



Praktiker Bau- und Heimwerkmärkte Holding AG

Kirkel

ISIN DE000A0F6MD5 • WKN A0F6MD

Invitation to the Ordinary General Meeting 2011

Dear Shareholders,

We hereby invite you to the ordinary general meeting of Praktiker Bau- und Heimwerkmärkte Holding AG on Friday, 27 May 2011, at 10:00 hours CEST, in the Congresshalle Saarbrücken, Hafenstraße 12, 66111 Saarbrücken, entrance West.

Agenda

- 1. Presentation of the adopted annual financial statements of Praktiker Bau- und Heimwerkmärkte Holding AG for the financial year 2010 with management report, the approved consolidated financial statements for the financial year 2010 with group management report, the report of the supervisory board, the proposal of the management board for the appropriation of the balance sheet profit 2010 and the explanatory report of the management board in accordance with Secs. 289 para. 4, 315 para. 4 Commercial Code for the financial year 2010.**

A resolution on this agenda item is, in accordance with the legislative provisions, not intended because the supervisory board has already approved the annual and consolidated financial statements and because the annual financial statements are therefore approved. The shareholders vote under agenda item 2 on the proposal of the management board for the application of balance sheet profit 2010. For the other documents mentioned under this agenda item, the law provides in general only for information to the shareholders by inspecting them and not for a resolution of the general meeting.

2. Passing of a Resolution on the Appropriation of the Balance Sheet Profit of the Financial Year 2010

The management board and the supervisory board propose that the balance sheet profit of the financial year 2010 be appropriated as follows:

Payment of a dividend per share entitled to a dividend of EUR 0.10

in total: EUR 5,800,000.00

Profit carried forward: EUR 117,062.91

Balance sheet profit: EUR 5,917,062.91

The above totals of dividends and profits carried forward are based in each case on the capital of the company of EUR 58,000,000.00 divided in 58,000,000 bearer non-par value shares existing on the day of the calling of this general meeting. To the extent, by the day of the general meeting, the number of shares entitled to dividends has changed, the proposed resolution on the appropriation of the balance sheet profit will be amended to the effect that the amount of the dividend per share remains unchanged while the total amount for distribution and the amount of the profit carried forward will be adjusted accordingly.

3. Passing of a Resolution on the Discharge of the Members of the Management Board for the Financial Year 2010

The supervisory board and the management board propose that discharge for the financial year 2010 be granted to the members of the management board in office in the financial year 2010.

4. Passing of a Resolution on the Discharge of the Members of the Supervisory Board for the Financial Year 2010

The management board and the supervisory board propose that discharge for the financial year 2010 be granted to the members of the supervisory board in office in the financial year 2010.

5. Passing of a Resolution on the Approval of the System for the Remuneration of the Management Board Members

By resolution of the general meeting of 21 May 2010, the remuneration system then applicable for the members of the management board of the company was approved by the general meeting. The company, also in this year, wishes to give its shareholders this year the opportunity to vote on the approval of the system for the remuneration of the management board members.

Convenience Translation

The resolution on this agenda item refers to the system for the remuneration of the management board members of Praktiker Bau- und Heimwerkermärkte Holding AG applicable at present. It is described in more detail in the remuneration report which is an integral part of the group management report.

The management board and the supervisory board propose that the system for the remuneration of the management board members of Praktiker Bau- und Heimwerkermärkte Holding AG be approved.

6. Passing of a Resolution on the Appointment of the Auditor for the Annual Financial Statements and the Group Financial Statements for the Financial Year 2011 as well as for the Review of the Half-Yearly Financial Report for the First Half-Year of the Financial Year 2011

The supervisory board proposes, based on the recommendation of the audit committee, that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed auditor of the annual financial statements and the consolidated financial statements for the financial year 2011 as well as for the review of the half-yearly financial report for the first half-year of the financial year 2011.

7. Passing of a Resolution on an Amendment to the Articles of Association (Company Name)

The company name of the company according to Sec. 1.1 of the Articles of Association is “Praktiker Bau- und Heimwerkermärkte Holding AG”. Against the background of the further internationalisation of the company in the recent years, the company name shall be shortened by deleting the German explanations of the activity of the company and thus simplified. The new, internationally better understandable company name is intended to be “Praktiker AG”.

