

HORNBACH

HORNBACH-Baumarkt-Aktiengesellschaft
76878 Bornheim bei Landau/Pfalz

– ISIN DE0006084403 and ISIN DE000A0XFWQ9 –

Invitation to the Annual General Meeting

We hereby invite our shareholders to attend our **Annual General Meeting**, which is to be held at Jugendstil-Festhalle Landau, Mahlastrasse 3, 76829, Landau in der Pfalz, at 11.00 a.m. on Thursday, July 9, 2009.

Agenda

- 1. Presentation of the approved annual financial statements as of February 28, 2009, the approved consolidated financial statements as of February 28, 2009, and the management report of HORNBACH-Baumarkt-Aktiengesellschaft and the Group for the 2008/2009 financial year, the report of the Supervisory Board and the explanatory report of the Board of Management in respect of the disclosures made pursuant to Sections 289 (4) and 315 (4) of the German Commercial Code (HGB)**
- 2. Resolution on the appropriation of net unappropriated profit for the 2008/2009 financial year**

The Board of Management and the Supervisory Board propose to appropriate the net unappropriated profit reported for the 2008/2009 financial year amounting to

€ 26,495,590.05

as follows:

Distribution of a dividend of € 0.87 per

ordinary share for 15,740,060 ordinary shares

€ 13,693,852.20

Allocation to revenue reserve

€ 12,800,000.00

Balance carried forward

€ 1,737.85

Should HORNBACH-Baumarkt-Aktiengesellschaft hold any treasury stock upon such resolution being adopted by the Annual General Meeting, then pursuant to the German Stock Corporation Act (AktG) such shares have no dividend entitlement. Sums allocable to shares without dividend entitlement will also be carried forward.

- 3. Resolution on releasing the Board of Management from responsibility for the 2008/2009 financial year**

The Board of Management and Supervisory Board propose to release the members of the Board of Management in the 2008/2009 financial year from responsibility for this period.

4. Resolution on releasing the Supervisory Board from responsibility for the 2008/2009 financial year

The Board of Management and Supervisory Board propose to release the members of the Supervisory Board in the 2008/2009 financial year from responsibility for this period.

5. Election of auditors and group auditors for the 2009/2010 financial year

The Supervisory Board proposes the election of KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as auditors and group auditors for the 2009/2010 financial year.

6. Election of auditors for the audit review of half-year financial reports for the 2009/2010 financial year

The Supervisory Board proposes the election of KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, for the audit review of the abridged consolidated interim financial statements and interim management report for the first half of the 2009/2010 financial year pursuant to Sections 37w (5) and 37y No. 2 of the German Securities Trading Act (WpHG).

7. By-election of a member of the Supervisory Board

Paul Pierre Jean Mir retired from his position as a member of the Supervisory Board of HORNBACH-Baumarkt-Aktiengesellschaft as of April 22, 2009. Pursuant to Section 11 (5) of the Articles of Association of our company, a by-election is to be held for the remaining term in office of the retiring member.

Pursuant to Section 96 of the German Stock Corporation Act (AktG) in conjunction with Section 7 of the German Codetermination Act dated May 4, 1976 (MitbestG), the Supervisory Board consists of six shareholder representatives and six employee representatives. Pursuant to Section 101 of the German Stock Corporation Act (AktG) in conjunction with Section 8 of the German Codetermination Act (MitbestG), the shareholder representatives on the Supervisory Board are to be elected by the Annual General Meeting. The Annual General Meeting is not restricted to the candidate hereby proposed.

The Supervisory Board proposes the election of

- Véronique Laury-Deroubaix, Group Commercial Director of Kingfisher France Limited, Fretin, France

as a shareholder representative on the Supervisory Board of HORNBACH-Baumarkt-Aktiengesellschaft. Pursuant to Section 11 (5) of the Articles of Association, such candidate is to be elected for the remaining term in office of the retiring member, i.e. until the conclusion of the Annual General Meeting releasing the Supervisory Board from responsibility for the 2012/2013 financial year.

The candidate proposed does not sit on any statutory supervisory board or comparable company supervisory bodies.

8. Resolution on an amendment to the Articles of Association

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

- a) Amendment to Section 16 (3) of the Articles of Association

Section 16 (3) of the Articles of Association shall be deleted.

- b) Amendment to Section 17 (1) Sentence 2 of the Articles of Association:

Section 17 (1) Sentence 2 of the Articles of Association shall receive the following wording:

“The registration and certification must be received by the company at the address stated in the invitation to the Annual General Meeting at least six days prior to the Annual General Meeting. The day on which the registration is received and the day of the Annual General Meeting itself shall be excluded from the calculation of the registration deadline.”

- c) Amendment to Section 17 (2) of the Articles of Association

Section 17 (2) shall receive the following wording:

“A certification of shareholding compiled in text form in German or English and issued by the account-holding financial institution shall suffice as documentary evidence of entitlement pursuant to Paragraph 1. The certification must refer to the beginning of the 21st day prior to the Annual General Meeting.”

