

**H U G O B O S S**

**INVITATION TO THE ANNUAL MEETING**

**(NON-BINDING TRANSLATION)**



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# INVITATION TO THE ANNUAL MEETING

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## HUGO BOSS AG, METZINGEN

- ISIN number DE0005245500 (securities identification number 524 550) -
- ISIN number DE0005245534 (securities identification number 524 553) -

Shareholders are cordially invited to the Company's **Ordinary Annual Meeting** to be held  
**at 10am on Thursday, 08 May 2008**

in the International Congress Centre Stuttgart ICS, Messeplazza, hall C1, 70629 Stuttgart.

## A G E N D A

**1. Presentation of the established annual financial statements for the period ending 31 December 2007 and the report of the Managing Board for HUGO BOSS AG, the approved consolidated annual financial statements for the period ending 31 December 2007 and the report of the Managing Board for the HUGO BOSS Group, and the report of the Supervisory Board for the 2007 financial year.**

**2. Resolution on the proposed appropriation of net profit from the 2007 financial year**

The Managing and Supervisory Boards propose a resolution to:

appropriate the distributable net profit of HUGO BOSS AG from the 2007 financial year of € 454,425,400.00 EUR as follows:

- a) Payment of a dividend of  
€ 1.45 and a special dividend of € 5.00 per ordinary share with dividend rights  
(35.331.445 ordinary shares) for the 2007 financial year = 227.887.820,25 EUR
- b) Payment of a dividend of  
€ 1.46 and a special dividend of € 5.00 per preferred share with dividend  
rights (33.684.722 preferred shares) for the 2007 financial year = 217.603.304,12 EUR
- c) The German Joint Stock Corporation Act (AktG) provides that own shares held by HUGO BOSS AG at the time of the resolution of the Annual Meeting are not entitled to dividend. The sum that would otherwise be payable as dividends on own shares (currently 528.555 ordinary shares and 855.278 preferred shares), namely € 8,934,275.63, will be carried forward to the new account.

If the number of own shares held by HUGO BOSS AG were to rise or fall by the time of the Annual Meeting, the proposal on the appropriation of net profit to be put to the Annual Meeting would be

adjusted accordingly. There would be no change to the distribution of € 6.45 (€ 1.45 dividend and € 5.00 special dividend) per ordinary share and € 6.46 (€ 1.46 EUR dividend and € 5.00 special dividend) per preferred share with dividend rights.

### **3. Resolution on the grant of formal approval for the acts of the members of the Managing Board in the 2007 financial year**

The Managing and Supervisory Boards propose that the members of the Managing Board incumbent in the 2007 financial year be granted formal approval for that period.

### **4. Resolution on the grant of formal approval for the acts of the members of the Supervisory Board in the 2007 financial year**

The Managing and Supervisory Boards propose that the members of the Supervisory Board incumbent in the 2007 financial year be granted formal approval for that period.

### **5. Resolution authorising the Company to buy its own shares and to use its own shares, including authorisation to collect its own shares thus acquired and reduce capital and to exclude subscription rights**

The Managing and Supervisory Boards propose the following resolution:

- a) The Managing Board is authorised until 07 November 2009 to acquire bearer ordinary and/or non-voting bearer preferential shares of the Company up to an overall maximum of 10 per cent of its current share capital.
- b) The authorisation may be exercised for the entire amount at once or in part amounts, solely for bearer ordinary and/or non-voting bearer preferential shares of the Company and thus with partial exclusion of any applicable pre-emptive tender right for the respective shares, on one or several occasions, in pursuance of one or several purposes by the Company, but also by other dependent Group companies, or for the account of the Company or dependent Group companies by third parties.
- c) The shares shall be purchased in the stock market or by means of a public purchase offer to holders of the respective category of shares.

(1) If the shares are purchased in the stock market, the price (not including ancillary purchase costs) must not be more than 10 per cent higher or 20 per cent lower than the share price determined for the relevant category of shares on that trading day at the opening auction on Xetra (or a comparable successor system).