The management board and the supervisory board propose that it be resolved as follows:

- a) The heading of the Articles of Association of the company is redrafted to read as follows:

“ARTICLES OF ASSOCIATION OF PRAKTIKER AG”

- b) Sec. 1.1 of the Articles of Association of the company is redrafted to read as follows:

“1.1 The name of the company is:

Praktiker AG“

Further Information on the Calling of the General Meeting

Conditions for Participation in the General Meeting and the Exercise of the Voting Right

Only shareholders who have registered prior to the general meeting and evidenced their entitlement are entitled to participate in the general meeting and to exercise the voting right. As evidence of entitlement, evidence from the custodian bank of the shareholding is required. The evidence has to refer to the beginning of 6 May 2011 (0:00 hours CEST) (“Evidence Day”). The registration and the evidence of entitlement must be received by the company in text form in German or English at the latest on 20 May 2011 (24:00 hours CEST) at the following address:

Praktiker Bau- und Heimwerkermärkte Holding AG
c/o Deutsche Bank AG
Securities Production
General Meetings
Postfach 20 01 07
60605 Frankfurt am Main
or per fax to: +49 (0)69-12012-86045
or per e-mail to: WP.HV@Xchanging.com

Significance of the Evidence Day

In relation to the company, only persons who have rendered the evidence of their shareholding are entitled to participate in the general meeting and to exercise the voting right, as the case may be. The entitlement to participate and the number of voting rights are assessed exclusively in accordance with the shareholding of the shareholder on the Evidence Day. No blackout on the sale of the shares is connected with the Evidence Day. Even in the case of complete or partial sale of the shares after the Evidence Day, only the shareholding of the shareholder on the Evidence Day is decisive for the entitlement to participate and the number of voting rights, i. e. sales of shares after the Evidence Day have no effect on the entitlement to participate or on the number of voting rights.

Convenience Translation

The same applies to the acquisition of shares after the Evidence Day. Persons who, on the Evidence Day, do not hold any shares and become shareholders only thereafter are only entitled to participate and to vote for the shares held by them to the extent they are granted powers of attorney or authorised to exercise these rights. The Evidence Day has no significance for the entitlement to dividends.

Procedure for the voting by proxy

The shareholders may have their voting right exercised by proxies, for example a credit institution or shareholder association. If a shareholder grants a power of attorney to more than one person, the company can reject one or more of these. The issue of a proxy, its revocation and evidence thereof to the company require text form. If a credit institution or an institution or company equated with the same under Sec. 135 para. 10 Stock Corporation Act in conjunction with Sec. 125 para. 5 Stock Corporation Act, a shareholders association or a person in the meaning of Sec. 135 para. 8 Stock Corporation Act is authorised, deviating rules which need to be ascertained from them may apply.

As a service we offer that our shareholders may grant a power of attorney to a proxy appointed by the company to exercise their voting rights in the general meeting. The proxy appointed by the company must be granted a power of attorney and instructed in text form and has the right to grant substitute powers of attorney. He is obligated to exercise the voting right exclusively in accordance with the instructions issued by the shareholder. To the extent no express instructions or a contradictory or unclear instruction is given, the proxy appointed by the company will abstain from voting on the relevant agenda item. The proxy appointed by the company can neither in advance nor during the general meeting accept instructions on procedural applications.

A form for powers of attorney and the form for the power of attorney and instructions for the proxy appointed by the company are available on the Internet at www.praktiker.com/hauptversammlung. They can also be requested from:

Praktiker Bau- und Heimwerkmärkte Holding AG

– Bereich Recht –

at the address: Am Tannenwald 2, 66459 Kirkel

or per fax to the numbers:

+49 (0)6849-95-2468 or +49 (0)6849-95-2479

or per e-mail: proxy-hv@praktiker.de

Evidence of the appointment of a proxy can also be transmitted in one of the above mentioned ways; the form for the power of attorney and instructions for the proxy appointed by the company for the exercise of the voting right and the instructions must, however, be received by the company by 25 May 2011 (16:00 hours CEST) at

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the latest; powers of attorney and instructions to the proxy appointed by the company can also be issued during the general meeting.

In the case of the granting of a power of attorney, the timely registration and evidence of shareholding according to the above provisions is necessary. This does not exclude – subject to the said time-limited possibility of the granting of a power of attorney to the proxy appointed by the company – the granting of a power of attorney after the registration and evidence of the shareholding.

