

HORNBACH

HORNBACH HOLDING Aktiengesellschaft
67433 Neustadt an der Weinstrasse

– ISIN DE0006083405 and ISIN DE0006083439 –

Invitation to the Annual General Meeting

We hereby invite our shareholders to attend our **Annual General Meeting**, which is to be held at Jugendstil-Festhalle Landau, Mahlastrasse 3, 76829, Landau in der Pfalz, at 11.00 a.m. on Friday, July 10, 2009.

Agenda

- 1. Presentation of the approved annual financial statements as of February 28, 2009, the approved consolidated financial statements as of February 28, 2009, and the management report of HORNBACH HOLDING Aktiengesellschaft and the Group for the 2008/2009 financial year, the report of the Supervisory Board and the explanatory report of the Board of Management in respect of the disclosures made pursuant to Sections 289 (4) and 315 (4) of the German Commercial Code (HGB)**

- 2. Resolution on the appropriation of net unappropriated profit for the 2008/2009 financial year**

The Board of Management and the Supervisory Board propose to appropriate the unappropriated net profit reported for the 2008/2009 financial year amounting to

€ 8,880,000.00

as follows:

Distribution of a dividend of € 1.08 per ordinary share for 4,000,000 ordinary shares

€ 4,320,000.00

Distribution of a dividend of € 1.14]per preference share for 4,000,000 preference shares

€ 4,560,000.00

Allocation to revenue reserves

Balance carried forward

Should HORNBACH HOLDING Aktiengesellschaft 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 have no dividend entitlement. Sums allocable to shares without dividend entitlement will also be carried forward.

- 3. Resolution on releasing the Board of Management from responsibility for the 2008/2009 financial year**

The Board of Management and Supervisory Board propose to release the members of the Board of Management in the 2008/2009 financial year from responsibility for this period.

4. Resolution on releasing the Supervisory Board from responsibility for the 2008/2009 financial year

The Board of Management and Supervisory Board propose to release the members of the Supervisory Board in the 2008/2009 financial year from responsibility for this period.

5. Election of auditors and group auditors for the 2009/2010 financial year

The Supervisory Board proposes the election of KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as auditors and group auditors for the 2009/2010 financial year.

6. Election of auditors for the audit review of half-year financial reports for the 2009/2010 financial year

The Supervisory Board proposes the election of KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, for the audit review of the abridged consolidated interim financial statements and interim management report for the first half of the 2009/2010 financial year pursuant to Sections 37w (5) and 37y No. 2 of the German Securities Trading Act (WpHG).

7. Resolution on an amendment to the Articles of Association

The Supervisory Board and Board of Management propose the adoption of the following resolution:

a) Amendment to Section 18 (2) of the Articles of Association

Section 18 (2) of the Articles of Association shall be deleted.

b) Amendment to Section 19 (1) Sentence 2 of the Articles of Association:

Section 19 (1) Sentence 2 of the Articles of Association shall receive the following wording:

“The registration and certification must be received by the company at the address stated in the invitation to the Annual General Meeting at least six days prior to the Annual General Meeting. The day on which the registration is received and the day of the Annual General Meeting itself shall be excluded from the calculation of the registration deadline.”

c) Amendment to Section 19 (2) of the Articles of Association

Section 19 (2) shall receive the following wording:

“A certification of shareholding compiled in text form in German or English issued by the account-holding financial institution shall suffice as documentary evidence of entitlement pursuant to Paragraph 1. The certification must refer to the beginning of the 21st day prior to the Annual General Meeting.”

d) The Board of Management shall be instructed to register the aforementioned amendments to the Articles of Association in the Commercial Register following the entry into force of

the corresponding legislative amendment in connection with the German Shareholders' Rights Directive Implementation Act (ARUG).

