholders' subscription rights in the case of increases to share capital may not exceed 20% of the share capital at the time the authorisation is entered in the commercial register or – if this value is lower – 20% of the company's existing share capital (20% threshold) at the time the new shares are issued. Treasury shares sold up until the issue of the new shares without subscription rights are to be included in the 20% threshold.

The Board of Management determines further conditions for issuing shares including the issuing price and the content of the share rights subject to approval from the Supervisory Board."

d) The Supervisory Board shall be authorised to adjust the wording of the articles of incorporation to reflect the amount of share capital created using authorised capital or after the authorisation deadline has expired.

e) The Board of Management shall be instructed to only register the resolution to be entered in the commercial register in c) via article 4 para. 3 of the articles of incorporation together with the capital share increase using company funds proposed in item 6 of the agenda, providing that the share capital increase using company funds is entered first.

Report of the Board of Management on agenda item 7

In item 7 of the agenda, the Board of Management and the Supervisory Board propose suspending 2016 authorised capital and creating new 2017 authorised capital. The Board of Management issues this report, which is a component of this invitation and available on the internet at agm.leifheit-group.com, according to section 203 para. 2 in connection with section 186 para. 4 sentence 2 AktG, which provides reasons for authorising the exclusion of shareholders' subscription rights when issuing new shares, as planned for the new proposed authorised capital. The report will also be available for inspection during the Annual General Meeting.

At the Annual General Meeting on 25 May 2016, a resolution was passed to create authorised capital that expires on 24 May 2021. Subject to approval from the Supervisory Board, the Board of Management is authorised to increase share capital by up to € 7,500,000.00 by issuing up to 2,500,000 new no-par-value bearer shares and, in certain circumstances, to exclude shareholders' subscription rights (2016 authorised capital). The Board of Managers has not yet made use of this authorisation.

With regard to the use of company funds to increase share capital as proposed in item 6 of the agenda and in relation to the Board of Management and Supervisory Board's goal of putting the company in a position in which it is able to cover its financial requirements quickly and flexibly in the future as well, 2016 authorised capital shall be suspended and new 2017 authorised capital shall be created that expires on 23 May 2022.

Apart from the 2016 authorised capital adopted by the Annual General Meeting on 25 May 2016, there is neither any further authorised capital nor any conditional capital.

Provided that the resolution to use company funds to increase share capital in item 6 of the agenda is adopted at the Annual General Meeting, the Board of Management shall be authorised to increase share capital by up to € 15,000,000.00 by issuing up to 5,000,000 new no-par-value bearer shares (2017 authorised capital). Subject to approval from the Supervisory Board, this authorisation to issue new shares using authorised capital will also enable the Board of Management to react to funding requirements arising at short notice and to opportunities that present themselves to acquire companies, parts of companies or stakes in companies or other assets eligible for contribution, or as part of company mergers. Moreover, it will become possible to carry out scrip dividends under optimal conditions. The option to exclude subscription rights shall be limited to a total of 20% of the share capital in exchange for cash contributions and non-cash contributions.

Exclusion of subscription rights for fractional amounts

Subject to approval from the Supervisory Board, as part of the authorised capital, the Board of Management shall be authorised to exclude fractional amounts from shareholders' subscription rights. It is necessary to exclude fractional amounts from subscription rights in order to arrive at a technically feasible subscription ratio. The fractional shares excluded from shareholders' subscription rights will be utilised for the company in the best way possible. Any potential dilution effect is low due to the limits placed on fractional amounts. The Board of Management and the Supervisory Board believe the potential exclusion of subscription rights to be objectively justified and reasonable toward the shareholders.