- (2) With a public purchase offer, the price offered per share (in the case of a price spread the maximum and minimum prices offered per share), not including ancillary purchase costs, may differ by no more than +/- 20 per cent from the closing share price for the respective share category on Xetra (or a comparable successor system) on the third trading day before the day when the offer is publicly announced. If more shares are offered for sale than the Company wishes to buy, the shares will be accepted on a quota basis. Arrangements may provide that priority be given to accepting small numbers of up to 100 tendered shares per shareholder.
- d) The Managing Board is authorised to exclude shareholders' subscription rights and sell own bearer ordinary shares and/or non-voting bearer preferential shares acquired on the basis of this or a previous authorisation by some method other than via the stock market or an offer to all shareholders,
- if the Company's own bearer ordinary shares and/or non-voting bearer preferential shares are being sold for a price that is not substantially lower than the stock market price for the respective category of the Company's shares (in this case the total of the shares to be sold together with the shares issued or sold - excluding subscription rights - by direct or analogous application of section 186 clause 3, 4th sentence, of the German Stock Corporation Act (AktG) may not exceed a limit of a total of 10 per cent of the share capital existing at the time of the issuance or sale), and/or
  - if the sale is taking place as counter-performance within the framework of a merger between enterprises or for the acquisition of enterprises or shareholdings in enterprises, and/or
  - if the sale is taking place as a means of introducing the Company's shares to foreign stock markets on which it is not listed; the price at which these shares are introduced to foreign stock markets may not be substantially lower than the stock market price for the respective category of shares.
- e) The Managing Board is further authorised to redeem the Company's own bearer ordinary shares and/or non-voting bearer preferential shares and shall not require a shareholders' resolution for this purpose.
- f) The authorisations under letters d) and e) heretofore may be exercised in part or in whole.
- g) The authorisation to purchase the Company's own shares adopted by the Ordinary Annual Meeting on 10 May 2007 under agenda item 5 will be hereby cancelled.

**6. Election of auditors for the 2008 financial year as well as for the examinational review of the half year, the auditors for the half year financial report for the financial year 2008**

The Supervisory Board proposes the appointment of

KPMG Deutsche Treuhand-Gesellschaft  
Aktiengesellschaft  
Wirtschaftsprüfungsgesellschaft  
Stuttgart

to audit the financial statements and consolidated financial statements for the 2008 financial year as well as for the examinational review of the half-year financial report for the 2008 financial year, if this report shall be examinational reviewed.

**NOTES ON AGENDA ITEMS 1 AND 2:**

In accordance with section 175 clause 2 AktG, the annual financial statements and management report of HUGO BOSS AG for the period ending 31 December 2007, the consolidated financial statements and consolidated management report for the same period, the report of the Supervisory Board on the 2007 financial year and the proposal of the Managing and Supervisory Boards for the appropriation of net profit will be available for inspection on the premises of HUGO BOSS AG from the time when the Annual Meeting is convened. These documents are also available on the internet at [www.group.hugoboss.com](http://www.group.hugoboss.com) under "Annual Meeting 2008".

Copies of these documents will be sent to shareholders on request, free of charge and without delay. They will also be available at the Annual Meeting on 08 May 2008.

**REPORT OF THE MANAGING BOARD TO THE ANNUAL MEETING ON AGENDA ITEM 5:**

In accordance with sections 71 clause 1 no. 8, 186 clause 4 sentence 2 AktG we hereby report as follows on agenda item 5:

On 10 May 2007, under agenda item 5, the Annual Meeting passed a resolution authorising the Company to purchase its own shares until 09 November 2008; in all other respects the resolution was comparable to the proposal under item 5 on the agenda. Last year's report of the Managing Board to the Annual Meeting was submitted to the Register of Companies in which the Company is entered together with the notice of the Annual Meeting of 10 May 2007 in the electronic Federal Gazette of 30 March 2007 and with the notarised minutes of its resolutions.

The proposed authorisation under item 5 on the agenda would extend the period during which HUGO BOSS AG may purchase its own shares from 09 November 2008 until 07 November 2009, and the authorisation of 10 May 2007 would be expressly repealed.

**THE PROPOSAL IN DETAIL:**

The proposal would authorise the Company to acquire its own shares up to 10 per cent of the share capital, in the market or by means of a public purchase offer, until 07 November 2009. The Managing Board shall not be obliged to repurchase bearer ordinary shares and non-voting bearer preferential shares in the same proportions as previously. The Managing Board would rather be in a position to acquire shares solely or predominantly in one category or the other. This may be especially justified in view of the purpose for which the repurchased shares are to be used. If this is a corporate take-over, for example, only ordinary shares will be required. But it may also be justified if buying in a particular category will stabilise its price.

