

HORNBACH Holding AG & Co. KGaA
Neustadt an der Weinstrasse

ISIN DE0006083405

INVITATION TO THE ANNUAL GENERAL MEETING

We hereby invite our shareholders to our
Annual General Meeting
at **11.00 a.m. (CEST) on Friday, July 8, 2022.**

The Annual General Meeting will be held as a **virtual Annual General Meeting** as defined in Art. 2 § 1 (2) (here and hereinafter in conjunction with (8)) of the German Act on Mitigating the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law (*Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht*) in its current version, i.e. without the physical attendance of shareholders or their authorized representatives. The meeting will be broadcast live on the internet for our shareholders. Shareholders will exercise their votes exclusively via electronic communication (postal vote) or by granting powers of attorney. The venue for the Annual General Meeting as defined in the German Stock Corporation Act (*Aktengesetz – AktG*) is Hornbachstrasse 11, 76879 Bornheim. Further details can be found in the information provided after the agenda at the end of the invitation.

HORNBACH ■
Holding

Overview with information pursuant to § 125 of the German Stock Corporation Act (AktG) in conjunction with Table 3 of the Implementing Regulation (EU) 2018/1212 (EU-IR)

A. Specification of the message

Unique identifier of the event	Virtual Annual General Meeting 2022 of HORNBAACH Holding AG & Co. KGaA <i>(formal indication pursuant to EU-IR: voHV2022HHAG)</i>
Type of message	Notice of Annual General Meeting <i>(formal indication pursuant to EU-IR: NEWM)</i>

B. Specification of the issuer

ISIN	DE0006083405
Name of issuer	HORNBAACH Holding AG & Co. KGaA

C. Specification of general meeting

Date of general meeting	07.08.2022 <i>(formal indication pursuant to EU-IR: 20220708)</i>
Time of general meeting (start)	Start: 11.00 a.m. CEST <i>(formal indication pursuant to EU-IR: 09:00 UTC)</i>
Type of general meeting	Virtual Annual General Meeting without the physical attendance of shareholders or their proxy representatives <i>(formal indication pursuant to EU-IR: GMET)</i>
Location of general meeting	URL to the company's shareholder portal to follow the shareholders' meeting live in audio and video and to exercise shareholder rights: www.hornbach-group.com/agm/Holding Location of the general meeting as defined in the German Stock Corporation Act (AktG): Hornbachstrasse 11, 76879 Bornheim, Germany
Record date	06.17.2022, 00:00 a.m. CEST <i>(formal indication pursuant to EU-IR: 20220616, 22:00 UTC)</i>
Uniform resource locator of general meeting/URL	www.hornbach-group.com/agm/Holding

Other disclosures

Voting	The votes on Agenda Items 1, 2, 3, 4, 5, and 7 are of a binding nature in each case <i>(formal indication pursuant to EU-IR: BV)</i> The vote on Agenda Item 6 is of an advisory nature <i>(formal indication pursuant to EU-IR: AV)</i>
Alternative voting options	The following voting options are available for each of Agenda Items 1 to 7: vote in favor, vote against, abstention <i>(formal indications pursuant to EU-IR: VF, VA, AB)</i>

Blocks D to F

Further information on

- Participation in general meeting (Block D)
- The agenda (Block E), and
- The specification of the deadlines regarding the exercise of other shareholders' rights (Block F)

can be found on the following website:

www.hornbach-group.com/agm/Holding

AGENDA

- 1. Presentation of the annual financial statements and the consolidated financial statements approved by the Supervisory Board for the 2021/2022 financial year, the combined management report for HORNBAACH Holding AG & Co. KGaA and the Group, the report of the Supervisory Board, and the explanatory report of the General Partner in respect of the disclosures made pursuant to § 289a and § 315a of the German Commercial Code (*Handelsgesetzbuch* – HGB); resolution on the adoption of the annual financial statements of HORNBAACH Holding AG & Co. KGaA for the 2021/2022 financial year**

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the General Partner in accordance with § 171 AktG. Pursuant to § 286 (1) AktG, the Annual General Meeting passes a resolution on the adoption of the annual financial statements. The remaining documents are to be made available to the Annual General Meeting without any further resolution required in this respect.

The General Partner and the Supervisory Board propose the adoption of the annual financial statements in the version presented in which a net profit of € 46,741,964.24 is reported.

- 2. Resolution on the appropriation of net profit for the 2021/2022 financial year**

The General Partner and the Supervisory Board propose to appropriate the net profit reported for the 2021/2022 financial year amounting to

€ 46,741,964.24

as follows:

Distribution of a dividend of € 2.40 per no-par ordinary share

€ 38,400,000.00

Balance carried forward

€ 8,341,964.24

The proposal in respect of the appropriation of net profit is based on the existing number of no-par ordinary shares with dividend entitlement at the time at which the General Partner and Supervisory Board adopted the proposal. Should the number of no-par ordinary shares with dividend entitlement change before the time at which the Annual General Meeting adopts its resolution, a suitably amended proposal in respect of the appropriation of net profit will be submitted for resolution by the Annual General Meeting; this will still provide for a dividend of € 2.40 per no-par ordinary share with dividend entitlement and a correspondingly adjusted balance carried forward. The resolution adopted will therefore still utilize net profit in its entirety. The company currently does not hold any treasury stock which do not have dividend entitlement.

- 3. Resolution on approval of General Partner's actions in the 2021/2022 financial year**

The General Partner and Supervisory Board propose that the actions of the General Partner in the 2021/2022 financial year be approved for this period.

- 4. Resolution on approval of Supervisory Board members' actions in the 2021/2022 financial year**

The General Partner and Supervisory Board propose that the actions of the members of the Supervisory Board in the 2021/2022 financial year be approved for this period.

- 5. Election of auditor and group auditor for the 2022/2023 financial year and of auditor for the audit review of the half-year financial report for the 2022/2023 financial year**

Based on the recommendation made by the Audit Committee, the Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, should be elected as auditor and group auditor for the 2022/2023 financial year and as auditor for the audit review of the condensed interim consolidated financial statements and interim management report for the first half of the 2022/2023 financial year pursuant to § 115 (5) and § 117 No. 2 of the German Securities Trading Act (*Wertpapierhandelsgesetz* – WpHG).

The Audit Committee declared that its recommendation was free of undue influence by third parties and that no clauses restricting its selection of the type referred to in Article 16 (6) of the EU Audit Regulation had been imposed.

6. Resolution on approval of remuneration report

Pursuant to § 278 (3) and § 162 AktG in the version of this act adopted to implement the Second Shareholder Rights Directive (ARUG II), the General Partner and the Supervisory Board are required to prepare a remuneration report and to submit this to the Annual General Meeting for approval pursuant to § 278 (3) and § 120a (4) AktG. As § 162 AktG only refers to the remuneration of members of the Board of Management and Supervisory Board and as the company does not have a Board of Management, the company believes that the remuneration report could be limited to presenting the remuneration of the Supervisory Board. In the interests of transparency, however, the remuneration report also presents the remuneration of the Board of Management and the Supervisory Board of the General Partner.

The remuneration report has been audited by the auditor pursuant to § 162 (3) AktG to ascertain whether the legally required disclosures pursuant to § 162 (1) and (2) AktG have been made. The audit opinion on the audit of the remuneration report is appended to the remuneration report.

The General Partner and Supervisory Board propose the approval of the remuneration report for the 2021/2022 financial year, which has been prepared and audited in accordance with § 278 (3) and § 162 AktG.

The remuneration report is presented below and can also be viewed at our website at www.hornbach-group.com/remuneration_report/Holding from the date on which the Annual General Meeting was convened. The remuneration report will also be available for inspection there during the Annual General meeting.

“2021/22 Remuneration Report

HORNBACH Holding AG & Co. KGaA is a publicly listed company with the legal form of a partnership limited by shares (*Kommanditgesellschaft auf Aktien* – “**KGaA**”). Pursuant to § 162 of the German Stock Corporation Act (*Aktiengesetz* – “**AktG**”) as modified by the German Second Shareholder Rights Directive Implementation Act (*Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie* – “**ARUG II**”), the “management and supervisory boards of the listed company [...] are required to prepare a clear and understandable report each year on the remuneration granted and owed to each individual current or former member of the management and supervisory boards of the company and of companies with the same group (§ 290 of the German Commercial Code (*Handelsgesetzbuch* – “**HGB**”)). As a KGaA, HORNBACH Holding AG & Co. KGaA has a Supervisory Board, but does not have a Board of Management. The management of HORNBACH Holding AG & Co. KGaA is instead incumbent on the unlisted company HORNBACH Management AG as the General Partner. HORNBACH Management AG has a Supervisory Board and a Board of Management.

The Supervisory Board of HORNBACH Holding AG & Co. KGaA and the General Partner HORNBACH Management AG have compiled a remuneration report pursuant to § 162 AktG for the first time for the 2021/22 financial year. This report on the one hand presents the remuneration granted and owed to each individual current and former member of the Supervisory Board of HORNBACH Holding AG & Co. KGaA. On the other hand, it voluntarily presents the remuneration granted and owed to each current and former member of the Board of Management and Supervisory Board of HORNBACH Management AG. Furthermore, the report explains the principles underlying the remuneration systems for the members of the Board of Management and of the Supervisory Boards of HORNBACH Holding AG & Co. KGaA and HORNBACH Management AG.

