

# **HORNBACH**

## Holding

### **Explanatory Report of the Board of Management of the general partner (HORNBACH Management AG) of HORNBACH Holding AG & Co. KGaA on the disclosures pursuant to sections 289a and 315a HGB for the 2023/24 financial year**

The Board of Management of the general partner (HORNBACH Management AG) of HORNBACH Holding AG & Co. KGaA has provided disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB) in the management report of the company and in the group management report, which are explained in this report as follows.

As the parent company of the HORNBACH Holding AG & Co. KGaA Group, HORNBACH Holding AG & Co. KGaA participates in an organized market as defined in § 2 (7) of the German Securities Acquisition and Takeover Act (WpÜG) by means of the shares with voting rights thereby issued and therefore reports in accordance with § 315a and § 289a of the German Commercial Code (HGB).

#### **Composition of share capital**

The share capital of HORNBACH Holding AG & Co. KGaA, amounting to € 48,000,000.00, is divided into 16,000,000 ordinary bearer shares with a prorated amount in the share capital of € 3.00 per share. Each non-par ordinary share entitles its holder to one vote at the Annual General Meeting. Reference is made to the relevant requirements of stock corporation law in respect of the further rights and obligations for ordinary shares.

The company held a total of 9,193 treasury stocks at the balance sheet date on February 29, 2024 (cf. Notes to Consolidated Financial Statements, Note 21 (Shareholders' equity), and Notes to Annual Financial Statements of HORNBACH Holding AG & Co. KGaA, Note 5 (Shareholders' equity)).

#### **Direct or indirect shareholdings**

Based on the voting right notifications received pursuant to the German Securities Trading Act (WpHG), the following parties directly or indirectly hold more than 10% of the voting rights:

- Hornbach Familien-Treuhandgesellschaft mbH, Annweiler am Trifels, Germany, 37.50%
- Finda Oy, Helsinki, Finland, 12.64%.

#### **Statutory requirements and provisions in Articles of Association relating to appointment and dismissal of members of Board of Management and amendments to Articles of Association**

HORNBACH Holding AG & Co. KGaA does not have a Board of Management. The business activities of HORNBACH Holding AG & Co. KGaA are managed by its General partner, Hornbach Management AG, which has a three-member Board of Management. These are appointed by the Supervisory Board of Hornbach Management AG. The Supervisory Board of a KGaA has no personnel-related competence for the Board of Management of the General Partner. Amendments to the Articles of Association are governed by the legal requirements referred to in § 278 of the German Stock Corporation Act (AktG).

**Change of control**

Various financing agreements concluded by HORNBACH Holding AG & Co. KGaA with lending banks and capital market creditors include provisions governing the event of a change of control. In such event, these provisions entitle the creditors to terminate the respective facilities and request premature repayment. The clauses are consistent with customary market practice. There are no other material agreements containing change of control components.

Neustadt an der Weinstraße, May 15, 2024

HORNBACH Management AG  
Board of Management