As well as buying its own shares in the market, the Company should also be able to acquire them by means of a public purchase offer (tender). This variant enables each of the Company's shareholders who are in principle willing to sell his shares to decide how many he wishes to offer and define the price range he is willing to accept. If the number of shares offered at the fixed price exceeds the number the Company wishes to buy, offers are accepted on a quota basis. It should be possible to give small offers priority in the acceptance process, or to accept portions of offers up to a maximum of 100 shares. When establishing the quotas for acquisition this makes it possible to avoid both fragmented amounts and small residual holdings, thus making technical processing easier.

The bearer ordinary shares and/or non-voting bearer preferred shares acquired by the Company may be resold in the market or by means of a public offer to all shareholders, in compliance with the principle of equality.

Furthermore, they may also be resold other than in the stock market and by means of an offer to all shareholders provided that the price of the shares is not significantly below the market price of the relevant share category at the time of disposal. This authorisation, which is equivalent to an exclusion of subscription rights, takes advantage of the simplified facility to exclude subscription rights permitted by section 71 clause 1 no. 8 AktG in application of section 186 clause 3 sentence 4 AktG. This would make it possible to offer bearer ordinary shares and/or non-voting bearer preferential shares of the Company to institutional investors at home and abroad in the interests of the Company, and thus to expand the number of shareholders. The authorisation sought would enable the Company to respond quickly and flexibly to favourable market situations. In particular, it would enable shares to be placed more quickly - and above all at lower cost - than by disposing of them as per the rules applicable the time the subscription rights were granted to shareholders.

Due account will be taken of shareholders' interests, in terms of both assets and voting rights. Based on section 186 clause 3 sentence 4 AktG, the authorisation is limited to a maximum of 10 per cent of the Company's share capital. In addition the Managing Board will respect the limit of 10 per cent of share capital for the total of all disposals excluding subscription rights of shares acquired in accordance with section 71 clause 1 no. 8 AktG, and also for capital increases against cash contributions in accordance with section 186 clause 3 sentence 4 AktG. Shareholders would be adequately protected against dilution by the fact that the shares could not be disposed of at a price significantly below the market price. Shareholders concerned to maintain their voting-rights quota would not be disadvantaged, because they could always acquire the necessary additional shares in the stock market.

The proposal would furthermore authorise the Company to acquire its own bearer ordinary shares and/or non-voting bearer preferred shares in order to make use of them as a consideration in a merger between enterprises or for the acquisition of enterprises or shareholdings in enterprises. International competition and economic globalisation increasingly require this form of consideration. The proposed authorisation would thus give the Company the necessary flexibility to exploit any opportunities to acquire companies or equity holdings quickly and flexibly. This is the objective



of the proposed exclusion of subscription rights. When defining price ratios the Managing Board will ensure that shareholders' interests are adequately safeguarded. In these cases the decision whether to use own shares or shares from authorised capital is taken by the Managing Board in the best interests of the Company. There are at present no specific plans for utilising this authorisation.

The authorisation is also designed to make it possible to utilise the Company's own bearer ordinary shares and/or non-voting bearer preferential shares to obtain listings on foreign stock exchanges where the Company's shares have not previously been traded. HUGO BOSS AG is under intense competitive pressure in the international capital markets. It is extremely important to the Company's future business development to be able to raise capital in the market on reasonable terms at any time. Obtaining listings for the shares on foreign stock exchanges facilitates this, because it broadens the foreign shareholder base and makes the shares more attractive as an investment. There are no specific plans to do so at present, however.

Each time this authorisation is exercised the Managing Board will inform the next Annual Meeting accordingly.

#### **NOTIFICATION OF THE TOTAL NUMBER OF SHARES AND VOTING RIGHTS**

At the time the Annual Meeting was convened, the total number of shares held in the Company was 70.400.000 (35.860.000 bearer ordinary shares plus 34.540.000 non-voting bearer preferential shares) and the total number of voting rights was 35.331.445.