A. REMUNERATION OF MEMBERS OF BOARD OF MANAGEMENT OF HORNBACH MANAGEMENT AG

I. Overview of remuneration system for Board of Management of HORNBACH Management AG

The remuneration of the Board of Management for the 2021/22 financial year is based on the remuneration system adopted by the Supervisory Board of HORNBACH Management AG on December 18, 2019, which took effect as of March 1, 2020 (the “**remuneration system of HORNBACH Management AG**”).

The remuneration of members of the Board of Management comprises fixed and variable components. Fixed remuneration components for the members of the Board of Management are the fixed annual salary, ancillary benefits, and the company pension scheme. The variable components are one-year variable remuneration ("OVR") and multiyear variable remuneration ("MVR"). Furthermore, the remuneration system lays down share ownership guidelines ("SOG") for members of the Board of Management.

Remuneration component	Assessment basis / parameter	
Fixed remuneration components		
Fixed annual salary	in 12 equal monthly instalments at the end of each calendar month	
Ancillary benefits	<ul style="list-style-type: none"> - Private use of company car - Accident insurance - Employer grants to health and nursing care insurance - Grant to voluntary pension insurance or, alternatively, to contributions to a life insurance policy amounting to 50 % of the respectively valid pension insurance rate up to the amount of the assessment ceiling - D&O insurance at the expense of HORNBACH Holding AG & Co. KGaA <p>Divergent rules apply in some cases for members of the Board of Management who are simultaneously members of the Board of Management of HORNBACH Baumarkt AG and are already entitled to the respective ancillary benefit due to their employment relationship at that company.</p>	
Company pension scheme	Plan type: Defined contribution commitment Contribution: Half-yearly pension contribution amounting to 12.5 % of fixed gross annual salary	
Variable remuneration components		
One-year variable remuneration (OVR)	Plan type: Target amount: Cap: Performance criteria: Assessment period: Payment date:	Target bonus – Chief Executive Officer: € 265,000 – Members of Board of Management: € 60,000 200 % of target amount – Sales (40 %), free cash flow (30 %), and EBT (30 %) of HORNBACH Holding AG & Co. KGaA (figures taken from consolidated financial statements) – Modifier (0.8-1.2) One year (forward-looking) Month in which consolidated financial statements of HORNBACH Holding AG & Co. KGaA for respective financial year are approved, at latest month thereafter
	Objective: To provide an incentive for the Board of Management to focus its activities on the growth strategy pursued by the company and to incentivize the ongoing increase in the company's earnings strength and internal financing potential.	

Remuneration component	Assessment basis / parameter	
Multiyear variable remuneration (MVR)	Plan type: Target amount: Cap: Performance criteria: Performance period: Payment date:	Performance cash plan – Chief Executive Officer: € 425,000 – Members of Board of Management: € 100,000 200 % of target amount – Relative TSR (25 %) of HORNBAACH Holding AG & Co. KGaA and ROCE premium over WACC (75 %) of HORNBAACH Holding AG & Co. KGaA (figures taken from consolidated financial statements) – Modifier (0.8-1.2) Four years (forward looking) Month in which consolidated financial statements for final financial year in four-year performance period are approved, at latest month thereafter
	Objective: To create long-term incentives to generate an adequate return for shareholders, also by comparison with the market, and to present and promote in the remuneration system for the Board of Management all aspects of sustainably profitable value creation resulting from entrepreneurial actions.	
Other provisions		
SOG	<ul style="list-style-type: none"> - Obligation to use 50 % of MVR payment amount to acquire shares in HORNBAACH Holding AG & Co. KGaA. - SOG target: 150 % of one fixed gross annual salary for Chief Executive Officer; 100 % of one fixed gross annual salary for regular member of Board of Management - Shares to be held for duration of activity on Board of Management 	
	The share ownership guideline (SOG) is intended in particular to align the remuneration structure to the company's permanent business success. The obligation to acquire and hold shares links the remuneration of the Board of Management to the share price performance of HORNBAACH Holding AG & Co. KGaA, which in turn reflects the company's inherent earnings strength.	
Maximum remuneration	<ul style="list-style-type: none"> - Cap on total remuneration payable for a financial year (total of fixed annual salary, variable remuneration components, company pension scheme, and ancillary benefits), irrespective of payment date. - Chief Executive Officer; € 2,040,000; regular members of Board of Management: € 520,000 each - If remuneration exceeds the maximum amount, the MVR payment amount is reduced for the respective grant year. 	
Malus and clawback regulations	<ul style="list-style-type: none"> - The Supervisory Board may reduce the OVR and/or MVR payment amounts by up to 100 % in the event of improper conduct on the part of a member of the Board of Management during the assessment period ("malus") - Claim to repayment of OVR and/or MVR in the event of objectively erroneous consolidated financial statements ("clawback") 	

II. Remuneration of incumbent members of Board of Management of HORNBAACH Management AG in 2021/22 financial year

1. Members of Board of Management of HORNBAACH Management AG in 2021/22 financial year

The following individuals were members of the Board of Management of HORNBAACH Management AG in the 2021/22 financial year:

- Albrecht Hornbach, member of Board of Management and Chief Executive Officer since October 9, 2015
- Karin Dohm, member of Board of Management since January 1, 2021
- Roland Pelka, member of Board of Management from October 9, 2015 until March 31, 2021

In principle, the remuneration paid to members of the Board of Management of HORNBAACH Management AG is also deemed as settlement for activities at subsidiaries and shareholdings.

Albrecht Hornbach is the Chairman of the Supervisory Boards of HORNBAACH Baumarkt AG and HORNBAACH Immobilien AG. He receives additional remuneration for his activity as Chairman of the Supervisory Board of HORNBAACH Baumarkt AG.

Karin Dohm has been a member of the Board of Management of HORNBAACH Baumarkt AG since January 1, 2021. Roland Pelka was a member of the Board of Management of HORNBAACH Baumarkt AG until the conclusion of March 31, 2021. In addition to their remuneration as members of the Board of Management of HORNBAACH Management AG, in the 2021/22 financial year Karin Dohm and Roland Pelka also received remuneration as members of the Board of Management of HORNBAACH Baumarkt AG. The remuneration system applicable at HORNBAACH Baumarkt AG in the 2021/22 financial year is based on the same principles as the remuneration system at HORNBAACH Management AG (see Section I above). It comprises the same remuneration components and refers to the same performance criteria with the same weighting – merely based in this case on HORNBAACH Baumarkt AG. The remuneration system of HORNBAACH Baumarkt AG was approved by the Annual General Meeting of HORNBAACH Baumarkt AG on July 9, 2020.

The disclosures provided on the remuneration granted and owed in the 2021/22 financial year include disclosures on the remuneration at HORNBAACH Baumarkt AG.

2. Remuneration granted and owed in 2021/22 financial year

Pursuant to § 162 (1) Sentence 1 AktG, the remuneration report must report on the remuneration granted and owed to each individual member of the Board of Management in the past financial year. The terms used are based on the following understanding of the concepts:

- The term “granted” refers to “*the actual payment of the remuneration component*”;
- The term “owed” refers to “*all legally existent liabilities for remuneration components that are due for payment but which have not yet been settled.*”

This understanding of the concepts differs from the terms “benefits granted” and “benefits received” used in previous remuneration reports. As defined in the 2017 version of the German Corporate Governance Code, “benefits granted” included all remuneration components basically committed to a member of the Board of Management in the respective year and whose amount could be estimated, irrespective of the time of payment. Since the introduction of § 162 AktG, the distinction made between “granted” and “received” in the former understanding of the concepts can no longer be upheld. In terms of its content, the term “granted” as used in § 162 AktG corresponds to the previous understanding of “received”.

2.1 Tabular overview

The remuneration tables below present remuneration as granted and owed if the respective member of the Board of Management had fully satisfied the underlying performance obligations as of February 28, 2022. Accordingly, the following components are reported as remuneration granted in the 2021/22 financial year:

- The basic salary paid in the 2021/22 financial year
- Ancillary benefits
- The OVR for the 2021/22 financial year paid at the beginning of the 2022/23 financial year.

The MVR has been allocated in annual tranches since March 1, 2020 (2020/21 financial year). Each tranche of the MVR has a performance period of four years. Accordingly, the first MVR tranche still runs through to February 29, 2024 and is due for payment at the beginning of the 2024/25 financial year. It will be reported in the remuneration report for the 2023/24 financial year (final year in the four-year performance period). In this remuneration report, no payments relating to the MVR have been included within remuneration granted and owed.

As HORNBACH Management AG is not in arrears with the payment of remuneration components, none of the remuneration components presented in the tables are owed.

Albrecht Hornbach
Chief Executive Officer

	2021/22		2020/21	
	in €	in %	in €	in %
Fixed remuneration components				
Basic salary	480,000	46 %	480,000	46 %
Ancillary benefits	33,018	3 %	32,652	3 %
Total	513,018		512,652	
Variable remuneration components				
One-year variable remuneration (OVR)	530,000	51 %	530,000	51 %
Total – granted and owed remuneration	1,043,018		1,042,652	
Pension expenses ¹	120,000		120,000	
Total remuneration including pension expenses	1,163,018		1,162,652	
Maximum remuneration	2,040,000		2,040,000	
Clawback pursuant to § 162 (1) Sentence 2 No. 4 AktG	-		-	

¹ Pension expenses are disclosed as service cost pursuant to IAS 19. Service cost pursuant to IAS 19 does not constitute “granted or owed” remuneration as defined in § 162 (1) Sentence 1 AktG, as it was not actually received by the member of the Board of Management in the year under report.