Shareholder registration for the Annual General Meeting

Pursuant to Section 19 of the Articles of Association of our company, to be entitled to participate in the Annual General Meeting and to exercise their voting rights, shareholders must register with the company prior to the Annual General Meeting and provide documentary evidence of their shareholding. Such shareholding is to be documented in the form of a certification of shareholding compiled in text form in German or English and issued by the account-holding financial institution. This certification must refer to the beginning of the 21st day prior to the Annual General Meeting, i.e. to the **beginning of June 19, 2009** (12.00 a.m.). The registration and the certification must have been received by the company at the latest at the end of the seventh day prior to the Annual General Meeting, i.e. at the latest by midnight on **July 3, 2009**, at the following address:

HORNBACH HOLDING Aktiengesellschaft
c/o PR IM TURM HV-Service AG
Römerstrasse 72-74
68259 Mannheim
Fax: +49 (0) 621-7177213

Should the company harbor any doubts as to the correctness or authenticity of the certification, it is entitled to demand further appropriate evidence. In the event of such evidence not being provided, or not being provided in appropriate form, then the company is entitled to reject the shareholder in question pursuant to Section 19 (3) of the Articles of Association.

Shareholders' rights in respect of participation in the Annual General Meeting

The share capital of the company, amounting to € 24,000,000, is divided into 4,000,000 individual ordinary shares and 4,000,000 individual non-voting preference shares upon the convening of the Annual General Meeting. Each individual ordinary share entitles its holder to one vote, with the result that there are 4,000,000 voting rights based on the Articles of Association upon the convening of the Annual General Meeting. The company is not entitled to exercise any voting rights resulting from own shares; the company does not hold any own ordinary shares upon the convening of the Annual General Meeting.

In certain circumstances defined in the German Stock Corporation Act (AktG), shareholders are entitled to demand additions to the agenda. Moreover, in accordance with the conditions outlined above ("Shareholder registration for the Annual General Meeting"), they are entitled to participate in the Annual General Meeting, to request information as to items on the agenda, to submit motions concerning the items on the agenda and concerning the procedures chosen and to cast their votes at the Annual General Meeting either in person or via proxies.

Voting proxies

Shareholders who are unable to attend the Annual General Meeting in person are entitled to have their voting rights exercised by a proxy, or by a financial institution or shareholders' association. The power of attorney must be issued in written form and be presented upon request, unless the proxy is a financial institution, a shareholders' association, or any other of the persons designated in Section 135 of the German Stock Corporation Act (AktG) whose authorization is exempted from this requirement. Each shareholder is entitled upon request to receive a written form for issuing a power of attorney for the Annual General Meeting.

As an additional service, we provide our shareholders with the option of being represented in accordance with their instructions by a voting proxy appointed by the company. This proxy exercises the voting rights on the exclusive basis of the instructions issued by the shareholder. Further details concerning the authorization of the voting proxy and on the issuing of instructions will be provided with your admissions ticket, which you must request in advance from your account-holding bank. We would point out that the preference shares are not entitled to voting rights, unless otherwise compulsorily stipulated by law. The power of attorney and instructions must have been received at the address stated for registration purposes at the latest by midnight on July 9, 2009. After this time, it is no longer possible to amend those powers of attorney and voting instructions already issued.

In addition, for those shareholders attending the Annual General Meeting who have to leave the meeting prior to voting, there will be the possibility upon leaving the meeting of issuing a voting proxy and instructions for the exercising of such votes to a proxy appointed by the company, using the form included on the voting slip.

The issuing of a power of attorney to the voting proxy appointed by the company does not exempt shareholders from the obligation to register and to provide certification of the shareholding from the account-holding financial institution correctly and on time in accordance with the requirements set out above.

Shareholder motions and election proposals

Countermotions to the proposals made by the Board of Management and the Supervisory Board in respect of a specific item on the agenda, applications for the inclusion of extra items in the agenda and proposals of candidates for election as auditors are requested to be forwarded exclusively to one of the following addresses:

1. HORNBAACH HOLDING AG
Investor Relations/Hauptversammlung
Le Quartier Hornbach 19
67433 Neustadt an der Weinstrasse
2. Fax: +49 (0) 6348-60-4299
3. E-mail: gegenantraege.holding@hornbach.com

Motions or election proposals forwarded to other addresses will not be considered.

We will publish those applications and election proposals received from shareholders to be made public, together with the name of the shareholder, the grounds for such motion or proposal and any statement to be made by the management, on the internet communications platform of the HORNBAACH Group at www.hornbach-group.com at the latest by midnight on June 25, 2009.

The documents referred to in Section 175 of the German Stock Corporation Act (AktG) will be available on the internet at www.hornbach-group.com from the convening of the Annual General Meeting onwards.

Neustadt, May 2009

**HORNBAACH HOLDING Aktiengesellschaft
The Board of Management**