## **ATTENDANCE AT THE ANNUAL MEETING BY PROOF OF SHARE-HOLDINGS**

Ordinary and preferred shareholders may attend the Annual Meeting, and ordinary shareholders may exercise their voting rights, if they register with the Company at the following address by the close of business on 30 April 2008 and submit separate proof of their shareholdings, prepared in writing or by electronic mail in German or English by the institution holding them on their behalf, to the Company at the following address:

HUGO BOSS AG  
c./o. Commerzbank AG  
ZTB M 3.2.4 General Meetings/Proxy Voting  
60261 Frankfurt am Main  
Germany

The proof of shareholding must relate to the start of business on 17 April 2008. It must also reach the Company by the close of business on 30 April 2008. On receipt of the registration and proof of shareholding, the Company will send shareholders admission cards for the Annual Meeting. To ensure that they receive their admission cards in good time, shareholders are asked to arrange for the proof of their shareholdings and their registration to be sent to the Company as early as possible.

## **PROXY VOTING**

Please note that ordinary shareholders who do not wish to attend the Annual Meeting themselves can arrange for their voting rights to be exercised by a proxy, a bank or an association of shareholders. The proxy must be appointed in writing and the power submitted to the Company, unless the proxy is a bank, a shareholder association or other institution acting in a commercial capacity that is exempted from this requirement by section 135 AktG. We will send the relevant power form together with the admission card.

We also offer ordinary shareholders who do not wish to attend the Annual Meeting themselves the facility to have their voting rights exercised by one of the proxies appointed by the Company, who will vote as instructed by the shareholder. Ordinary shareholders wishing to authorise a proxy appointed by the Company to exercise their voting rights require an admission card to the Annual Meeting. This proxy must be authorised to exercise the shareholder's voting rights, and instructed as to how to do so, using the form provided by the Company for this purpose.

This form will be sent to you when you request your admission card. Shareholder enquiries must be sent to the Company at the following addresses:

HUGO BOSS AG  
Mr Martin Schürmann/Ms Ulrike Zahlten  
Hauptversammlung  
Dieselstrasse 12  
72555 Metzingen  
Germany  
Fax: +49 (0) 7123 94 20 18  
Email: Hauptversammlung@hugoboss.com

The original of the form, together with the admission card, signed power and instructions, must reach the Company **by mail by 06 May 2008 at the latest**, after which time no further powers or instructions may be issued to the Company-appointed proxy and any powers and instructions already issued may no longer be changed.

Moreover, ordinary shareholders who attend the Annual Meeting but wish to leave before a vote is taken may, on leaving the meeting, grant power for a Company-appointed proxy to exercise their voting rights and instruct him as to how their votes are to be cast. The set of voting cards includes a form for this purpose.

Even when a Company proxy is granted power, the registration and proof of shareholding must be submitted to the Company in the prescribed form within the set time limit as per the foregoing provisions.

## COUNTERPROPOSALS AND NOMINATIONS BY SHAREHOLDERS

Shareholders are asked to send any counterproposals and nominations to the Company at the following addresses

HUGO BOSS AG  
Hauptversammlung/Rechtsabteilung  
Dieselstrasse 12  
72555 Metzingen  
Germany  
Fax: +49 (0) 7123 94 20 18  
Email: Hauptversammlung@hugoboss.com

All proposals from shareholders received at least two weeks before the day of the Annual Meeting and requiring public access will immediately be posted on the following website: [www.group.hugoboss.com](http://www.group.hugoboss.com) / "Annual Meeting 2008". Any comments on these by Company officers will also be published on the same website.

Metzingen, March 2008

The Managing Board

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# INVITATION TO THE SEPARATE MEETING

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## HUGO BOSS AG, METZINGEN

- ISIN number DE0005245534 (securities identification number 524 553) -

Preferred shareholders are cordially invited to the Separate Meeting, to be held

**at 12.30pm on Thursday, 08 May 2008**

in the International Congress Centre Stuttgart ICS, Messeplazza, hall C1, 70629 Stuttgart. The beginning of the Separate Meeting of preferred shareholders may be delayed, depending on the duration of the Ordinary Annual Meeting that precedes it.

