

HORNBACH

Holding

Explanatory Report of the Board of Management of the general partner (HORNBACH Management AG) of HORNBACH Holding AG & Co. KGaA on the disclosures pursuant to sections 289a and 315a HGB for the 2022/23 financial year

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

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

Composition of share capital

The share capital of HORNBACH Holding AG & Co. KGaA, amounting to € 48,000,000.00, is divided into 16,000,000 ordinary bearer shares with a prorated amount in the share capital of € 3.00 per share. Each no-par ordinary share entitles its holder to one vote at the Annual General Meeting. Reference is made to the relevant requirements of stock corporation law in respect of the further rights and obligations for ordinary shares.

At the balance sheet date on February 28, 2023, the company held a total of 6,875 ordinary shares as treasury stock.

Direct or indirect shareholdings

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

- Hornbach Familien-Treuhandgesellschaft mbH, Annweiler am Trifels, Germany, 37.50 %
- Finda Oy, Helsinki, Finland, 10.06 %

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

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

Change of control

No agreements taking effect upon any change of control are in place between HORNBACH Holding AG & Co. KGaA and third parties.

Neustadt an der Weinstraße, May 11, 2023

HORNBACH Management AG
Board of Management