

**HORNBACH Baumarkt AG**  
76879 Bornheim bei Landau/Pfalz

ISIN DE0006084403

## **INVITATION TO THE ANNUAL GENERAL MEETING**

We hereby invite our shareholders to our  
Annual General Meeting  
**at 11.00 a.m. (CEST) on Thursday, July 7, 2022.**

The Annual General Meeting will be held as a virtual Annual General Meeting as defined in Art. 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*) 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.



**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 HORNBACH Baumarkt AG <i>(formal indication pursuant to EU-IR: oHV2022HBMAG)</i>
Type of message	Notice of Annual General Meeting <i>(formal indication pursuant to EU-IR: NEWM)</i>

**B. Specification of the issuer**

ISIN	DE0006084403
Name of issuer	HORNBACH Baumarkt AG

**C. Specification of general meeting**

Date of general meeting	07.07.2022 <i>(formal indication pursuant to EU-IR: 20220707)</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: <a href="http://www.hornbach-group.com/agm/HBM">www.hornbach-group.com/agm/HBM</a>  Location of the general meeting as defined in the German Stock Corporation Act (AktG): Hornbachstrasse 11, 76879 Bornheim, Germany
Record date	06.16.2022, 00.00 a.m. CEST <i>(formal indication pursuant to EU-IR: 20220615, 22:00 UTC)</i>
Uniform resource locator of general meeting/URL	<a href="http://www.hornbach-group.com/agm/HBM">www.hornbach-group.com/agm/HBM</a>

## Other disclosures

Voting	The votes on Agenda Items 2, 3, 4, 5, and 6 are of a binding nature in each case <i>(formal indication pursuant to EU-IR: BV)</i>  No vote is held on Agenda Item 1.
Alternative voting options	The following voting options are available for each of Agenda Items 2 to 6: 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/HBM](http://www.hornbach-group.com/agm/HBM)

## AGENDA

### 1. Presentation of the adopted annual financial statements for the 2021/2022 financial year, the approved consolidated financial statements for the 2021/2022 financial year and the combined management report for HORNBACH Baumarkt AG and the Group, and the report of the Supervisory Board

Consistent with the relevant statutory requirements, no resolution is required for Agenda Item 1, as the Supervisory Board already adopted the annual financial statements and approved the consolidated financial statements on May 11, 2022.

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

The Board of Management and the Supervisory Board propose to appropriate the net profit reported for the 2021/2022 financial year

amounting to € 179,261,763.15

as follows:

Distribution of a dividend of € 0.90

per no-par ordinary share € 28,626,129.00

Balance carried forward € 150,635,634.15

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 Board of Management 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 € 0.90 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 holds 190 treasury stocks, which do not have dividend entitlement.

### 3. Resolution on approval of Board of Management members' actions in the 2021/2022 financial year

The Board of Management and Supervisory Board propose that the actions of the members of the Board of Management 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 Board of Management 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

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.

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. Election of a Supervisory Board member

Vanessa Stütze has stood down from her position as a Supervisory Board member of HORNBACH Baumarkt AG as of the conclusion of the Annual General Meeting on July 7, 2022.

Pursuant to § 96 (1) AktG in conjunction with § 7 (1) Sentence 1 No. 2 of the German Codetermination Act (*Mitbestimmungsgesetz – MitbestG*), and § 11 (1) of the Articles of Association, the Supervisory Board consists of eight shareholder representatives and eight employee representatives. Pursuant to § 101 (1) AktG in conjunction with § 8 (1) MitbestG, the shareholder representatives on the Supervisory Board must be elected by the Annual General Meeting.

The Supervisory Board proposes

**Prof. Dr.-Ing. Jens P. Wulfsberg**, Professor of Production Technology, Helmut-Schmidt-Universität/Universität der Bundeswehr Hamburg, resident in Norderbrarup,

should be elected to the company's Supervisory Board as a shareholder representative; pursuant to § 11 (5) of the Articles of Association, **Prof. Dr.-Ing. Jens P. Wulfsberg** should be elected for the remainder of the term in office to which Vanessa Stützle would have been entitled if she had not stood down from her 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.

### Notes regarding the Agenda Items

The adopted annual financial statements of HORNBACH Baumarkt AG for the 2021/2022 financial year, the approved consolidated financial statements for the 2021/2022 financial year, the combined management report for HORNBACH Baumarkt AG and the Group, 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 Board of Management and the Supervisory Board on the utilization of unappropriated net profit, have been available pursuant to § 175 (2) Sentence 4 AktG at the HORNBACH Group's website under Investor Relations > Annual General Meetings ([www.hornbach-group.com/agm/HBM](http://www.hornbach-group.com/agm/HBM)) 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 7, 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 HORNBACH Group's website under Investor Relations > Annual General Meetings at [www.hornbach-group.com/agm/HBM](http://www.hornbach-group.com/agm/HBM). 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 § 17 (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 21<sup>st</sup> day prior to the Annual General Meeting, i.e., **Thursday, June 16, 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 **Thursday, June 30, 2022, 24:00 hours (CEST)**, at the following address, fax number, or e-mail address:

HORNBACH Baumarkt AG  
c/o HV-Management GmbH  
Pirnaer Strasse 8  
68309 Mannheim  
Fax: +49 (0) 621 718592-40  
E-mail: [anmeldestelle@hv-management.de](mailto: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 § 17 (3) of the Articles of Association.

### 3. 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 HORNBACH Group's website under Investor Relations > Annual General Meetings at [www.hornbach-group.com/agm/HBM](http://www.hornbach-group.com/agm/HBM).
- b. Shareholders not wishing to exercise their voting rights in person are entitled to have their voting rights exercised by an authorized party, 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 d.).

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 Wednesday, July 6, 2022, 18:00 hours (CEST):

HORNBACH Baumarkt AG  
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 HORNBACH Group's website under Investor Relations > Annual General Meetings at [www.hornbach-group.com/agm/HBM](http://www.hornbach-group.com/agm/HBM).

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. 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/HBM](http://www.hornbach-group.com/agm/HBM) or the form for issuing powers of attorney and instructions 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/HBM](http://www.hornbach-group.com/agm/HBM) 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.

#### **4. 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 24 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 **Sunday, June 12, 2022, 24:00 hours (CEST)**. Such requests must be addressed in writing to the Board of Management of HORNBACH Baumarkt AG. Please use the following address:

HORNBACH Baumarkt 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 Board of Management decides on the motion.

##### **b. Countermotions and election proposals 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:

HORNBACH Baumarkt AG  
Investor Relations/Hauptversammlung  
Hornbachstrasse 11  
76879 Bornheim bei Landau/Pfalz  
Fax: +49 (0) 6348 60-4299  
E-mail: [gegenantraege.baumarkt@hornbach.com](mailto:gegenantraege.baumarkt@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 **Wednesday, June 22, 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 HORNBACH Group's website under Investor Relations > Annual General Meetings at [www.hornbach-group.com/agm/HBM](http://www.hornbach-group.com/agm/HBM).

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 Board of Management 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/HBM](http://www.hornbach-group.com/agm/HBM) at the latest by Tuesday, July 5, 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 Board of Management decides at its due and free discretion as to how it answers the questions submitted.

#### **5. 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/HBM](http://www.hornbach-group.com/agm/HBM).

## **6. 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, HORNBACH Baumarkt AG, can be found on the internet at [www.hornbach-group.com/HV-Datenschutz/HBM](http://www.hornbach-group.com/HV-Datenschutz/HBM).

Bornheim, May 2022

HORNBACH Baumarkt AG  
The Board of Management