## A G E N D A

**1. Separate resolution of preferred shareholders consenting to the resolution passed by the Annual Meeting of HUGO BOSS AG on the same day under agenda item 5 authorising the Company to acquire its own shares and to use its own shares, including authorisation to retire its own shares thus acquired and reduce capital and to exclude pre-emption rights**

The wording of the resolution proposed by the Managing and Supervisory Boards to the Ordinary Annual Meeting convened on 08 May 2008 at 10:00am under agenda item 5 is as follows:

*“a) The Managing Board is authorised until 07 November 2009 to acquire bearer ordinary and/or non-voting bearer preferred shares of the Company up to an overall maximum of 10 per cent of its current share capital.*

*b) The authorisation may be exercised for the entire amount at once or in part amounts, solely for bearer ordinary and/or non-voting bearer preferred shares of the Company and thus with partial exclusion of any applicable pre-emptive tender right for the respective shares, on one or several occasions, in pursuance of one or several purposes by the Company, but also by other dependent Group companies, or for the account of the Company or Group companies by third parties.*

*c) The shares shall be purchased in the stock market or by means of a public purchase offer to holders of the respective category of shares.*

*(1) If the shares are purchased in the stock market, the price (not including ancillary purchase costs) must not be more than 10 per cent higher or 20 per cent lower than the share price determined for the relevant category of shares on that trading day at the opening auction on Xetra or a comparable successor system.*

*(2) With a public purchase offer, the price offered per share (in the case of a price spread the maximum and minimum prices offered per share), not including ancillary purchase costs, may differ by no more than +/- 20 per cent from the closing share price for the respective share category on Xetra (or a comparable successor system) on the third trading day before the day when the offer is publicly announced. If more shares are offered for sale than the Company wishes to buy, the shares will be accepted on a quota basis. Arrangements may provide that priority be given to accepting small numbers of up to 100 tendered shares per shareholder.*

*d) Provided the Supervisory Board gives its consent, the Managing Board is authorised to exclude shareholders' subscription rights and sell treasury bearer ordinary shares and/or non-voting bearer preferred shares acquired on the basis of this or a previous authorisation by some method other than via the stock market or an offer to all shareholders,*

- if the Company's own bearer ordinary shares and/or non-voting bearer preferred shares are being sold for a price that is not substantially lower than the stock market price for the respective category of the Company's shares (in this case the total of the shares to be sold together with the shares issued or sold - excluding subscription rights - by direct or analogous application of section 186 clause 3, 4th sentence, of the German Stock Corporation Act (AktG) may not exceed a limit of a total of 10 per cent of the share capital existing at the time of the issuance or sale), and/or*
- if the sale is taking place as counter-performance within the framework of a merger between enterprises or for the acquisition of enterprises or shareholdings in enterprises, and/or*
- if the sale is taking place as a means of introducing the Company's shares to foreign stock markets on which it is not listed; the price at which these shares are introduced to foreign stock markets may not be substantially lower than the stock market price for the respective category of shares.*

*e) The Managing Board is further authorised to redeem the Company's own bearer ordinary shares and/or non-voting bearer preferred shares and shall not require a shareholders' resolution for this purpose.*

*f) The authorisations under letters d) and e) heretofore may be exercised in part or in whole.*

*g) The authorisation to purchase the Company's own shares adopted by the Ordinary Annual Meeting on 10 May 2007 under agenda item 5 will be hereby cancelled."*

The Managing Board and Supervisory Board request the Separate Meeting of preferred shareholders to consent to the resolution that is likely to be passed by the Ordinary Annual Meeting.

## REPORT OF THE MANAGING BOARD TO THE SEPARATE MEETING

### Report to the Separate Meeting of preferred shareholders on agenda item 1 (item 5 on the agenda of the Ordinary Annual Meeting)

In accordance with sections 71 clause 1 no. 8, 186 clause 4 sentence 2 AktG we hereby report as follows on agenda item 1 (item 5 on the agenda of the Ordinary Annual Meeting):

On 10 May 2007, under agenda item 5, the Annual Meeting passed a resolution authorising the Company to purchase its own shares until 9 November 2008; in all other respects the resolution was comparable to the proposal under item 5 on the agenda. Last year's report of the Managing Board to the Annual Meeting was submitted to the Register of Companies in which the Company is entered together with the notice of the Annual Meeting of 10 May 2007 in the electronic Federal Gazette of 30 March 2007 and with the notarised minutes of its resolutions.

The proposed authorisation under item 5 on the agenda of the Ordinary Annual Meeting would extend the period during which HUGO BOSS AG may purchase its own shares from 09 November 2008 until 07 November 2009, and the authorisation of 10 May 2007 would be expressly repealed.