Rights of shareholders under Sec. 122 para. 2, Sec. 126 para. 1, Secs. 127, 131 para. 1 Stock Corporation Act

Supplementary requests to the agenda at the request of a minority according to Sec. 122 para. 2 Stock Corporation Act

Shareholders whose shares together make up one twentieth of the share capital (this corresponds to 2,900,000 shares) or the proportional amount of the share capital of EUR 500,000.00 (this corresponds to 500,000 shares) can, according to Sec. 122 para. 2 Stock Corporation Act, request that items be placed on the agenda and published. Each new item must be accompanied by an explanatory statement or a proposed resolution.

Supplementary requests must be received by the company in writing at least 30 days prior to the meeting. The day of receipt and the day of the general meeting are not included in the calculation. The last possible date for receipt is therefore 26 April 2011 (24:00 hours CEST). Supplementary requests received later will not be taken into account.

The applicants must prove that they hold the shares which make up the minority shareholding for at least three months prior to the day of the general meeting (Sec. 142 para. 2 sentence 2 in conjunction with Sec. 122 para. 1 Sentence 3 para. 2 sentence 1 Stock Corporation Act).

All supplementary requests are to be addressed exclusively to the following address:

Praktiker Bau- und Heimwerkermärkte Holding AG
– Der Vorstand –
z. Hd. Herrn Wolfgang Werner
Am Tannenwald 2
66459 Kirkel

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Motions and election proposals from shareholders according to Secs. 126 para. 1, 127 Stock Corporation Act

Shareholders can make counter-motions to the proposals of the management board and supervisory board on any specific point of the agenda and proposals for the election of auditors.

Counter-motions and proposals for election to be made accessible, which reach the company at least 14 days prior to the general meeting, the day of receipt and the day of the general meeting not being included in the calculation, i. e. at the latest on 12 May 2011 (24:00 hours CEST) will be made accessible to the other shareholders including the name of the shareholder and the explanatory statement without undue delay on the Internet at **www.praktiker.com/hauptversammlung**. Any comments of the management thereon will also be published there.

Counter-motions – unlike election proposals – will only be made accessible if they are accompanied by an explanatory statement.

Any counter-motions and election proposals to be made accessible are to be sent exclusively to the following address:

Praktiker Bau- und Heimwerkermärkte Holding AG
– Bereich Recht –
Am Tannenwald 2, 66459 Kirkel
or per fax to the numbers:
+49 (0)6849-95-2468 or +49 (0)6849-95-2479
or per e-mail: Praktiker-Hauptversammlung@praktiker.de

Counter-motions and election proposals addressed otherwise will not be taken into account.

Information right of the shareholder according to Sec. 131 para. 1 Stock Corporation Act

According to Sec. 131 para. 1 Stock Corporation Act, every shareholder is entitled on request at the general meeting to information from the management board about affairs of the company including the legal and business relationships to affiliates as well as the situation of the group and the companies included in the consolidated financial statements to the extent this is necessary for a proper assessment of the item of the agenda.

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Additional explanations on the rights of shareholders under Sec. 122 para. 2, Sec. 126 para. 1, Secs. 127, 131 para. 1 Stock Corporation Act are available on the Internet site of the company at www.praktiker.com/hauptversammlung.

Documents on the General Meeting and information according to Sec. 124a Stock Corporation Act

The documents to be made available at the general meeting and further information regarding Sec. 124a Stock Corporation Act are accessible shortly after the calling of the general meeting on the Internet site of the company at www.praktiker.com/hauptversammlung.

The documents to be made available are also displayed in the offices of Praktiker Bau- und Heimwerkermärkte Holding AG, Am Tannenwald 2, 66459 Kirkel, and at the general meeting itself for inspection by the shareholders. On request, every shareholder will be issued copies of the displayed documents without undue delay and free of charge.

Total number of shares and voting rights

The share capital of the company is, at the time of the calling of this general meeting, divided into 58,000,000 non-par value bearer shares. Each share gives entitlement in the general meeting to one vote. At the time of the calling of the general meeting there are a total of 58,000,000 voting rights.

Kirkel, April 2011

Praktiker Bau- und Heimwerkermärkte Holding AG

The Management Board