Karin Dohm
CFO
since January 1, 2021

	2021/22		2020/21	
	in €	in %	in €	in %
Fixed remuneration components				
Basic salary at HORNBACH Management AG	112,000	9 %	18,667	9 %
Basic salary at HORNBACH Baumarkt AG	450,000	37 %	75,000	37 %
Ancillary benefits at HORNBACH Baumarkt AG	18,548	2 %	3,093	2 %
Total	580,548		96,760	
Variable remuneration components				
One-year variable remuneration (OVR) at (EVV) HORNBACH Management AG	120,000	10 %	20,000	10 %
One-year variable remuneration (OVR) at HORNBACH Baumarkt AG	500,000	42 %	83,333	42 %
Total – remuneration granted and owed	1,200,548		200,093	
Pension expenses at HORNBACH Management AG	28,000		4,667	
Pension expenses at HORNBACH Baumarkt AG	112,500		18,750	
Total remuneration including pension expenses	1,341,048		223,510	
Maximum remuneration at HORNBACH Management AG	520,000		86,666	
Maximum remuneration at HORNBACH Baumarkt AG	1,822,500		303,750	
Clawback pursuant to § 162 (1) Sentence 2 No. 4 AktG	-		-	

Roland Pelka
CFO
until March 31, 2021¹

	2021/22		2020/21	
	in €	in %	in €	in %
Fixed remuneration components				
Basic salary at HORNBACH Management AG	74,666	9 %	112,000	9%
Basic salary at HORNBACH Baumarkt AG	291,666	35 %	500,000	38 %
Ancillary benefits at HORNBACH Baumarkt AG	14,835	2 %	30,217	2 %
Total	381,167		642,217	
Variable remuneration components				
One-year variable remuneration (OVR) at HORNBACH Management AG	80,000	9 %	120,000	9 %
One-year variable remuneration (OVR) at HORNBACH Baumarkt AG	320,833	38 %	550,000	42 %
Pension payments (from January 1, 2022)				
Pension at HORNBACH Management AG	10,000	1 %	-	-
Pension at HORNBACH Baumarkt AG	50,000	6 %	-	-
Total – remuneration granted and owed	842,000		1,312,217	
Pension expenses at HORNBACH Management AG	18,666		28,000	
Pension expenses at HORNBACH Baumarkt AG	72,917		125,000	
Total remuneration including pension expenses	933,583		1,465,217	
Maximum remuneration at HORNBACH Management AG	346,666		520,000	
Maximum remuneration at HORNBACH Baumarkt AG	1,175,416		2,015,000	
Clawback pursuant to § 162 (1) Sentence 2 No. 4 AktG	-		-	

¹ The tabular presentation of remuneration granted and owed includes the fixed and variable remuneration components granted to Roland Pelka following his retirement from his Board of Management positions through to the end of the respective employment contract (HORNBACH Management AG: October 31, 2021; HORNBACH Baumarkt AG: September 30, 2021).

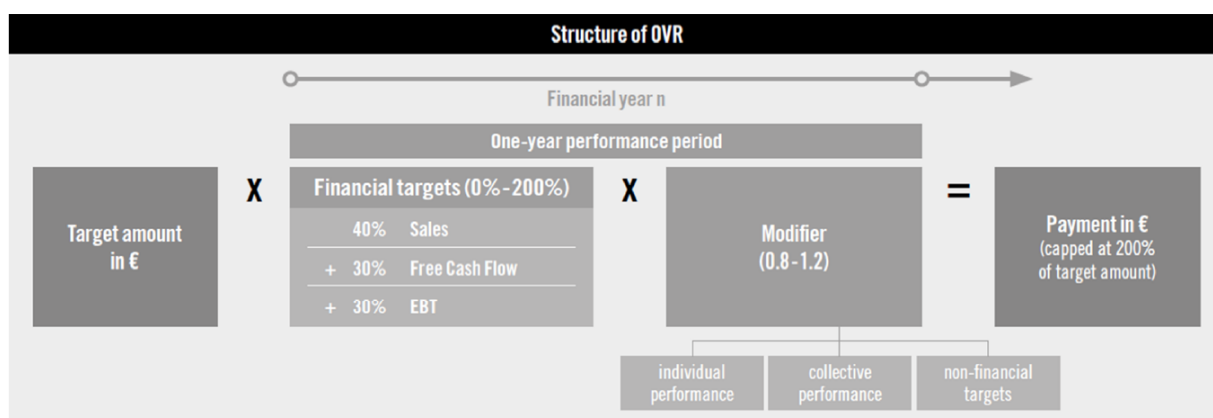
2.2 Explanatory notes

2.2.1 Performance criteria for variable remuneration

a) Performance criteria for one-year variable remuneration (OVR)

aa) Overview of OVR

OVR is a performance-related bonus with a one-year assessment period. In the first step, OVR is dependent on key financial performance criteria at HORNBAACH Holding AG & Co. KGaA. In the second step, the Supervisory Board may apply a modifier to account for the performance of the individual member of the Board of Management, the collective performance of the overall Board of Management, and the achievement of relevant non-financial targets.



bb) Financial performance criteria

The three financial performance criteria used to calculate the amount of OVR remuneration paid are: sales (weighted at 40 %), free cash flow, and earnings before taxes (“EBT”), both of which weighted at 30 %. This on the one hand provides an incentive for the Board of Management to focus its activities on the growth strategy pursued by the company. On the other hand, it provides an incentive for continually increasing the company’s earnings strength and internal financing potential. The figures are based on those reported in the approved and audited consolidated financial statements of HORNBAACH Holding AG & Co. KGaA for the respective financial year.

The Supervisory Board of HORNBAACH Management AG sets targets for the individual financial performance criteria before the beginning of the respective financial year. Upon the conclusion of the financial year, total target achievement is calculated on the basis of target achievement in the individual financial performance criteria. To determine target achievement for the three financial performance criteria, for each criterion the Supervisory Board of HORNBAACH Management AG compares the actual value upon expiry of the financial year with the actual value for the previous year (strategic growth rate). For the 2021/22 financial year, the Supervisory Board stipulated the following targets and determined the following levels of target achievement:

Sub-target	Weighting	Threshold (0 %)	Target value (100 %)	Maximum value (200 %)	Actual value 2021/22	Target achievement
Sales	40 %	€ 5.2 billion	€ 5.5 billion	€ 5.8 billion	€ 5.9 billion	200 %
Free cash flow	30 %	€ 80 million	€ 100 million	€ 120 million	€ 134 million	200 %
EBT	30 %	€ 215 million	€ 245 million	€ 275 million	€ 314 million	200 %

cc) Modifier

To supplement the financial performance criteria, the Supervisory Board of HORNBAACH Management AG stipulates criteria for the modifier, generally before the beginning of the respective financial year. By way of the modifier, the Supervisory Board can assess the performance of the individual member of the Board of Management, the performance of the overall Board of Management, and the achievement of non-financial targets, such as stakeholder and ESG (Environment, Social, Governance) targets, in each case referring to HORNBAACH Management AG and HORNBAACH Holding AG & Co. KGaA. For the 2021/22 financial year, the Supervisory Board defined the following criteria for the modifier:

The collective performance of the Board of Management, specifically:

- Further development of governance at the company
- Change management in the context of migration to a new ERP system
- Increasing the visibility and valuation of the share of HORNBAACH Holding AG & Co. KGaA.

The individual modifier is determined by the Supervisory Board of HORNBAACH Management AG at its due discretion. The modifier generally amounts to 1.0 and may be adjusted to a value between 0.8 and 1.2 if the financial performance criteria alone do not adequately reflect the performance of the member of the Board of Management. Pursuant to the transitional provisions for the OVR in the employment contracts, in the 2020/21 financial year the company applied the modifier for the OVR with a factor of 1.0. For the 2021/22 financial year, the Supervisory Board also set the modifier at 1.0.

dd) Calculation of OVR payment amount

The target amount of OVR is paid if target achievement amounts to 100 %.

If the employment relationship of the member of the Board of Management begins or ends in the current financial year, the target amount is proportionately reduced on a pro rata temporis basis as of the beginning or end of the employment relationship. The same applies by analogy to periods in which the member of the Board of Management, while still employed, has no claim to remuneration. If the employment relationship ends, the OVR is calculated for the current financial year in accordance with general provisions governing the OVR and paid at the regular date. All claims to OVR relating to a current assessment period, i.e. a current financial year, lapse without replacement or compensation in the following "bad leaver" cases: The employment contract with the member of the Board of Management ends prior to expiry of the assessment period due to extraordinary termination by the company for a compelling reason pursuant to § 626 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*) for which the member of the Board of Management is responsible; the appointment of the member of the Board of Management ends before expiry of the assessment period due to the appointment as a member of the Board of Management being revoked as a result of a gross breach of duty, or the appointment of the member of the Board of Management ends before expiry of the assessment period due to his or her resigning, without such resignation being caused by a breach of duty on the part of the company or by ill health on the part of the member of the Board of Management or of a close family member.

ee) OVR payment and cap

The annual OVR payment amount is capped at a maximum of 200 % of the target amount. The payment amount is due for payment at the latest in the month following approval of the consolidated financial statements of HORNBAACH Holding AG & Co. KGaA for the financial year to which the OVR refers.

b) Performance criteria for multiyear variable remuneration (MVR)

No tranche of MVR was yet granted for the 2021/22 financial year. The first tranche of MVR was allocated as of March 1, 2020 (2020/21 financial year). Its four-year performance period will end upon the conclusion of February 29, 2024. Accordingly, MVR will be paid for the first time at the beginning of the 2024/25 financial year. A further tranche of MVR was allocated as of March 1, 2021 (2021/22 financial year). Its four-year performance period will end upon the conclusion of February 28, 2025. The performance criteria for the MVR allocated as of March 1, 2021 are reported below.

aa) Overview of MVR

MVR is structured as a performance cash plan that is granted annually in rolling tranches. Each tranche of the performance cash plan has a four-year term ("**performance period**"). Each performance period begins on March 1 of the first financial year in the performance period ("**grant year**") and ends on February 28/29 of the third year following the grant year.

