

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

ISIN DE0006083405

INVITATION TO THE ANNUAL GENERAL MEETING

We hereby invite our shareholders to attend our
Annual General Meeting
at 11.00 a.m. (CEST) on Friday, July 10, 2020.

The Annual General Meeting will be held in the form of 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*; Federal Law Gazette I 2020, P. 569; hereinafter "PandemieG"), i.e. without the physical presence 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

AGENDA

- 1. Presentation of the annual financial statements and the consolidated financial statements approved by the Supervisory Board for the 2019/2020 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 2019/2020 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 aforementioned documents are also 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 € 24,000,000.00 is reported.

- 2. Resolution on the appropriation of net profit for the 2019/2020 financial year**

The General Partner and the Supervisory Board propose to appropriate the net profit reported for the 2019/2020 financial year

amounting to € 24,000,000.00

as follows:

Distribution of a dividend of € 1.50

per no-par ordinary share

for 16,000,000 ordinary shares € 24,000,000.00

Should HORNBAACH Holding AG & Co. KGaA hold any treasury stock upon such resolution being adopted by the Annual General Meeting, then pursuant to the German Stock Corporation Act (AktG) such shares shall have no dividend entitlement. Sums attributable to no-par ordinary shares without dividend entitlement will be carried forward.

- 3. Resolution on approval of General Partner's actions in the 2019/2020 financial year**

The General Partner and Supervisory Board propose that the actions of the General Partner in the 2019/2020 financial year be approved for this period.

- 4. Resolution on approval of Supervisory Board members' actions in the 2019/2020 financial year**

The General Partner and Supervisory Board propose that the actions of the members of the Supervisory Board in the 2019/2020 financial year be approved for this period.

- 5. Election of auditor and group auditor for the 2020/2021 financial year and of auditor for the audit review of the half-year financial report for the 2020/2021 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 2020/2021 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 2020/2021 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 the remuneration system for Supervisory Board members**

Pursuant to § 113 (3) AktG in the version applicable since January 1, 2020, the Annual General Meeting of a publicly listed company must adopt a resolution approving the remuneration and the remuneration system for members of its Supervisory Board at least once every four years.

The provisions of § 113 (3) AktG and the German Second Shareholder Rights Directive Implementation Act (*Gesetz zur Umsetzung der Zweiten Aktionärsrechterichtlinie* – ARUG II) in respect of the contents and presentation of the remuneration system in accordance with

ARUG II transitional provisions do not yet require the mandatory presentation of the remuneration system at the 2020 Annual General Meeting of HORNBAACH Holding AG & Co. KGaA. In the interests of good corporate governance, the General Partner and the Supervisory Board have decided to present the remuneration and the remuneration system for members of the Supervisory Board on a voluntary basis for the adoption of a resolution pursuant to § 113 (3) AktG at the Annual General Meeting on July 10, 2020 already.

The remuneration paid to members of the Supervisory Board is governed by § 17 of the Articles of Association of HORNBAACH Holding AG & Co. KGaA.

§ 17 of the Articles of Association of HORNBAACH Holding AG & Co. KGaA is as follows:

**“§ 17
Supervisory Board Remuneration**

- (1) As well as the reimbursement of his or her reasonable expenses, each Supervisory Board member receives fixed remuneration of € 20,000.00 retrospectively payable on the day after the Annual General Meeting adopting the annual financial statements for the respective financial year. The Chairman receives two-and-a-half times and the Deputy Chairman twice the fixed remuneration. Supervisory Board members also sitting on a Supervisory Board committee receive additional fixed committee remuneration, amounting to € 9,000.00 for the Audit Committee and € 4,000.00 for any other committee, retrospectively payable together with the fixed remuneration pursuant to Sentence 1. Supervisory Board members chairing a Supervisory Board committee receive two-and-a-half times the respective committee remuneration.
- (2) Supervisory Board members only sitting on the Supervisory Board for part of a financial year receive proportionately lower remuneration on a pro rata temporis basis. Corresponding provisions apply for remuneration pursuant to (1) Sentence 2 and fixed committee remuneration pursuant to (1) Sentences 3 and 4 should the respective member retire from the Supervisory Board or from the respective function while remaining in the Supervisory Board.
- (3) Sales tax is refunded by the company to the extent that Supervisory Board members are entitled to charge the company separately for sales tax and exercise this right.
- (4) To protect its interests, the company maintains a financial loss liability insurance policy for its directors, officers, and senior management. This policy also covers Supervisory Board members, who are co-insured at the company's expense.
- (5) 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 remuneration pursuant to § 17 (1) Sentences 1, 3, and 4 is reduced by half. The same applies with respect to the additional portion of remuneration paid to the Chairman and Deputy Chairman pursuant to § 17 (1) Sentence 2 if the relevant person is at the same time the Chairman or Deputy Chairman of the Supervisory Board of the General Partner.”