### THE PROPOSAL IN DETAIL:

The proposal would authorise the Company to acquire its own shares up to 10 per cent of the share capital, in the market or by means of a public purchase offer, until 07 November 2009. The Managing Board shall not be obliged to repurchase bearer ordinary shares and non-voting bearer preferred shares in the same proportions as previously. The Managing Board would rather be in a position to acquire shares solely or predominantly in one category or the other. This may be especially justified in view of the purpose for which the repurchased shares are to be used. If this is a corporate take-over, for example, only ordinary shares will be required. But it may also be justified if buying in a particular category will stabilise its price.

As well as buying its own shares in the market, the Company should also be able to acquire them by means of a public purchase offer (tender). This variant enables each of the Company's shareholders who are in principle willing to sell his shares to decide how many he wishes to offer and define the price range he is willing to accept. If the number of shares offered at the fixed price exceeds the number the Company wishes to buy, offers are accepted on a quota basis. It should be possible to give small offers priority in the acceptance process, or to accept portions of offers up to a maximum of 100 shares. When establishing the quotas for acquisition this makes it possible to avoid both fragmented amounts and small residual holdings, thus making technical processing easier.

The bearer ordinary shares and/or non-voting bearer preferred shares acquired by the Company may be resold in the market or by means of a public offer to all shareholders, in compliance with the principle of equality.

Furthermore they may also be resold other than in the stock market and by means of an offer to all shareholders provided that the price of the shares is not significantly below the market price of the relevant share category at the time of disposal. This authorisation, which is equivalent to an exclusion of subscription rights, takes advantage of the simplified facility to exclude subscription rights permitted by section 71 clause 1 no. 8 AktG in application of section 186 clause 3 sentence 4 AktG. This would make it possible to offer bearer ordinary shares and/or non-voting bearer preferred shares of the Company to institutional investors at home and abroad in the interests of the Company, and thus to expand the number of shareholders. The authorisation sought would enable the Company to respond quickly and flexibly to favourable market situations. In particular, it would enable shares to be placed more quickly - and above all at lower cost - than by disposing of them as per the rules applicable the time the subscription rights were granted to shareholders.

Due account will be taken of shareholders' interests, in terms of both assets and voting rights. Based on section 186 clause 3 sentence 4 AktG, the authorisation is limited to a maximum of 10 per cent of the Company's share capital. In addition the Managing Board will respect the limit of 10 per cent of share capital for the total of all disposals excluding subscription rights of shares acquired in accordance with section 71 clause 1 no. 8 AktG, and also for capital increases against cash contributions in accordance with section 186 clause 3 sentence 4 AktG. Shareholders would be adequately protected against dilution by the fact that the shares could not be disposed of at a price significantly below the market price. Shareholders concerned to maintain their voting-rights quota would not be disadvantaged, because they could always acquire the necessary additional shares in the stock market.

The proposal would furthermore authorise the Company to acquire its own bearer ordinary shares and/or non-voting bearer preferred shares in order to make use of them as a consideration in a merger between enterprises or for the acquisition of enterprises or shareholdings in enterprises. International competition and economic globalisation increasingly require this form of consideration. The proposed authorisation would thus give the Company the necessary flexibility to exploit opportunities to acquire companies or equity holdings quickly and flexibly when they present themselves. This is the objective of the proposed exclusion of subscription rights. When defining price ratios the Managing Board will ensure that shareholders' interests are adequately safeguarded. In these cases the decision whether to use own shares or shares from authorised capital is taken by the Managing Board in the best interests of the Company. There are at present no specific plans for utilising this authorisation.

The authorisation is also designed to make it possible to utilise the Company's own bearer ordinary shares and/or non-voting bearer preferred shares to obtain listings on foreign stock exchanges where the Company's shares have not previously been traded. HUGO BOSS AG is under intense competitive pressure in the international capital markets. It is extremely important to the Company's



future business development for it to be able to raise capital in the market on reasonable terms at any time. Obtaining listings for the shares on foreign stock exchanges facilitates this, because it broadens the foreign shareholder base and makes the shares more attractive as an investment. There are no specific plans to do so at present, however.

Each time this authorisation is exercised the Managing Board will inform the next Annual Meeting accordingly.

### **NOTIFICATION OF THE TOTAL NUMBER OF SHARES AND VOTING RIGHTS**

At the time the Annual Meeting was convened, the total number of shares held in the Company was 70.400.000 (35.860.000 bearer ordinary shares plus 34.540.000 non-voting bearer preferential shares) and the total number of voting rights was 35.331.445.