In the first step, MVR is dependent on key financial performance criteria at HORNBAACH Holding AG & Co. KGaA. In the second step, the Supervisory Board may apply a modifier to account for the performance of the individual member of the Board of Management, the collective performance of the overall Board of Management, and achievement of relevant non-financial targets, in each case referring to HORNBAACH Management AG and to HORNBAACH Holding AG & Co. KGaA. Following expiry of the performance period, the target achievement for MVR is calculated over the four-year performance period and the payment amount for each member of the Board of Management is determined in line with the level of target achievement.

bb) Financial performance criteria

The key financial performance criteria for MVR are the relative total shareholder return ("**TSR**") of HORNBAACH Holding AG & Co. KGaA compared with the TSRs of companies listed in the SDAX throughout the entire performance period (except HORNBAACH Holding AG & Co. KGaA with ISIN DE0006083405), which is weighted at 25 %, and the return premium (expressed by the return on capital employed, "**ROCE**") less the weighted average cost of capital ("**WACC**") ("**ROCE premium over WACC**") of the Group during the four-year performance period, which is weighted at 75 %. This on the one hand creates long-term incentives to generate an adequate return for shareholders, also by comparison with the market. On the other hand, the remuneration system for members of the Board of Management presents and promotes all aspects of sustainably profitable value creation resulting from their entrepreneurial actions. The specific targets set by the Supervisory Board for the financial performance criteria in the respective MVR tranche are reported in the remuneration report which discloses the granting of the respective tranche.

cc) Modifier

By analogy with OVR and the principles presented in Section A.II.2.2.1a)cc), the Supervisory Board may supplement the financial performance criteria with the modifier to account for the performance of the individual member of the Board of Management, the performance of the overall Board of Management, and the achievement of non-financial targets, such as stakeholder and ESG targets, referring in each case to HORNBAACH Management AG and HORNBAACH Holding AG & Co. KGaA, and, at its due discretion, set the modifier at between 0.8 and 1.2 for each member of the Board of Management. The specific targets set by the Supervisory Board for the modifier in the respective MVR tranche are reported in the remuneration report which discloses the granting of the respective tranche.

dd) Calculation of MVR payment amount

The MVR target amount is disbursed in the event of 100 % target achievement. If the employment relationship or MVR participation entitlement of the respective member of the Board of Management begins or ends during the grant year, the target amount is proportionately reduced on a pro rata temporis basis. This means that the target amount of MVR is reduced by 1/365 for each day in the grant year on which there was no employment relationship or no entitlement to participate. The same applies by analogy to periods in which the member of the Board of Management, while still employed, has no claim to remuneration. If the employment relationship ends, the MVR is calculated for the current performance periods in accordance with general provisions governing the MVR and paid at the regular date. All claims to MVR relating to a current assessment period, i.e. a current performance period, lapse without replacement or compensation in the “bad leaver” cases presented for OVR.

ee) MVR payment and cap

The MVR payment amount is capped for each tranche at a maximum of 200 % of the target amount. The payment amount is due for payment at the latest in the month following approval of the consolidated financial statements of HORNBACH Holding AG & Co. KGaA for the final financial year in the four-year performance period.

2.2.2 Conformity with remuneration system

The remuneration granted and owed to the members of the Board of Management in the 2021/22 financial year conforms to the provisions of the remuneration system at HORNBACH Management AG. There were no deviations from the applicable remuneration system in the 2021/22 financial year. The OVR payment amount had to be reduced, as 200 % of the OVR target amount was exceeded. Overall, however, the remuneration granted and owed to the members of the Board of Management in the 2021/22 financial year did not exceed the maximum remuneration stipulated in the remuneration system. In calculating the MVR payment amount for the 2021/22 financial year (upon the conclusion of the 2024/25 financial year), a calculation will be made to ascertain whether the maximum remuneration is exceeded due to the MVR payment amount; if necessary, the MVR payment amount will be correspondingly reduced.

2.2.3 No clawbacks in 2021/22 financial year

HORNBACH Management AG did not claw back any variable remuneration components from individual members of the Board of Management in the 2021/22 financial year. No factual preconditions for any such clawback were met.

2.2.4 Payments and commitments in the event of termination of employment

- a) Payments and commitments to members of the Board of Management in the event of premature termination of employment
- aa) Should the activity of a member of the Board of Management be terminated prematurely, then any potential severance pay, including ancillary benefits, is capped at a maximum of two annual remuneration packages. If the remaining term of the employment contract amounts to fewer than two years, the severance pay may not exceed the contractual remuneration for the remaining term (“**severance pay cap**”). The calculation of the severance pay cap is generally based on total remuneration for the past financial year and, where appropriate, also on expected total remuneration for the current financial year. If a retrospective prohibition on competition is agreed, then any severance pay is imputed to the remuneration agreed as compensation for such prohibition. If the employment contract is terminated by the member of the Board of Management, or due to a compelling reason for which he or she is responsible, then severance pay is precluded.

bb) The members of the Board of Management receive a company pension from HORNBAACH Baumarkt AG in the form of a defined contribution commitment, also if their activity as a member of the Board of Management is terminated prematurely.

b) Pension commitments to members of the Board of Management upon the regular conclusion of their activity

Upon the regular conclusion of their activity, the members of the Board of Management receive a pension. This pension is paid upon the respective member reaching the age of 65. Members of the Board of Management have received a defined contribution commitment covering retirement, invalidity, and surviving dependent pensions. A pension contribution amounting to 12.5 % of the fixed gross annual salary is paid in for every half year of the respective appointment to the Board of Management.

The following overview presents these pensions on an individualized basis for the members of the Board of Management in the 2021/22 financial year. The figures are broken down into the present value and the amount expended by the company for this during the past financial year.

	Present value	Amount expended in 2021/22 financial year
Albrecht Hornbach	€ 1,524,032	€ 120,000
Karin Dohm		
HORNBAACH Management AG	€ 34,978	€ 28,000
HORNBAACH Baumarkt AG	€ 140,536	€ 112,500
Roland Pelka		
HORNBAACH Management AG	€ 1,332,858	€ 18,666
HORNBAACH Baumarkt AG	€ 6,524,900	€ 72,917

c) Payments and commitments to members of the Board of Management retiring in the 2021/22 financial year

Roland Pelka retired from the Board of Management of HORNBAACH Management AG in the 2021/22 financial year. His appointment as a member of the Board of Management of HORNBAACH Management AG was originally scheduled to expire upon the conclusion of October 31, 2021. HORNBAACH Management AG and Roland Pelka amicably agreed to terminate his position on the Board of Management prematurely upon the conclusion of March 31, 2021. Upon this termination, HORNBAACH Management AG concluded a termination agreement with Roland Pelka. The objects of this agreement included the continuation of the employment contract through to the conclusion of the regulation termination date, i.e. through to the conclusion of October 31, 2021. HORNBAACH Management AG made a commitment to Roland Pelka to continue paying his monthly fixed salary through to the termination date of the employment contract. In addition, HORNBAACH Management AG granted to Roland Pelka the 2021/22 OVR reduced on a time-apportioned basis to 8/12 and the 2021/22 MVR reduced on a time-apportioned basis to 245/365 as of the regular payment date. Furthermore, HORNBAACH Management AG and Roland Pelka agreed that the latter would be paid the pension capital achieved as of January 1, 2022 in monthly installments prematurely from January 1, 2022. The employment contract with HORNBAACH Baumarkt AG was amicably terminated upon the conclusion of September 30, 2021. Here too, Roland Pelka received his remuneration for the remaining term of the employment contract on a time-apportioned basis. In the case of HORNBAACH Baumarkt AG, Roland Pelka is also being paid the pension capital achieved as of January 1, 2022 in monthly installments prematurely from January 1, 2022.

The retirement pension payments are already included in the above presentation of remuneration granted and owed (Section A.II.2.1).

III. Remuneration of former members of Board of Management

1. Remuneration granted and owed in 2021/22 financial year (individualized)

Pursuant to § 162 (1) Sentence 1 AktG, report must also be provided on the remuneration granted and owed to former members of the Board of Management. The remuneration of Roland Pelka, who only left the company during the 2021/22 year under report, has already been presented above in Section A.II.2.1.

Pursuant to § 162 (5) Sentence 2 AktG, the obligation to report on remuneration granted and owed to former members of the Board of Management in the year under report on an individualized basis extends to include remuneration granted and owed up to the conclusion of ten years after the financial year in which the former member of the Board of Management stood down from the position most recently held on the Board of Management or Supervisory Board at HORNBACH Management AG. Accordingly, this includes members of the Board of Management who stood down from their most recent positions on the Board of Management or Supervisory Board of HORNBACH Management AG after the 2011/12 financial year.

In the 2021/22 financial year there was no remuneration granted or owed which required report for former members of the Board of Management.