Having closely examined the remuneration regulations for members of the Supervisory Board, the General Partner and the Supervisory Board concluded that these serve the interests of HORNBAACH Holding AG & Co. KGaA and are appropriate. The General Partner and the Supervisory Board therefore propose that the Annual General Meeting should confirm the existing remuneration regulations for Supervisory Board members and that the remuneration system for Supervisory Board members set out below should be adopted.

Remuneration system for Supervisory Board members

I. Contribution made by remuneration system for Supervisory Board members to business strategy and long-term development

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 General Partner in an appropriate and competent manner and thus promotes the business strategy and long-term development of HORNBAACH Holding AG & Co. KGaA.

II. Remuneration components

The remuneration of Supervisory Board members comprises fixed annual basic remuneration and inclusion in a financial loss liability insurance policy maintained by HORNBACH 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:

- Audit Committee: € 22,500.00 for the chairman and € 9,000.00 for each other committee member; and
- All other committees: € 10,000.00 for the chairman and € 4,000.00 for each other committee member.

The fixed annual basic remuneration and fixed committee remuneration are granted for each financial year and are each due for payment on the day after the Annual General Meeting adopting the annual financial statements for the respective financial year. 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 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 HORNBACH Holding AG & Co. KGaA at its own expense for its directors and officers.

III. Procedure for determining, implementing, and reviewing the remuneration system

At the proposal of the General Partner and the Supervisory Board, the Annual General Meeting determines Supervisory Board remuneration in the Articles of Association or by adopting a resolution. At present, Supervisory Board remuneration is determined in the Articles of Association. The Annual General Meeting adopts a resolution on Supervisory Board remuneration at least once every four years. To prepare the resolution to be adopted by the Annual General Meeting, the General Partner and Supervisory Board each review whether the Supervisory Board remuneration is still in the interests of HORNBACH Holding AG & Co. KG and appropriate, particularly in respect of its amount and structure. If necessary, the General Partner and the Supervisory Board propose a suitable adjustment for approval by the Annual General Meeting.

7. Election of a Supervisory Board member

Erich Harsch stood down from his position as a Supervisory Board member of HORNBACH Holding AG & Co. KGaA as of the expiry of December 31, 2019. By order of Ludwigshafen District Court on March 24, 2020, Simona Scarpaleggia was appointed to succeed him as a Supervisory Board member until the conclusion of the present Annual General Meeting.

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

THE SUPERVISORY BOARD PROPOSES THAT

Simona Scarpaleggia, Director of the global initiative “Future of Work” at Ingka Group (IKEA), Leiden (Netherlands), and resident in Zurich (Switzerland)

should be elected to the company’s Supervisory Board; pursuant to § 9 (3) of the Articles of Association, Simona Scarpaleggia should be elected for the remainder of the term in office to which Erich Harsch 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 Simona Scarpaleggia 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.

FURTHER DISCLOSURES ABOUT THE CANDIDATE PROPOSED FOR ELECTION TO THE SUPERVISORY BOARD IN AGENDA ITEM 7

Simona Scarpaleggia

Born in: 1960

Nationality: Italian

Studies in Political Sciences at L.U.I.S.S. University in Rome, graduating with a master’s degree; Master in Business Administration at SDA Bocconi Business School in Milan; Doctor of Letters Honoris Causa from the International University in Geneva

Professional career:

1983 - 1985	Specialist for industrial and trade union relations within the Montedison Group
1985 - 1988	HR manager at the subholding Iniziativa Me. TA at the Montedison Group
1988 - 1994	HR director at C.E.I Compagnia Elettrotecnica Italiana S.p.A.
1994 - 2000	HR director at Sara Lee D.E. Italy S.p.A.
2000 - 2004	HR director at IKEA Italia Retail s.r.l.
2004 - 2007	Store manager at Porta di Roma store at IKEA Italia Retail s.r.l.
2007 - 2010	Deputy country manager at IKEA Italia Retail s.r.l.
2009 - 2011	Co-founder and first president at Valore D (association of companies supporting gender balance and women’s advancement in their organization)
2010 – 10/2019	CEO of IKEA AG Switzerland
2011 - 2015	Board member of the Italian Swiss Chamber of Commerce
2013 - 2017	Co-founder and first president of “Advance – Women in Swiss Business”
since 2016	Co-chair of the United Nations “High-Level Panel on Women’s Economic Empowerment”
since 10/2019	Head of global initiative “Future of Work” at the Ingka Group (IKEA)

Membership of statutory supervisory boards:

- IKEA Foundation
- EDGE Certified Foundation
- HORNBAACH Baumarkt AG - group mandate -

Membership of comparable German and foreign control bodies:

- ZHdK (Zurich University of the Arts), member of Advisory Board
- Economics Faculty of Zurich University, member of Advisory Board
- Faculty of International Management at St. Gallen University, member of Advisory Board
- Digital Switzerland, member of Advisory Board

Relevant knowledge, skills, and professional expertise:

Simona Scarpaleggia (*1960) studied politica sciences and obtained an MBA. In 2000, she joined IKEA Italy as an HR manager. From 2010 to 2019, she was CEO of IKEA Switzerland. Since October 2019, Simona Scarpaleggia has been head of the global initiative “Future of Work” at the Ingka Group (IKEA).

In 2013, she founded «Advance – Women in Swiss Business». Since 2016, she has also been co-chair of the United Nations “High-Level Panel on Women’s Economic Empowerment”.

Notes regarding the Agenda Items

The approved annual financial statements of HORNBACH Holding AG & Co. KGaA for the 2019/2020 financial year, the approved consolidated financial statements for the 2019/2020 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 2019/2020 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) 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 10, 2020.

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 in the form of 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*; Federal Law Gazette I 2020, P. 569; hereinafter “PandemieG”), i.e. without the physical presence of shareholders or their authorized representatives.

For shareholders that registered correctly for the Annual General Meeting respectively their authorized representatives, the entire Annual General Meeting, including the answering of any questions and voting, 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. The personal access data required for this purpose will be forwarded to shareholders, once they have registered for the Annual General Meeting, respectively to their authorized representatives, together with the “AGM Ticket”.

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

Pursuant to Article 20 (1) of the Articles of Association in conjunction with Art. 2 § 1 (2) Nos. 2-4 PandemieG, shareholders respectively their authorized representatives are entitled to participate in the virtual Annual General Meeting and exercise their voting rights, if they 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 and valid as of the beginning of the 21st day prior to the Annual General Meeting, i.e., **Friday, June 19, 2020, 00.00 hours**, (“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 3, 2020, 24:00 hours**, at the following address, fax number, or e-mail address:

HORNBACH 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 Article 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 HORNBACH Group's website under Investor Relations > Annual General Meetings at www.hornbach-group.com.
- 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 9, 2020, 18:00 hours:

HORNBACH 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 HORNBACH Group's website under Investor Relations > Annual General Meeting at www.hornbach-group.com.

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 HORNBACK Group's website under Investor Relations > Annual General Meetings at www.hornbach-group.com. Upon request, a text version of this form will be forwarded. 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 make statements, 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 or the form for issuing powers of attorney and instructions available for download from the HORNBACK Group's website under Investor Relations > Annual General Meetings at www.hornbach-group.com. Upon request, a text version of this form will be forwarded. 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 respectively 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 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 9, 2020, 24:00 hours**. Such requests must be addressed in writing to the General Partner of HORNBACK Holding AG & Co. KGaA. Please use the following address:

HORNBACK Holding AG & Co. KGaA
General Partner
HORNBACK Management AG
Board of Management
Le Quartier Hornbach 19
67433 Neustadt an der Weinstrasse

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:

HORNBACH Holding AG & Co. KGaA
Investor Relations/Hauptversammlung
Le Quartier Hornbach 19
67433 Neustadt an der Weinstrasse
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 25, 2020, 24:00 hours**, together with the shareholder's name, any substantiation provided, and any statement to be made by the management, on the HORNBACH Group's online communications platform at www.hornbach-group.com.

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 General Partner 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 also be appended.

c. Opportunity to ask questions pursuant to Art. 2 § 1 (2) PandemieG

At an Annual General Meeting held without the physical presence of shareholders or their authorized representatives pursuant to Art. 2 § 1 (2) PandemieG, shareholders that have registered correctly respectively their authorized representatives are granted the opportunity 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 at the latest by Tuesday, July 7, 2020, 24:00 hours. Deadline compliance is determined by the time at which the question is received by the company.

The opportunity to ask questions does not involve a right to receive an answer. Pursuant to Art. 2 § 1 (2) PandemieG, the General Partner decides at its due and free discretion as to which questions it answers and how. The General Partner is not required to answer all questions, but may rather aggregate questions and in the interest of other shareholders select reasonable questions.

6. Declaration of objections

Shareholders respectively 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.

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 HORNBACH Group's website under Investor Relations > Annual General Meetings (www.hornbach-group.com).

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, HORNBACH 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.

Neustadt, May 2020

HORNBACH Holding AG & Co. KGaA

HORNBACH Management AG
(General Partner)

The Board of Management