## **ATTENDANCE OF PREFERRED SHAREHOLDERS AT THE SEPARATE MEETING BY PROOF OF SHAREHOLDING**

Preferred shareholders may attend the Separate Meeting and exercise their voting rights if they register with the Company at the following address by the close of business on 30 April 2008 and submit separate proof of their shareholdings, prepared in writing or by electronic mail in German or English by the institution holding them on their behalf, to the Company at the following address:

HUGO BOSS AG  
c./o. Commerzbank AG  
ZTB M 3.2.4 General Meetings/Proxy Voting  
60261 Frankfurt am Main  
Germany

The proof of shareholding must relate to the start of business on 17 April 2008. It must also reach the Company by the close of business on 30 April 2008. On receipt of the registration and proof of shareholding, the Company will send shareholders admission cards for the Separate Meeting. To ensure that they receive their admission cards in good time, shareholders are asked to arrange for the proof of their shareholdings and their registration to be sent to the Company as early as possible.

## **PROXY VOTING**

Please note that preferred shareholders who do not wish to attend the Separate Meeting themselves can arrange for their voting rights to be exercised by a proxy, a bank or an association of shareholders. The proxy must be appointed in writing and the power submitted to the Company, unless the proxy is a bank, a shareholder association or other institution acting in a commercial capacity that is exempted from this requirement by section 135 AktG. We will send the relevant power form together with the admission card.

We also offer preferred shareholders who do not wish to attend the Separate Meeting themselves the facility to have their voting rights exercised by a proxy appointed by the Company, who will vote as instructed by the shareholder. Preferred shareholders wishing to authorise the proxy appointed by the Company to exercise their voting rights require an admission card to the Separate Meeting. This proxy must be authorised to exercise the shareholder's voting rights, and instructed as to how to do so, using the form provided by the Company for this purpose.

This form will be sent to you when you request your admission card. Shareholder enquiries must be sent to the Company at the following addresses:

HUGO BOSS AG  
Mr Martin Schürmann/Ms Ulrike Zahlten  
Hauptversammlung  
Dieselstrasse 12  
72555 Metzingen, Germany  
Fax: +49 (0) 7123 94 20 18  
E-mail: Hauptversammlung@hugoboss.com

The original of the form, together with the admission card, signed power and instructions, must reach the Company by mail **by 06 May 2008 at the latest**, after which time no further powers of attorney or instructions may be issued to the Company-appointed proxy and any powers of attorney and instructions already issued may no longer be changed.

Moreover, preferred shareholders who attend the Separate Meeting but wish to leave before a vote is taken may, on leaving the meeting, grant power for a Company-appointed proxy to exercise their voting rights and instruct him as to how their votes are to be cast. The set of voting cards includes a form for this purpose.

Even when a Company proxy is granted power, the registration and proof of shareholding must be submitted to the Company in the prescribed form within the set time limit as per the foregoing provisions.

## COUNTERPROPOSALS BY PREFERRED SHAREHOLDERS

Preferred shareholders are asked to send any counterproposals to the Company at the following addresses:

HUGO BOSS AG  
Hauptversammlung/Rechtsabteilung  
Dieselstrasse 12  
72555 Metzingen  
Germany  
Fax: +49 (0) 7123 94 20 18  
E-mail: Hauptversammlung@hugoboss.com

All proposals from preferred shareholders received at least two weeks before the day of the Separate Meeting and requiring public access will immediately be posted on the internet at: [www.hugoboss.com](http://www.hugoboss.com) under "Annual Meeting 2008". Any comments on these by Company officers will also be published on the same website.

Metzingen, March 2008

The Managing Board



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## GETTING TO THE ANNUAL MEETING

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### ARRIVING BY CAR

The New Stuttgart Trade Fair Centre is 13 kilometres away from the Stuttgart city centre and is located directly next door to Stuttgart Airport.

### ARRIVING VIA THE A8 MOTORWAY

**From the direction of Stuttgart:** Leave the motorway at the “Echterdinger Ei” junction and go to the access road for airport and trade fair centre. Please follow the signs of the parking guidance system.

**From the direction of Munich:** There is an exit on the A8 motorway which leads you to the multi-storey car park over the motorway. Please follow the signs of the parking guidance system.



### ARRIVAL VIA THE B27 TRUNK ROAD

**From the direction of Stuttgart or Tübingen:** From both directions the car parks at the western edge of the trade fair site are accessible. The multi-storey car park over the A8 motorway can also be reached. Please follow the signs of the parking guidance system.