2. Total remuneration granted to former members of Board of Management who stood down prior to 2012

Pursuant to § 162 (5) Sentence 2 AktG, there is no obligation to provide individualized disclosures on remuneration granted and owed in the 2021/22 financial year to former members of the Board of Management who already stood down from their most recent positions on the Board of Management or Supervisory Board of HORNBACH Management AG prior to the beginning of the 2012/13 financial year and to which accordingly any remuneration granted and owed in the 2021/22 financial year would be thereby granted and owed more than ten years after their standing down from their positions at HORNBACH Management AG. In the 2021/22 financial year, there was no total remuneration granted and owed to former members of the Board of Management that would require report.

IV. Comparative presentation

The table below presents a comparison of the percentage change of the remuneration paid to members of the Board of Management with the earnings performance of HORNBACH Holding AG & Co. KGaA and with average remuneration paid to employees on a full-time equivalent basis compared with the previous year.

The earnings performance is presented by reference to the relative change in the key figures of the annual net surplus at HORNBACH Holding AG & Co. KGaA (annual financial statements) and the earnings before taxes (EBT) and sales of the HORNBACH Holding AG & Co. KGaA Group.

The comparison with the development in average remuneration paid to employees has been based on the employees at HORNBACH Holding AG & Co. KGaA, HORNBACH Baumarkt AG, and HORNBACH Baustoff Union GmbH on a full-time equivalent basis.

Annual change in %	2021/22 compared with 2020/21 ²
Board of Management remuneration¹	
Albrecht Hornbach	0.1 %
Karin Dohm	600 % ³
Roland Pelka	-35.5 % ⁴
Earnings performance	
Annual net surplus at KGaA	4.3 %
Earnings before taxes (EBT) ⁵ at Group	18.1 %
Sales at Group	7.7 %
Remuneration of employees	
Employees of HORNBACH Holding AG & Co. KGaA, HORNBACH Baumarkt AG, and HORNBACH Baustoff Union GmbH	1 %

¹ "Granted and owed" remuneration as defined in § 162 (1) Sentence 1 AktG

² Pursuant to the transitional requirement of § 26j (2) Sentence 2 EGAktG, through to the conclusion of the 2025/26 financial year, the comparative analysis should only include average remuneration in the period since the 2020/21 financial year, rather than the average remuneration in the past five financial years.

³ Karin Dohm joined the company as of January 1, 2021 and was therefore a member of the Boards of Management of HORNBACH Management AG and HORNBACH Baumarkt AG for only two months in the comparative 2020/21 financial year.

⁴ Due to his departure from the company, the employment contracts between Roland Pelka and HORNBACH Management AG and HORNBACH Baumarkt AG expired during the 2021/22 financial year (HORNBACH Management AG: October 31, 2021; HORNBACH Baumarkt AG: September 30, 2021).

⁵ Consolidated earnings before taxes on income

B. REMUNERATION OF MEMBERS OF SUPERVISORY BOARD OF HORNBACH MANAGEMENT AG

I. Overview of remuneration

The remuneration of the Supervisory Board is governed by § 4.7 of the Articles of Association of HORNBACH Management AG. The remuneration of Supervisory Board members comprises fixed annual basic remuneration. The fixed annual basic remuneration amounts to € 50,000.00 for the Chairman of the Supervisory Board, € 40,000.00 for the Deputy Chairman of the Supervisory Board, and € 20,000.00 for each other member of the Supervisory Board. Furthermore, Supervisory Board members also sitting on a Supervisory Board committee receive fixed committee remuneration. Fixed committee remuneration amounts to € 22,500.00 for the Chairman and € 9,000.00 for each other member in the Audit Committee, to € 15,000.00 for the Chairman and € 6,000.00 for each other member in the Personnel Committee, and to € 10,000.00 for the Chairman and € 4,000.00 for each other member in all other committees. HORNBACH Management AG has currently not formed any committees.

The fixed annual basic remuneration and fixed committee remuneration are granted for each financial year and are each due for payment after the Annual General Meeting to which the annual financial statements for the respective financial year are presented. Remuneration is proportionately reduced on a pro rata temporis basis if a member of the Supervisory Board or a committee is not a member of such for the full financial year or does not chair the respective body for the full financial year.

HORNBACH Management AG reimburses any sales tax incurred on the fixed annual basic remuneration and the fixed committee remuneration to the extent that Supervisory Board members are entitled to charge the company separately for sales tax and exercise this right.

II. Remuneration of Supervisory Board members in 2021/22 financial year

1. Supervisory Board members in 2021/22 financial year

The following individuals were members of the Supervisory Board of HORNBAACH Management AG in the 2021/22 financial year:

- Dr. John Feldmann (Chairman; until July 8, 2021: Deputy Chairman)
- Dr. Wolfgang Rupf (Chairman, until July 8, 2021)
- Melanie Thomann-Bopp (Deputy Chair; since July 8, 2021)
- Albert Hornbach
- Arnulf Hornbach (since July 8, 2021)
- Johann Hornbach (since July 8, 2021)
- Simone Krah (since July 8, 2021)
- Maria Olivier (since January 1, 2022)
- Prof. Dr.-Ing. Jens P. Wulfsberg
- Dr. Susanne Wulfsberg
- Christoph Hornbach (until July 8, 2021)
- Georg Hornbach (until July 8, 2021)
- Steffen Hornbach (until December 31, 2021)
- Joerg Walter Sost (until July 8, 2021)

2. Remuneration granted and owed to Supervisory Board members active in 2021/22 financial year

The table below presents the remuneration granted and owed to individual Supervisory Board members in the 2021/22 financial year. The concept “granted and owed” remuneration is based on the same definition as outlined above in Section A.II.2. The remuneration reported in the table therefore presents the amounts actually received in the 2021/22 financial year.

	Fixed remuneration				Total		Remuneration from other group mandates ¹	
	2021/22		2020/21		2021/22	2020/21	2021/22	2020/21
	in €	in %	in €	in %				
Dr. John Feldmann	46,466	100	40,000	100	46,466	40,000	100,500	100,500
Dr. Wolfgang Rupf (until July 8, 2021)	17,808	100	50,000	100	17,808	50,000	0	0
Melanie Thomann-Bopp (since July 8, 2021)	25,863	100	0	0	25,863	0	60,766	0
Albert Hornbach	20,000	100	20,000	100	20,000	20,000	0	0
Arnulf Hornbach (since July 8, 2021)	12,931	100	0	0	12,931	0	0	0
Johann Hornbach (since July 8, 2021)	12,931	100	0	0	12,931	0	0	0
Simone Krah (since July 8, 2021)	12,931	100	0	0	12,931	0	11,962	0
Maria Olivier (since January 1, 2022)	3,233	100	0	0	3,233	0	0	0
Prof. Dr.-Ing. Jens P. Wulfsberg	20,000	100	20,000	100	20,000	20,000	18,384	20,000
Dr. Susanne Wulfsberg	20,000	100	20,000	100	20,000	20,000	8,384	10,000
Christoph Hornbach (until July 8, 2021)	7,123	100	20,000	100	7,123	20,000	0	0
Georg Hornbach (until July 8, 2021)	7,123	100	20,000	100	7,123	20,000	29,000	29,000
Steffen Hornbach (until December 31, 2021)	16,767	100	5,150	100	16,767	5,150	3,233	0
Joerg Walter Sost (until July 8, 2021)	7,123	100	20,000	100	7,123	20,000	0	0

¹ The figure presented corresponds to the remuneration paid for mandates at group companies of HORNBAACH Management AG (§ 162 (1) Sentence 1 AktG in conjunction with § 290 HGB) for periods in which the respective Supervisory Board member was simultaneously a member of the Supervisory Board of HORNBAACH Management AG.

III. Comparative presentation

The table below presents a comparison of the percentage change of the remuneration paid to Supervisory Board members with the earnings performance of HORNBAACH Holding AG & Co. KGaA and with average remuneration paid to employees on a full-time equivalent basis compared with the previous year.

The earnings performance is presented by reference to the relative change in the key figures of the annual net surplus at HORNBAACH Holding AG & Co. KGaA (annual financial statements) and the earnings before taxes (EBT) and sales of the HORNBAACH Holding AG & Co. KGaA Group.

The comparison with the development in average remuneration paid to employees has been based on the employees at HORNBAACH Holding AG & Co. KGaA, HORNBAACH Baumarkt AG, and HORNBAACH Baustoff Union GmbH on a full-time equivalent basis.

Annual change in %	2021/22 compared with 2020/21 ²
Supervisory Board remuneration¹	
Dr. John Feldmann	5%
Dr. Wolfgang Rupf (until July 8, 2021)	-64%
Melanie Thomann-Bopp	n/a
Albert Hornbach	0%
Arnulf Hornbach	n/a
Johann Hornbach	n/a
Simone Krah	n/a
Maria Olivier (since January 1, 2022)	n/a
Prof. Dr.-Ing. Jens P. Wulfsberg	-4%
Dr. Susanne Wulfsberg	-5%
Christoph Hornbach (until July 8, 2021)	-64%
Georg Hornbach (until July 8, 2021)	-26%
Steffen Hornbach (until December 31, 2021)	388%
Joerg Walter Sost (until July 8, 2021)	-64%
Earnings performance	
Annual net surplus at KGaA	4.3 %
Earnings before taxes (EBT) ³ at Group	18.1 %
Sales at Group	7.7 %
Remuneration of employees	
Employees of HORNBAACH Holding AG & Co. KGaA, HORNBAACH Baumarkt AG, and HORNBAACH Baustoff Union GmbH	1 %

¹ "Granted and owed" remuneration as defined in § 162 (1) Sentence 1 AktG

² Pursuant to the transitional requirement in § 26j (2) Sentence 2 EGAktG, through to the conclusion of the 2025/26 financial year, the comparative analysis should only include average remuneration in the period since the 2020/21 financial year, rather than the average remuneration in the past five financial years.