Exclusion of subscription rights for cash capital increases according to section 186 para. 3 sentence 4 AktG

Subject to approval from the Supervisory Board, the Board of Management shall continue to be authorised to exclude the shareholders' subscription rights in the case of a share capital increase in exchange for cash contributions if the total proportional amount of the share capital allotted to the new shares, for which the subscription rights are being excluded, does not exceed 10% of the company's share capital existing at the time the authorisation is registered or – if this value is less – 10% of the company's share capital existing at the time the new shares are issued, provided that the issuing price of the new shares does not significantly fall short of the market price of the shares already listed on the stock market at the time the issuing price is set by the Board of Management. The legal basis for this simplified exclusion of subscription rights is section 203 para. 1 and 2 in connection with section 186 para. 3 sentence 4 AktG. Overall, the 10% threshold may not be exceeded, i.e. not even with the addition of any other authorisations that lead to the direct or indirect application of section 186 para. 3 sentence 4 AktG. Any possible markdown from the standard market price will be a maximum of 5% of the market price. The option to exclude subscription rights provided for in section 186 para. 3 sentence 4 AktG enables the company to sell shares to targeted investors in order to achieve an issuing price that is high as possible on the basis of market-consistent pricing, thus strengthening equity as much as possible. This means that it is usually possible to achieve a higher cash inflow to the company's benefit, as it is possible to take quicker action than would be possible by offering subscription rights to all shareholders by maintaining shareholders' subscription rights. By eliminating the time-consuming and expensive processing of subscription rights, equity requirements can also be covered quickly by harnessing market opportunities that present themselves on short notice. Although section 186 para. 2 sentence 2 AktG permits subscription prices to be published at the latest up until three days before the expiration of the subscription deadline, in light of share market volatility, this also entails a market risk, i.e. the risk that the price will change within a few days, which can lead to reduced security when setting the subscription price and thus to non-market-consistent conditions.

In order to comply with the threshold for a simplified subscription right exclusion of 10% of the share capital provided for in section 186 para. 3 sentence 4 AktG, the authorisation to issue new shares with the simplified subscription right exclusion is limited to shares with a proportional amount of 10% of the company's share capital. In order to calculate the 10% threshold, the amount of share capital at the time the authorisation is registered and at the time the shares are issued must be taken into account, although the lesser of these two values applies. The proposed resolution also provides for a deduction clause, which lowers authorisation volumes, inasmuch as other authorisations for simplified subscription right exclusions are used from the day of the Annual General Meeting onwards. This method guarantees that the 10% threshold provided for in section 186 para. 3 sentence 4 AktG is complied with while taking into account all authorisations with potential subscription rights exclusions when applying section 186 para. 3 sentence 4 AktG directly, equivalently or analogously.

The proposed authorisation is in the interests of the company and its shareholders for the aforementioned reasons. It safeguards the interests of shareholders as the issuing price for the treasury shares that are to be issued must be based on the market price and because the authorisation only has a limited scope. Shareholders have the option of maintaining their relative holdings by purchasing shares on the stock market.

Exclusion of subscription rights for non-cash capital increases

As part of the authorised capital, the Board of Management shall also be authorised to exclude shareholders' subscription rights in the case of capital increases in exchange for non-cash contributions for the purpose of granting shares within the scope of acquiring companies, parts of companies or stakes in companies or other assets eligible for contribution, or as part of company mergers. In order to compete globally, Leifheit must be in a position to take action quickly and flexibly on the domestic and international markets in the interests of its shareholders at any time. This includes the option of acquiring companies, parts of companies, stakes in companies or other assets eligible for contribution in order to improve the company's competitive position by granting shares, or merging with other companies. For example, during negotiations it may be necessary to offer shares instead of money by way of exchange. The option of offering company shares by way of exchange is particularly important in the international competition for interesting acquisition targets and creates the necessary leeway to harness opportunities that present themselves to acquire companies, parts of companies, stakes in companies or other assets eligible for contribution, or as part of company mergers while protecting liquidity. In the case of mergers with other companies, statutory provisions governing the merger may require the granting of shares. Moreover, practice has shown that the owners of attractive acquisition targets may often ask for shares in the purchasing company in return for shares in their company, for example for tax reasons or in order to remain involved in their existing business. The proposed authorisation shall provide the company with the ability to exploit the opportunities that present themselves on both the domestic and the international market quickly and flexibly in order to acquire companies, parts of companies or stakes in companies, or for company mergers where shares are required fully or partially in return. In order to purchase acquisition targets like these, Leifheit AG must be able to grant shares in return. It can also be reasonable to grant shares in terms of optimal financing structure. Because with new shares from authorised capital, merger and acquisition plans can be implemented while protecting liquidity.