### ARRIVAL BY PLANE

The airport terminals are approx. 200 metres from the trade fair site and can be easily reached on foot.

### ARRIVAL BY TRAIN

Stuttgart is directly connected to 13 European capitals via the rail network (ICE, IC and InterRegio trains).

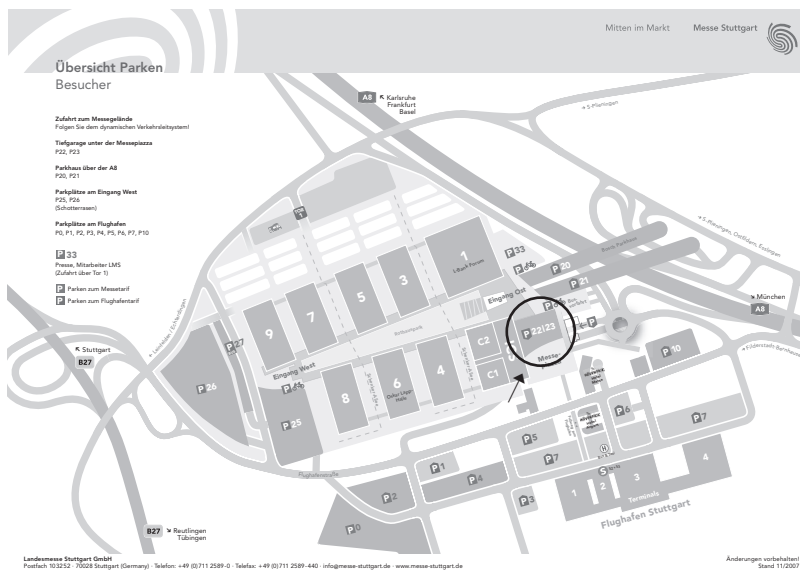
**From Stuttgart Main Station:** Rapid-transit trains (S2 and S3 lines) run between Stuttgart Main Station and Stuttgart Airport / New Stuttgart Trade Fair Centre. The travelling time is 27 minutes.

## UNDERGROUND GARAGE P22/23 AT THE MESSEPIAZZA

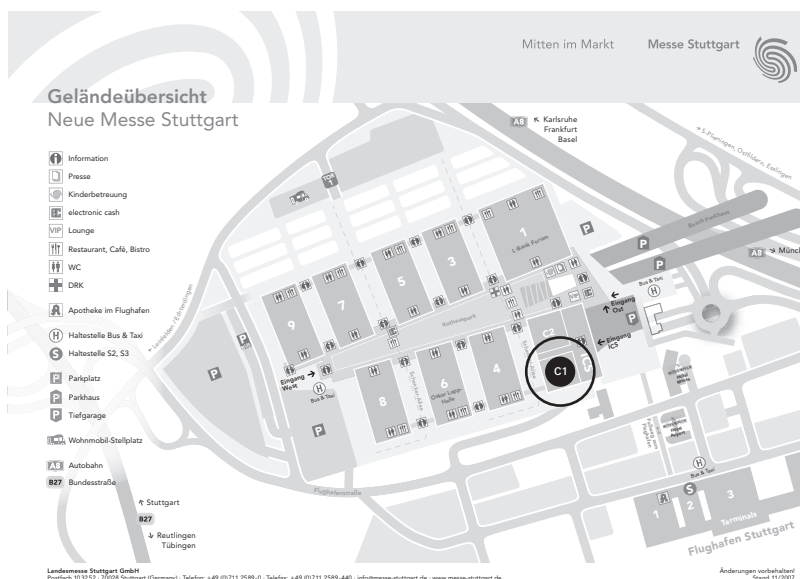
**Note:** Only parking fees of the underground garage P22/23 will be refunded by HUGO BOSS.

We would like to ask you to exchange your parking ticket for a free exit ticket at the counter of the wardrobe in the foyer of hall C1.

Please follow the signs **ICS** and **P22/23**.



## VERANSTALTUNGSORT: ICS – C1



**HUGO BOSS AG**

Dieselstrasse 12

72555 Metzingen

Germany

Phone: +49 (0) 7123 94-0

Fax: +49 (0) 7123 94-2014

[www.hugoboss.com](http://www.hugoboss.com)