³ Consolidated earnings before taxes on income

C. REMUNERATION OF MEMBERS OF SUPERVISORY BOARD OF HORNBAACH HOLDING AG & CO. KGAA

I. Overview of remuneration

The new version of § 113 (3) AktG resulting from ARUG II requires the annual general meeting of listed companies to adopt a resolution on the remuneration of supervisory board members at least once every four years. The Supervisory Board of HORNBAACH Holding AG & Co. KGaA and the General Partner of HORNBAACH Management AG presented the remuneration system

for the adoption of a resolution by the Annual General Meeting on July 10, 2020. The Annual General Meeting on July 10, 2020 confirmed the remuneration with 99.96 % of the votes cast and adopted the remuneration system.

The remuneration of the Supervisory Board is governed by § 17 of the Articles of Association of HORNBAACH Holding AG & Co. KGaA. The remuneration of Supervisory Board members comprises fixed annual basic remuneration and inclusion in a financial loss liability insurance policy maintained by HORNBAACH Holding AG & Co. KGaA. The fixed annual basic remuneration amounts to € 50,000.00 for the Chairman of the Supervisory Board, € 40,000.00 for the Deputy Chairman of the Supervisory Board, and € 20,000.00 for each other member of the Supervisory Board. Furthermore, Supervisory Board members also sitting on a Supervisory Board committee receive fixed committee remuneration. Fixed committee remuneration amounts to € 22,500.00 for the Chairman and € 9,000.00 for each other member in the Audit Committee, and to € 10,000.00 for the Chairman and € 4,000.00 for each other member in all other committees.

The fixed annual basic remuneration and fixed committee remuneration are granted for each financial year and are each due for payment after the Annual General Meeting to which the annual financial statements for the respective financial year are presented. Remuneration is proportionately reduced on a pro rata temporis basis if a member of the Supervisory Board or a committee is not a member of such for the full financial year or does not chair the respective body for the full financial year.

HORNBAACH Holding AG & Co. KGaA reimburses any sales tax incurred on the fixed annual basic remuneration and the fixed committee remuneration to the extent that Supervisory Board members are entitled to charge the company separately for sales tax and exercise this right.

If a member of the Supervisory Board is at the same time a member of the Supervisory Board of the General Partner and receives remuneration from the General Partner for his or her activities, the fixed annual basic remuneration and fixed committee remuneration are reduced by half. The same applies with respect to the additional portion of remuneration paid to the Chairman and Deputy Chairman if the relevant person is at the same time the Chairman or Deputy Chairman of the Supervisory Board of the General Partner.

Furthermore, Supervisory Board members are included in a financial loss liability insurance policy maintained by HORNBAACH Holding AG & Co. KGaA at its own expense for its directors and officers.

Given that its structure conforms to market norms, the Supervisory Board remuneration makes it possible to attract suitable candidates for the position of Supervisory Board member. The Supervisory Board remuneration therefore helps to ensure that the Supervisory Board as a whole is able to perform its duties of supervising and advising the Board of Management in an appropriate and competent manner and thus promotes the business strategy and long-term development of HORNBAACH Holding AG & Co. KGaA.

II. Remuneration of Supervisory Board members in 2021/22 financial year

1. Supervisory Board members in 2021/22 financial year

The following individuals were members of the Supervisory Board of HORNBAACH Holding AG & Co. KGaA in the 2021/22 financial year:

- Dr. John Feldmann (Chairman)
- Martin Hornbach (Deputy Chairman)
- Simone Krah
- Simona Scarpaleggia
- Melanie Thomann-Bopp
- Prof. Dr.-Ing. Jens P. Wulfsberg (since January 1, 2022)
- Dr. Susanne Wulfsberg (until December 31, 2021)

2. Remuneration granted and owed to Supervisory Board members active in 2021/22 financial year

The table below presents the remuneration granted and owed to individual Supervisory Board members in the 2021/22 financial year. The concept “granted and owed” remuneration is based on the same definition as outlined above in Section A.II.2. The remuneration reported in the table therefore presents the amounts actually received in the 2021/22 financial year.

	Fixed remuneration				Committee activity				Total		Remuneration from other group mandates ¹	
	2021/22		2020/21		2021/22		2020/21		2021/22	2020/21	2021/22	2020/21
	in €	in %	in €	in %	in €	in %	in €	in %				
Dr. John Feldmann	25,000	68	25,000	68	11,500	32	11,500	32	36,500	36,500	64,000	64,000
Martin Hornbach	40,000	82	40,000	82	9,000	18	9,000	18	49,000	49,000	35,000	35,000
Simone Krah	13,534	54	20,000	54	11,504	46	17,000	46	25,038	37,000	0	0
Simona Scarpaleggia	20,000	100	18,740	100	0	0	0	0	20,000	18,740	20,000	20,000
Melanie Thomann-Bopp	13,534	37	20,000	40	23,385	63	30,500	60	36,919	50,500	42,500	42,500
Prof. Dr.-Ing. Jens P. Wulfsberg (since January 1, 2022)	1,616	100	0	0	0	0	0	0	1,616	0	16,767	0
Dr. Susanne Wulfsberg (until December 31, 2021)	8,384	100	10,000	100	0	0	0	0	8,384	10,000	0	0

¹ The figure presented corresponds to the remuneration paid for mandates at group companies of HORNBAACH Holding AG & Co. KGaA (§ 162 (1) Sentence 1 AktG in conjunction with § 290 HGB) for periods in which the respective Supervisory Board member was simultaneously a member of the Supervisory Board of HORNBAACH Holding AG & Co. KGaA. Pursuant to this definition, HORNBAACH Management AG is not a group company of HORNBAACH Holding AG & Co. KGaA.

III. Comparative presentation

The table below presents a comparison of the percentage change of the remuneration paid to Supervisory Board members with the earnings performance of HORNBAACH Holding AG & Co. KGaA and with average remuneration paid to employees on a full-time equivalent basis compared with the previous year.

The earnings performance is presented by reference to the relative change in the key figures of the annual net surplus at HORNBAACH Holding AG & Co. KGaA (separate financial statements) and the earnings before taxes (EBT) and sales of the HORNBAACH Holding AG & Co. KGaA Group.

The comparison with the development in average remuneration paid to employees has been based on the employees at HORNBAACH Holding AG & Co. KGaA, HORNBAACH Baumarkt AG, and HORNBAACH Baustoff Union GmbH on a full-time equivalent basis.

Annual change in %	2021/22 compared with 2020/21 ²
Supervisory Board remuneration¹	
Dr. John Feldmann	0%
Martin Hornbach	0%
Simone Krah	-32%
Simona Scarpaleggia	3%
Melanie Thomann-Bopp	-15%
Prof. Dr.-Ing. Jens P. Wulfsberg (since January 1, 2022)	n/a
Dr. Susanne Wulfsberg (until December 31, 2021)	-16%
Earnings performance	
Annual net surplus at KGaA	4.3 %
Earnings before taxes (EBT) ³ at Group	18.1 %
Sales at Group	7.7 %
Remuneration of employees	
Employees of HORNBAACH Holding AG & Co. KGaA, HORNBAACH Baumarkt AG, and HORNBAACH Baustoff Union GmbH	1%

¹ "Granted and owed" remuneration as defined in § 162 (1) Sentence 1 AktG

² Pursuant to the transitional requirement in § 26j (2) Sentence 2 EGAktG, through to the conclusion of the 2025/26 financial year, the comparative analysis should only include average remuneration in the period since the 2020/21 financial year, rather than the average remuneration in the past five financial years.

³ Consolidated earnings before taxes on income

Neustadt an der Weinstrasse, May 12, 2022

For the Supervisory Board:

For the General Partner:

Dr. John Feldmann

Albrecht Hornbach

Karin Dohm

Supervisory Board Chairman of
HORNBAACH Holding AG & Co. KGaA

Chief Executive Officer of
HORNBAACH Management AG

Board of Management of
HORNBAACH Management AG

Vermerk des unabhängigen Wirtschaftsprüfers über die Prüfung des Vergütungsberichts nach § 162 Abs. 3 AktG

„An die HORNBAACH Holding AG & Co. KGaA, Neustadt an der Weinstraße

Prüfungsurteil

Wir haben den Vergütungsbericht der HORNBAACH Holding AG & Co. KGaA, Neustadt, für das Geschäftsjahr vom 1. März 2021 bis zum 28. Februar 2022 daraufhin formell geprüft, ob die Angaben nach § 162 Abs. 1 und 2 AktG im Vergütungsbericht gemacht wurden. In Einklang mit § 162 Abs. 3 AktG haben wir den Vergütungsbericht nicht inhaltlich geprüft.

Nach unserer Beurteilung sind im beigefügten Vergütungsbericht in allen wesentlichen Belangen die Angaben nach § 162 Abs. 1 und 2 AktG gemacht worden. Unser Prüfungsurteil erstreckt sich nicht auf den Inhalt des Vergütungsberichts.