Moreover, the company will be able to purchase other assets eligible for contribution in exchange for new shares created using authorised capital. In the case of acquisition plans, it could be economically viable to purchase other asset items in addition to the actual acquisition target, for example, targets that serve the acquisition target economically. In cases like these, Leifheit AG must be in a position to acquire these assets and, for this reason – whether it is in order to protect liquidity or because the seller has requested it – it must be possible to grant shares by way of exchange, provided the assets in question are eligible for contribution. In addition to this, it must also be possible to grant shares instead of money retrospectively in cases where a cash payment was originally agreed upon in order to purchase assets, and thus to protect liquidity. Ultimately, it should be possible to purchase assets, regardless of any other acquisition plans – whether it is in order to protect liquidity or because the seller has requested it – in exchange for the granting of new shares, again, as long as these are eligible for contribution.

This does not create any disadvantage for the company, as issuing shares in exchange for non-cash contributions requires that the value of the non-cash contribution must be proportional to the value of the shares. The Board of Management will ensure that the interests of the company and its shareholders are appropriately protected and that an appropriate issuing price for the new shares is achieved when setting the valuation ratio.

Exclusion of subscription rights for scrip dividends

In addition to this, it will be possible to exclude subscription rights in order to carry out scrip dividends under optimal conditions. In the case of scrip dividends, shareholders are given the option of asserting claims that have arisen from the resolution passed on the appropriation of balance sheet profit at the Annual General Meeting for full or partial payment of dividends from the company as non-cash contributions in order to receive shares from the authorised capital. A scrip dividend can be carried out while granting statutory subscription rights, where shareholders are only offered full shares. With regard to any part of the dividend clam that does not meet the subscription price for a whole share (or exceeds said price), shareholders are referred to the receipt of cash dividends and thus cannot subscribe to any shares. Neither offers of partial rights nor the establishment of a trade in subscription rights or any fractions of these are provided for. This is justified and reasonable as shareholders receive a proportional cash dividend instead of receiving treasury shares. In some individual cases, depending on the capital market situation, it may be in the interests of the company and its shareholders, to grant and carry out scrip dividends without subscription rights. This kind of subscription right exclusion enables scrip dividends to be carried out under flexible conditions. This is why the Board of Management should be authorised to completely exclude shareholders' subscription rights in order to carry out scrip dividends. In this case, the Board of Management – irrespective of the full subscription right exclusion – will also offer all shareholders who have shares that are eligible to receive dividends shares from authorised capital in exchange for the full or partial transfer of their claims to dividends. Considering that shares from authorised capital are offered to all shareholders who hold shares that are eligible to receive dividends and that surplus partial dividend amounts are compensated for with a cash dividend, the exclusion of subscription rights appears justified and reasonable.

Limitation to the overall volume of capital increases without subscription rights

Overall, shares that are issued as part of any of the authorisations explained here to exclude subscription rights – i.e. in the case of the exclusion of subscription rights for fractional amounts, in the case of cash capital increases according to section 186 para. 3 sentence 4 AktG, in the case of non-cash capital increases and in the case of scrip dividends – may not exceed 20% of the company's existing share capital (20% threshold) at the time the authorisation is registered or – if this value is lower – at the time the new shares were issued. Treasury shares that are issued without subscription rights are included in the 20% threshold. This threshold limits the total amount of shares that are issued using authorised capital without subscription rights. This additionally prevents shareholders' stock from being diluted.

Utilisation of authorised capital

There are currently no plans to utilise authorised capital. The Board of Management will carefully examine whether it will utilise its authorisation to increase capital while excluding shareholders' subscription rights on a case-by-case basis. It will only do so if the Board of Management and the Supervisory Board judge that it is in the interests of the company and thus of its shareholders.

