

# **HORNBACH** Holding

**HORNBACH Holding AG & Co. KGaA  
67433 Neustadt an der Weinstrasse**

**-ISIN DE0006083405-**

**Annual General Meeting  
at Jugendstil-Festhalle Landau  
Mahlastrasse 3  
76829 Landau in der Pfalz, Germany  
at 10.00 a.m. (CEST)  
on July 7, 2023**

## **Shareholders' rights**

### **Minority motions pursuant to § 122 (2) AktG**

Pursuant to § 122 (2) AktG, shareholders whose combined shareholdings are equivalent to one twentieth of the share capital or a prorated amount of € 500,000.00 are entitled to request that items be added to the agenda and announced. Such requests must be received by the company at least 30 days prior to the Annual General Meeting (not counting the date of the Annual General Meeting and the date of receipt), and thus at the latest by **Tuesday, June 6, 2023, 24:00 hours (CEST)**. Such requests must be addressed in writing to the General Partner of HORNBACH Holding AG & Co. KGaA. Please use the following address:

HORNBACH Holding AG & Co. KGaA  
General Partner  
HORNBACH Management AG  
Board of Management  
Hornbachstrasse 11  
76879 Bornheim bei Landau/Pfalz, Germany

Each new agenda item must be accompanied by a substantiation or a draft resolution. The respective shareholders are required by § 122 (2) and (1) Sentence 3 AktG to submit documentary evidence that they have owned the shares for at least 90 days prior to the company receiving the motion (not counting the date of receipt) and that they will hold the shares until the General Partner decides on the motion.

Unless already published upon the convening of the meeting, any additions to the agenda that require announcement will be published immediately upon receipt in the Federal Gazette (*Bundesanzeiger*) and forwarded to such media that can be expected to circulate the information throughout the European Union. Such announcements will also be made available on the website of HORNBACH Holding at <https://www.hornbach-holding.de/en/investor-relations/annual-general-meeting/> and communicated to shareholders together with the invitation to the Annual General Meeting.

### Counter motions and election proposals pursuant to § 126 (1) and § 127 AktG

Shareholders may submit counter motions to any proposal made by the management concerning a specific agenda item. Shareholders may also propose candidates for election as auditors and/or Supervisory Board members. Shareholders are requested to communicate any counter motions and election proposals exclusively to the following post or e-mail address:

HORNBACH Holding AG & Co. KGaA  
Investor Relations/Hauptversammlung  
Hornbachstrasse 11  
76879 Bornheim bei Landau/Pfalz, Germany

E-mail: [gegenantraege.holding@hornbach.com](mailto:gegenantraege.holding@hornbach.com)

The company will publish any counter motions and election proposals requiring publication and received at the aforementioned post or e-mail address at the latest on **Thursday, June 22, 2023, 24:00 hours (CEST)**, together with the shareholder's name, any substantiation provided, and any statement made by the management, on the website of HORNBACH Holding at <https://www.hornbach-holding.de/en/investor-relations/annual-general-meeting/>.

The company may forego publication of a counter motion and its substantiation if the conditions set out in § 126 (2) Sentence 1 AktG apply, specifically:

- if publication of such by the General Partner would constitute a criminal offense
- if the counter motion would lead to a resolution at the Annual General Meeting that would infringe the law or the Articles of Association
- if the substantiation contains obviously incorrect or misleading information in material aspects, or if it contains insulting material
- if a counter motion submitted by the shareholder on the same issue has already been published in connection with an Annual General Meeting of HORNBACH Holding AG & Co. KGaA pursuant to § 125 AktG
- if the same counter motion submitted by the shareholder with essentially the same substantiation has already been published by the company in connection with at least two Annual General Meetings pursuant to § 125 AktG in the past five years and such counter motion was subsequently supported by less than one-twentieth of the share capital represented at the Annual General Meeting
- if it is apparent that the shareholder does not intend to participate in or be represented at the Annual General Meeting
- if the shareholder did not propose a counter motion previously communicated, or have such counter motion proposed by others, at two Annual General Meetings in the past two years.

Substantiations of counter motions do not have to be published when they exceed a total of 5,000 characters in length.

The above paragraphs apply *mutatis mutandis* to proposals submitted by shareholders for the election of auditors and/or Supervisory Board members.

Apart from those cases set out in § 126 (2) AktG, the General Partner may also forego publication of election proposals submitted by shareholders when they do not include the name, profession exercised, and town/city of residence of the auditors and/or Supervisory Board members thereby proposed, as well as disclosures on their membership of other statutory supervisory bodies in the case of candidates proposed for election to the Supervisory Board. Disclosures on membership of comparable supervisory bodies at companies in Germany and abroad should be appended.

Countermotions or election proposals may still be submitted at the Annual General Meeting even if they were not previously sent to the company within the deadline pursuant to § 126 (1) AktG. Conversely, countermotions or election proposals already forwarded to the company have to be specifically submitted at the Annual General meeting even if they were previously published.

### **Right to information pursuant to § 131 AktG**

Pursuant to § 131 (1) AktG, each shareholder is entitled upon request to receive information from the General Partner on matters relating to the company at the Annual General Meeting, provided that such information is necessary for the appropriate assessment of the respective agenda item. This duty to provide information also includes the company's legal and business dealings with affiliated companies, as well as the situation of the Group and the companies included in the consolidated financial statements.

For the following reasons outlined in § 131 (3) AktG, the General Partner may refuse to answer individual questions:

- if the disclosure of such information may, based on prudent business judgment, create a not inconsiderable disadvantage for the company or one of its affiliated companies
- if the question relates to tax valuations or the amounts of individual taxes
- if the question relates to the difference between the valuation of assets in the annual balance sheet and any higher valuation of such assets, unless the Annual General Meeting adopts the annual financial statements
- if the question relates to accounting policies to the extent that the disclosure of these policies in the notes to the financial statements suffices to provide a true and fair view of the company's asset, financial, and earnings position pursuant to § 264 (2) HGB; this does not apply if the Annual General Meeting adopts the annual financial statements
- if disclosure of such information by the General Partner would constitute a criminal offense
- if, in the case of a bank or financial services institute, disclosures on the accounting policies applied and offsetting performed in the annual financial statements, management report, consolidated financial statements or group management report do not need to be provided
- if the information has been consistently available on the company's website for at least seven days prior to the beginning of and during the Annual General Meeting.

If, in its capacity as such, a shareholder has received information outside the Annual General Meeting, this information is to be provided to all other shareholders upon request at the Annual General Meeting, even if this is not required for the appropriate assessment of the agenda item; this does not apply if the information involves disclosures on group accounting pursuant to § 131 (4) Sentence 3 AktG.

Shareholders who are refused information may request that their questions be included in the protocol of the meeting together with the reason for which the information was refused.

Pursuant to Article 21 (3) of the Articles of Association, the Chair of the Meeting may impose a reasonable limit on the time allocated to both statements and questions by shareholders.