Grundlage für das Prüfungsurteil

Wir haben unsere Prüfung des Vergütungsberichts in Übereinstimmung mit § 162 Abs. 3 AktG unter Beachtung des IDW Prüfungsstandards: Die Prüfung des Vergütungsberichts nach § 162 Abs. 3 AktG (IDW PS 870 (08.2021)) durchgeführt. Unsere Verantwortung nach dieser Vorschrift und diesem Standard ist im Abschnitt „Verantwortung des Wirtschaftsprüfers“ unseres Vermerks weitergehend beschrieben. Wir haben als Wirtschaftsprüferpraxis die Anforderungen des IDW Qualitätssicherungsstandards: Anforderungen an die Qualitätssicherung in der Wirtschaftsprüferpraxis (IDW QS 1)

angewendet. Die Berufspflichten gemäß der Wirtschaftsprüferordnung und der Berufssatzung für Wirtschaftsprüfer/vereidigte Buchprüfer einschließlich der Anforderungen an die Unabhängigkeit haben wir eingehalten.

Verantwortung des Vorstands und des Aufsichtsrats

Der Vorstand und der Aufsichtsrat sind verantwortlich für die Aufstellung des Vergütungsberichts, einschließlich der dazugehörigen Angaben, der den Anforderungen des § 162 AktG entspricht. Ferner sind sie verantwortlich für die internen Kontrollen, die sie als notwendig erachten, um die Aufstellung eines Vergütungsberichts, einschließlich der dazugehörigen Angaben, zu ermöglichen, der frei von wesentlichen – beabsichtigten oder unbeabsichtigten – falschen Darstellungen ist.

Verantwortung des Wirtschaftsprüfers

Unsere Zielsetzung ist, hinreichende Sicherheit darüber zu erlangen, ob im Vergütungsbericht in allen wesentlichen Belangen die Angaben nach § 162 Abs. 1 und 2 AktG gemacht worden sind, und hierüber ein Prüfungsurteil in einem Vermerk abzugeben.

Wir haben unsere Prüfung so geplant und durchgeführt, dass wir durch einen Vergleich der im Vergütungsbericht gemachten Angaben mit den in § 162 Abs. 1 und 2 AktG geforderten Angaben die formelle Vollständigkeit des Vergütungsberichts feststellen können. In Einklang mit § 162 Abs. 3 AktG haben wir die inhaltliche Richtigkeit der Angaben, die inhaltliche Vollständigkeit der einzelnen Angaben oder die angemessene Darstellung des Vergütungsberichts nicht geprüft.

Umgang mit etwaigen irreführenden Darstellungen

Im Zusammenhang mit unserer Prüfung haben wir die Verantwortung, den Vergütungsbericht unter Berücksichtigung der Kenntnisse aus der Abschlussprüfung zu lesen und dabei für Anzeichen aufmerksam zu bleiben, ob der Vergütungsbericht irreführende Darstellungen in Bezug auf die inhaltliche Richtigkeit der Angaben, die inhaltliche Vollständigkeit der einzelnen Angaben oder die angemessene Darstellung des Vergütungsberichts enthält.

Falls wir auf Grundlage der von uns durchgeführten Arbeiten zu dem Schluss gelangen, dass eine solche irreführende Darstellung vorliegt, sind wir verpflichtet, über diese Tatsache zu berichten. Wir haben in diesem Zusammenhang nichts zu berichten.

Mannheim, den 12. Mai 2022

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

(Steffen Schmidt)	(Patrick Wendlandt)
Wirtschaftsprüfer	Wirtschaftsprüfer“

7. Election of a Supervisory Board Member

Prof. Dr.-Ing. Jens P. Wulfsberg has stood down from his position as a Supervisory Board member of HORNBAACH Holding AG & Co. KGaA as of the conclusion of the Annual General Meeting on July 8, 2022.

Pursuant to § 96 (1) AktG in conjunction with § 9 (1) of the Articles of Association, the Supervisory Board consists of six members which are elected by the Annual General Meeting pursuant to § 101 AktG.

The Supervisory Board proposes that

Vanessa Stützle, (until September 2022) Chief Digital Officer and Member of the Management of Douglas Group, Düsseldorf, (from September 2022) CEO of LUQOM Group, Berlin, resident in Düsseldorf,

should be elected to the company's Supervisory Board; pursuant to § 9 (3) of the Articles of Association, Vanessa Stütze should be elected for the remainder of the term in office to which Prof. Dr.-Ing. Jens P. Wulfsberg would have been entitled if he had not stood down from his position, i.e. through to the conclusion of the Annual General Meeting approving the actions of the Supervisory Board for the 2022/2023 financial year.

The proposal takes due account of the objectives adopted by the Supervisory Board on December 20, 2017 and May 20, 2020 in respect of its composition and endeavors to comply with the collective competence profile adopted for the Supervisory Board.

With regard to Recommendation C.13 of the German Corporate Governance Code in its version dated December 16, 2019, it is stated that, based on the assessment by the Supervisory Board, Vanessa Stütze does not have any personal and/or business relationships to the company, the governing bodies of the company, or any shareholder with a material interest in the company, disclosure of which is recommended.

Further disclosures about the candidate proposed for election to the Supervisory Board in Agenda Item 7

Vanessa Stütze

Born in: 1978

Nationality: German

Studies in business administration at Cologne University, graduating with a master's degree (Diplom-Kauffrau)

Professional career:

2003-2005 SBK GmbH, Consultant

2005-2011 Esprit Europe GmbH, Head of E-Commerce Marketing & Sales

2011-2014 s.Oliver Bernd Freier GmbH & Co. KG, Head of E-Commerce & CRM

2014-2017 s.Oliver Bernd Freier GmbH & Co. KG, Chief Digital Officer

2018-2020 Parfümerie Douglas GmbH, Managing Director of E-Commerce/Omni-Channel

2020-2022 Chief Digital Officer and Member of Management of Douglas Group

Membership of statutory supervisory boards:

- HORNBACH Baumarkt AG – Group mandate - (until July 7, 2022)
- IONOS SE

Membership of comparable German and foreign control bodies:

- None

Relevant knowledge, skills, and professional expertise:

Given her longstanding activity as an e-commerce specialist, Vanessa Stütze has specific expertise in digitization, a key area for the HORNBACH Group and a growth field for the DIY store sector. In her career to date, Ms. Stütze has already gained in-depth knowledge of the international retail sector and is familiar with the challenges in European online retail.

Notes regarding the Agenda Items

The approved annual financial statements of HORNBACH Holding AG & Co. KGaA for the 2021/2022 financial year, the approved consolidated financial statements for the 2021/2022 financial year, the combined management report for HORNBACH Holding AG & Co. KGaA and the Group, and the explanatory report of the General Partner in respect of the disclosures made pursuant to § 289a and § 315a HGB, the report by the Supervisory Board on the 2021/2022 financial year, which was adopted by the Supervisory Board and signed by the Chairman of the Supervisory Board, as well as the proposal by the General Partner and the Supervisory Board on the utilization of unappropriated net profit, have been available pursuant to § 175 (2) Sentence 4 AktG and § 124a AktG at the HORNBACH Group's website under Investor Relations > Annual General Meetings (www.hornbach-group.com/agm/Holding) since the date on which the Annual General Meeting was convened and will also be available for inspection there during the Annual General Meeting on July 8, 2022.

Further information about the convening of the meeting

1. Virtual Annual General Meeting

The Board of Management has, with the approval of the Supervisory Board, resolved to hold the Annual General Meeting as a virtual Annual General Meeting as defined in Article 2 § 1 (2) of the German Act on Mitigating the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law (*Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht*; hereinafter "PandemieG"), i.e. without the physical attendance of shareholders or their authorized representatives.

For shareholders that registered correctly for the Annual General Meeting and/or their authorized representatives, the entire Annual General Meeting will be broadcast (video and audio) live on the password-protected online portal at the HORNBAACH Group's website under Investor Relations > Annual General Meetings at www.hornbach-group.com/agm/Holding. The personal access data required for this purpose will be forwarded to shareholders, once they have registered for the Annual General Meeting, and/or to their authorized representatives, together with the "AGM Ticket".

2. Conditions for participating in the virtual meeting and exercising voting rights

Pursuant to § 20 (1) of the Articles of Association in conjunction with Art. 2 § 1 (2) Nos. 2-4 PandemieG, to be entitled to participate in the virtual Annual General Meeting and exercise their voting rights, shareholders and/or their authorized representatives must have registered and submitted proof of their shareholding to the company in good time ahead of the Annual General Meeting. In order to provide proof of shareholding, a certification issued in text form in German or English by the depository financial institution or documentary evidence pursuant to § 67c (3) AktG which refers to the beginning of the 21st day prior to the Annual General Meeting, i.e., **Friday, June 17, 2022, 00:00 hours (CEST)**, ("record date") will be sufficient.

Both the registration and the proof of shareholding must have been received by the company at least six days prior to the Annual General Meeting (not counting the date of the Annual General Meeting and the date of receipt), i.e. by the latest on **Friday, July 1, 2022, 24:00 hours (CEST)**, at the following address, fax number, or e-mail address:

HORNBAACH Holding AG & Co. KGaA
c/o HV-Management GmbH
Pirnaer Strasse 8
68309 Mannheim
Fax: +49 (0) 621 718592-40
E-mail: anmeldestelle@hv-management.de

The company is entitled to request further appropriate proof should it have any doubts as to the correctness or authenticity of the proof. Should such proof not be provided, or not in suitable form, then the company is entitled to reject the shareholder in question pursuant to § 20 (3) of the Articles of Association.

3. Significance of the record date

From the perspective of the company, only those persons or institutions having presented proof of shareholding are deemed as shareholders entitled to participate in the virtual Annual General Meeting and exercise their voting rights. The right to participate in the virtual Annual General Meeting and scope of voting rights are measured solely in terms of the shareholding held by the shareholder at the record date.