The Board of Management will inform shareholders of any use of authorised capital at the Annual General Meeting.

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 5,000,000 no-par-value bearer shares of which every share was allocated one vote. The total number of voting rights thus amounted to 5,000,000 voting rights at the time the Annual General Meeting was convened. At the time the annual General Meeting was convened, the company held 245,485 treasury shares, which do not granted 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 ("verification") are entitled to attend the Annual General Meeting and vote. Shareholders must register in writing, 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 writing 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 3 May 2017 (i.e. 2 May 2017 12:00 midnight CEST) ("verification date"). The eligibility specified above is defined solely in accordance with the stake held by the shareholder at the verification 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 verification date, only those shares owned by the shareholder at the verification 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 verification date will not affect the shareholder's right to participate in the Annual General Meeting or to exercise voting rights.

Registration and verification must be received by the company by **Wednesday, 17 May 2017 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 shareholding verification, the company will send the shareholders or the proxies appointed by them admission tickets to the Annual General Meeting. At the entrance checkpoint to the Annual General Meeting, shareholders or their proxies will receive voting cards in exchange for their admission tickets.

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 shareholding verification 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 special verification of shareholdings 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 writing, 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 on 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 conjunction 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 shareholding verification 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 writing.

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, 23 May 2017 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 writing to the address listed above in the "Authorising third parties as proxies" section (by post, fax or email) by Tuesday, 23 May 2017 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 writing 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 shareholding verification 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, 23 May 2017 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 conjunction 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, 23 April 2017 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. Countermotions and proposals for election from shareholders according to section 126 para. 1 and section 127 AktG

Countermotions, 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 21027-289

Accompanied by proof of shareholder status, countermotions and election proposals received no later than Tuesday, 9 May 2017 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 9 May 2017.

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 provides 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, 23 May 2017, 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. Live broadcast of the Annual General Meeting until the conclusion of the Board of Management speech

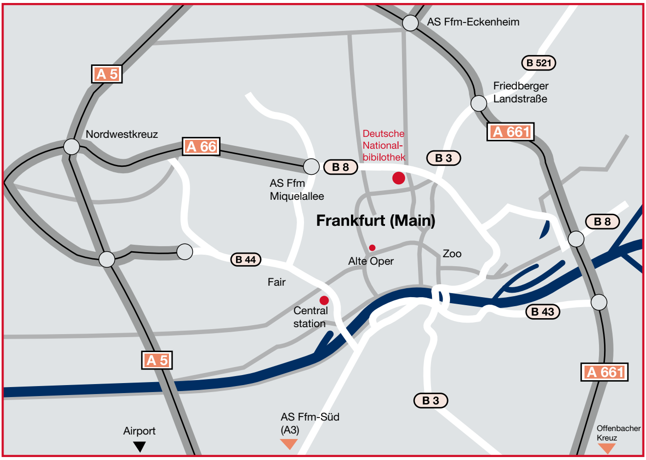
At the request of the chair of the meeting, the Annual General Meeting will be broadcast live on our website at agm.leifheit-group.com for all company shareholders and interested members of the public on 24 May 2017 from 12:00 p.m. (CEST) until the conclusion of the Board of Management speech. The live broadcast does not allow for participation in the Annual General Meeting within the meaning of section 118 para. 1 sentence 2 AktG.

Nassau/Lahn, Germany, April 2017

Leifheit Aktiengesellschaft
The Board of Management

Directions

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



By public transportation

From main station Frankfurt, lower level (Hauptbahnhof) take the U 5 towards Preungesheim for about 10 minutes and get out 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 20 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 20 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.

LEIFHEIT
Aktiengesellschaft

PO Box 11 65
56371 Nassau/Lahn, Germany
Telephone: +49 2604 977-0
Telefax: +49 2604 977-300
www.leifheit-group.com
ir@leifheit.com