- d) The Board of Management shall be instructed to register the aforementioned amendments to the Articles of Association in the Commercial Register following the entry into force of the corresponding legislative amendment in connection with the German Shareholders' Rights Directive Implementation Act (ARUG).

Shareholder registration for the Annual General Meeting

Pursuant to Section 17 of the Articles of Association of our company, to be entitled to participate in the Annual General Meeting and to exercise their voting rights, shareholders must register with the company prior to the Annual General Meeting and provide documentary evidence of their shareholding. Such shareholding is to be documented in the form of a certification of shareholding compiled in text form in German or English and issued by the account-holding financial institution. This certification must refer to the beginning of the 21st day prior to the Annual General Meeting, i.e. to the **beginning of June 18, 2009** (12.00 a.m.). The registration and the certification must have been received by the company at the latest at the end of the seventh day prior to the Annual General Meeting, i.e. at the latest by midnight on **July 2, 2009**, at the following address:

HORNBACH-Baumarkt Aktiengesellschaft
c/o PR IM TURM HV-Service AG
Römerstrasse 72-74
68259 Mannheim
Fax: +49 (0) 621-7177213

Should the company harbor any doubts as to the correctness or authenticity of the certification, it is entitled to demand further appropriate evidence. In the event of such evidence not being provided, or not being provided in appropriate form, then the company is entitled to reject the shareholder in question pursuant to Section 17 (3) of the Articles of Association.

Shareholders' rights in respect of participation in the Annual General Meeting

The share capital of the company, amounting to € 47,220,180, is divided into 15,740,060 individual ordinary shares upon the convening of the Annual General Meeting. Each individual ordinary share entitles its holder to one vote, with the result that there are 15,740,060 voting rights based on the Articles of Association upon the convening of the Annual General Meeting. The company is not entitled to exercise any voting rights resulting from treasury stock; the company does not hold any treasury stock upon the convening of the Annual General Meeting.

In certain circumstances defined in the German Stock Corporation Act (AktG), shareholders are entitled to demand additions to the agenda. Moreover, in accordance with the conditions outlined above ("Shareholder registration for the Annual General Meeting"), they are entitled to participate in the Annual General Meeting, to request information as to items on the agenda, to submit motions concerning the items on the agenda and concerning the procedures chosen and to cast their votes at the Annual General Meeting either in person or via proxies.

Voting proxies

Shareholders who are unable to attend the Annual General Meeting in person are entitled to have their voting rights exercised by a proxy, or by a financial institution or shareholders' association. The power of attorney must be issued in written form and be presented upon request, unless the proxy is a financial institution, a shareholders' association, or any other of the persons designated in Section 135 of the German Stock Corporation Act (AktG) whose authorization is exempted from this requirement. Each shareholder is entitled upon request to receive a written form for issuing a power of attorney for the Annual General Meeting.

As an additional service, we provide our shareholders with the option of being represented in accordance with their instructions by a voting proxy appointed by the company. This proxy exercises the voting rights on the exclusive basis of the instructions issued by the shareholder. Further details concerning the authorization of the voting proxy and on the issuing of instructions will be provided with your admissions ticket, which you must request in advance from your account-holding bank. The power of attorney and instructions must have been received at the address stated for registration purposes at the latest by midnight on July 8, 2009. After this time, it is no longer possible to amend those powers of attorney and voting instructions already issued.

In addition, for those shareholders attending the Annual General Meeting who have to leave the meeting prior to voting, there will be the possibility upon leaving the meeting of issuing a voting proxy and instructions for the exercising of such votes to a proxy appointed by the company, using the form included on the voting slip.

The issuing of a power of attorney to the voting proxy appointed by the company does not exempt shareholders from the obligation to register and to provide certification of the shareholding from the account-holding financial institution correctly and on time in accordance with the requirements set out above.

Shareholder motions and election proposals

Countermotions to the proposals made by the Board of Management and the Supervisory Board in respect of a specific item on the agenda, applications for the inclusion of extra items in the agenda and proposals of candidates for election as auditors or for election to the Supervisory Board are requested to be forwarded exclusively to one of the following addresses:

1. HORNBACH-Baumarkt-AG
Zentralverwaltung Bornheim
Investor Relations/Hauptversammlung
Hornbachstrasse 11
76879 Bornheim bei Landau/Pfalz
2. Fax: +49 (0) 6348-60-4299
3. E-mail: gegenantraege.baumarkt@hornbach.com

Motions or election proposals forwarded to other addresses will not be considered.

We will publish those applications and election proposals received from shareholders to be made public, together with the name of the shareholder, the grounds for such motion or proposal and any statement to be made by the management, on the internet communications platform of the HORNBACH Group at www.hornbach-group.com at the latest by midnight on June 24, 2009.

The documents referred to in Section 175 of the German Stock Corporation Act (AktG) will be available on the internet at www.hornbach-group.com from the convening of the Annual General Meeting onwards.

Bornheim, May 2009

**HORNBACH-Baumarkt-Aktiengesellschaft
The Board of Management**