The record date does not involve any restriction on the disposability of such shareholding. Even when such shareholding is disposed of completely or in part following the record date, shareholders' participation in the virtual Annual General Meeting and the scope of their voting rights are based solely on the shareholding held by the shareholder on the record date, i.e. disposals or other assignments of shares following the record date have no implications for their entitlement to participate in the virtual Annual General Meeting and the scope of their voting rights. The same applies for the acquisition of shares or any increase in the number of shares held following the record date.

Persons not yet holding any shares as of the record date and only becoming shareholders subsequently are not entitled to participate or exercise any voting rights, unless they have been authorized as proxies or empowered to exercise such rights.

The record date has no implications for dividend entitlement.

4. Voting procedures, proxy voting

Voting by shareholders and their authorized representatives is executed exclusively via electronic communication (postal vote) or by the voting proxy appointed by the company and authorized and provided with corresponding instructions by the shareholders or their authorized representatives.

- a. Shareholders that have registered correctly may exercise their voting rights via electronic postal vote. To do so, through to the close of voting by the meeting chairman at the virtual Annual General Meeting, they may cast, amend, or withdraw their vote via the password-protected online portal at the HORNBAACH Group's website under Investor Relations > Annual General Meetings at www.hornbach-group.com/agm/Holding.
- b. Shareholders not wishing to exercise their voting rights in person are entitled to have their voting rights exercised by an authorized representative, e.g. a shareholders' association, or a person of their choice, or by the voting proxy appointed by the company. In these cases as well, shareholders must register for the Annual General Meeting in due time and submit proof of their shareholding in accordance with the aforementioned requirements. Authorized representatives can submit votes by postal vote (see a.). Furthermore, the authorized representative may in turn authorize the voting proxy appointed by the company (see e.).

The issuance of a power of attorney, its revocation, and the proof of authorization vis-à-vis the company must be made in text form, unless the authorized representative is an intermediary (e.g. a financial institution), a shareholders' association, or any other equivalent person or institution pursuant to § 135 AktG.

The following postal address and fax number are available for shareholders to issue powers of attorney vis-à-vis the company and submit proof of any authorization issued to the representative until the latest on Thursday, July 7, 2022, 18:00 hours (CEST):

HORNBAACH Holding AG & Co. KGaA
c/o HV-Management GmbH
Pirnaer Strasse 8
68309 Mannheim
Fax: + 49 (0) 621 718592-40

Furthermore, through to the close of voting by the meeting chairman at the virtual Annual General Meeting, the password-protected online portal will be available for this purpose at the HORNBAACH Group's website under Investor Relations > Annual General Meetings at www.hornbach-group.com/agm/Holding.

Intermediaries (e.g. financial institutions), shareholders' associations, and the other equivalent persons and institutions pursuant to § 135 AktG may stipulate different requirements for the form of power of attorney used to authorize them. In such cases, shareholders are requested to agree the form and procedure for issuing powers of attorney in good time with the person or institution to be authorized.

- c. The comments in b. apply by correspondence to the revoking or amendment of powers of attorney.
- d. A form for issuing or revoking powers of attorney and submitting proof of such authorization is available for download from the HORNBAACH Group's website under Investor Relations > Annual General Meetings at www.hornbach-group.com/agm/Holding. Upon request, a text version of this form will be forwarded to each shareholder. Wherever possible, shareholders are requested to issue powers of attorney using the form provided for this purpose by the company.
- e. As an additional service, we provide our shareholders and their authorized representatives with the option of being represented in accordance with their instructions at the Annual General Meeting by a voting proxy appointed by the company. This proxy exercises voting rights on the exclusive basis of the instructions issued by the shareholder or their authorized representatives.

Please note that voting proxies cannot accept any instructions to pose questions, submit motions, or declare objections.

Those wishing to issue powers of attorney and instructions to the voting proxy appointed by the company are requested to do so using the password-protected online portal at www.hornbach-group.com/agm/Holding or the form for issuing powers of attorney and instructions available for download from the HORNBAACH Group's website under Investor Relations > Annual

General Meetings at www.hornbach-group.com/agm/Holding. Upon request, a text version of this form will be forwarded to each shareholder. The form for issuing powers of attorney and instructions is also printed on the reverse side of the AGM ticket.

Powers of attorney and instructions issued by correctly registered shareholders and/or their authorized representatives to the voting proxy appointed by the company must have been received by the company at the postal address or fax number stated above under b. or via the password-protected online portal at www.hornbach-group.com/agm/Holding by the deadlines stated there; the same applies for the amending or revoking of powers of attorney or instructions. The time at which the respective document is received by the company is decisive.

5. Shareholders' rights

a. 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 7, 2022, 24:00 hours (CEST). Such requests must be addressed in writing to the General Partner of HORNBAACH Holding AG & Co. KGaA. Please use the following address:

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

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.

b. Countermotions and election proposals by shareholders pursuant to § 126 (1) and § 127 AktG

Shareholders may submit countermotions 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 countermotions and election proposals exclusively to the following address, fax number, or e-mail address:

HORNBAACH Holding AG & Co. KGaA
Investor Relations/Hauptversammlung
Hornbachstrasse 11
76879 Bornheim bei Landau/Pfalz
Fax: +49 (0) 6348 60-4299
E-mail: gegenantraege.holding@hornbach.com

The company will publish any countermotions and election proposals requiring publication and received at the aforementioned address, fax number, or e-mail address at the latest on **Thursday, June 23, 2022, 24:00 hours (CEST)**, together with the shareholder's name, any substantiation provided, and any statement to be made by the management, at the HORNBAACH Group's website under Investor Relations > Annual General Meetings at www.hornbach-group.com/agm/Holding.

The company may forego publication of a countermotion and its substantiation if the conditions set out in § 126 (2) AktG apply, specifically if publication of such by the Board of Management would constitute a criminal offense, if the countermotion 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 countermotion submitted by the shareholder on the same issue has already been published in connection with an Annual General Meeting of the company pursuant to § 125 AktG, if the same countermotion submitted by the shareholder with basically 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 countermotion 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, or if the shareholder did not propose a countermotion previously communicated, or have such countermotion proposed by others, at two Annual General Meetings in the past two years.

Substantiations of countermotions 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.

In the context of the virtual Annual General Meeting, any countermotion or election proposal requiring publication pursuant to § 126 and § 127 AktG is deemed to have been submitted to the meeting if the shareholder submitting the respective motion or proposal is correctly legitimated and registered to participate in the virtual Annual General Meeting.

c. Right to submit questions pursuant to Art. 2 § 1 (2) PandemieG

At an Annual General Meeting held without the physical attendance of shareholders or their authorized representatives pursuant to Art. 2 § 1 (2) PandemieG, shareholders that have registered correctly and/or their authorized representatives are granted the right to ask questions electronically. To enable questions to be answered in the more difficult conditions resulting from the COVID-19 pandemic, the General Partner has, with the approval of the Supervisory Board, decided that questions pursuant to Art. 2 § 1 (2) Sentence 2 PandemieG must be formulated in German and submitted via the company's password-protected online portal at www.hornbach-group.com/agm/Holding at the latest by Wednesday, July 6, 2022, 24:00 hours (CEST). Deadline compliance is determined by the time at which the question is received by the company.

Pursuant to Art. 2 § 1 (2) PandemieG, the General Partner decides at its due and free discretion as to how it answers the questions submitted.

6. Declaration of objections

Shareholders and/or their authorized representatives who exercise their voting rights are entitled to have their objection to a resolution adopted at the Annual General Meeting recorded in the protocol compiled by the notary public. Such objections must be declared during the Annual General Meeting, i.e. between the opening of the Annual General Meeting and the closing of such and submitted via the password-protected online portal at www.hornbach-group.com/agm/Holding.

7. Further explanations and information on the company's website

The information for the Annual General Meeting required by § 124a AktG is available to shareholders at the HORNBACK Group's website under Investor Relations > Annual General Meetings (www.hornbach-group.com/agm/Holding).

All times and deadlines stated in this invitation refer to Central European Summer Time (CEST), the relevant time zone for Germany. CEST is two hours behind coordinated universal time (UTC), i.e. UTC = CEST minus two hours.

8. Data protection information

We collect personal data about you if you register for the Annual General Meeting and/or about any person you authorize if you issue powers of attorney for your voting rights. Furthermore, we collect data about you and/or about any person you authorize if you exercise your voting rights by postal vote, if you issue powers of attorney and instructions to the voting proxy appointed by the company, and/or when the online portal is used. Personal data is collected in accordance with the requirements of the EU's General Data Protection Regulation (GDPR) and of all other relevant legislation. This data is collected to enable shareholders to exercise their rights at the Annual General Meeting and to enable the Annual General Meeting to be organized and conducted in an orderly manner. Details of your rights and of the treatment of your personal data by the responsible body, HORNBACK Holding AG & Co. KGaA, can be found on the internet at www.hornbach-gruppe.com/HV-Datenschutz/Holding.

Total number of shares and voting rights upon the convening of the Annual General Meeting

Upon the convening of the Annual General Meeting, the company's share capital of € 48,000,000 is divided into 16,000,000 no-par ordinary shares. Each no-par ordinary share grants one vote, meaning that at the time the Annual General Meeting was convened, there were 16,000,000 voting rights in accordance with the Articles of Association. The company is not entitled to exercise any voting rights attributable to treasury stock; the company did not hold any treasury stock upon the convening of the Annual General Meeting.

Bornheim/Pfalz, May 2022

HORNBAACH Holding AG & Co. KGaA

HORNBAACH Management AG
(General Partner)

The Board of Management