

# HUGO BOSS

INVITATION TO THE ANNUAL MEETING



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### HUGO BOSS AG, Metzingen

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

Shareholders are cordially invited to the **Ordinary Annual Meeting** to be held

**at 10:00 a.m. on Monday, 21 June 2010**

in the Stadthalle Nürtingen (K3N), 72622 Nürtingen.

## AGENDA

### **1. Presentation of the established annual financial statements for the period ending 31 December 2009 and the report of the Managing Board for HUGO BOSS AG, the approved consolidated annual financial statements for the period ending 31 December 2009 and the report of the Managing Board for the HUGO BOSS Group as well as the report of the Supervisory Board, the proposal of the Managing Board for the appropriation of the net profit for the 2009 financial year and the explanatory report on disclosures pursuant to Sect. 289 (4) and (5) and Sect. 315 (4) of the German Commercial Code (HGB) for the 2009 financial year**

The documents referred to under Agenda item 1 are available on the internet via <http://group.hugoboss.com> under item "Annual Meeting 2010." Furthermore, the documents will be available in the Annual Meeting in which they will be further explained. In accordance with legal requirements no resolution will be taken with respect to Agenda item 1 as the Supervisory Board has already approved the annual financial statements and the consolidated annual financial statements and they will accordingly not be established by the Annual Meeting.

### **2. Resolution on the appropriation of net profit for the 2009 financial year**

The Managing and Supervisory Boards propose a resolution to appropriate the net profit of HUGO BOSS AG for the 2009 financial year in the amount of 67,929,400.00 EUR as follows:

- a) payment of a dividend of 0.96 EUR per ordinary share with dividend rights (35.331.445 ordinary shares) for the 2009 financial year = 33,918,187.20 EUR
- b) payment of a dividend of 0.97 EUR per preferred share with dividend rights (33.684.722 preferred shares). = 32,674,180.34 EUR
- c) The German 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 amount attributable to such shares not entitled to dividend (currently 528,555 ordinary shares and 855,278 preferred shares), namely = 32,674,180.34 EUR, 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 0.96 EUR per ordinary share with dividend rights and 0.97 EUR 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 2009 financial year**

The Managing and Supervisory Boards propose that the members of the Managing Board incumbent in the 2009 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 2009 financial year**

The Managing and Supervisory Boards propose that the members of the Supervisory Board incumbent in the 2009 financial year be granted formal approval for that period.

### **5. Resolution on election of the members of the Supervisory Board**

The term of office of the six members of the shareholders on the Supervisory Board will expire with effect of the end of the 2010 Ordinary Annual Meeting.

The Supervisory Board proposes to elect the following persons as representatives of the shareholders to the Supervisory Board:

- Dr. Hellmut Albrecht, Management Advisor, Munich/Germany
- Damon Buffini, Managing Director, Surrey/England
- Dr. Klaus Maier, Management Advisor, Stuttgart/Germany
- Luca Marzotto, Chairman of the Executive Board, Venice/Italy
- Gaetano Marzotto, Chairman of the Supervisory Board, Milan/Italy
- Dr. Martin Weckwerth, Partner, Frankfurt am Main/Germany

The election will be for the time expiring at the end of the Annual Meeting resolving on the grant of formal approval for the acts of the members of the Supervisory Board for the 2014 financial year.

Pursuant to Sect. 96 (1) and Sect. 101 (1) AktG as well as Sect. 7 (1) sentence 1 number 1 of the German Code-termination Act (Mitbestimmungsgesetz), the Supervisory Board is constituted of 6 representatives each of the shareholders and the employees. The Annual Meeting is not bound by nominations when electing the shareholder representatives.

It is intended to conduct the election of the members of the Supervisory Board by way of separate votes on each nominee in accordance with the German Corporate Governance Code.

Disclosure pursuant to Sect. 125 (1) sentence 5 AktG

In the companies respectively listed under a) below, the aforementioned nominees for the election to the Supervisory Board as representatives of the shareholders are members of a statutory supervisory board and in the companies listed under b) below they are members of similar domestic or foreign supervisory bodies.

- Dr. Hellmut Albrecht
  - a) MME Moviemment AG, Munich/Germany  
Pro-Beam AG & Co. KGaA, Planegg/Germany
  - b) none
  
- Dr. Klaus Maier
  - a) none
  - b) Diehl Stiftung & Co., Nuremberg/Germany
  
- Luca Marzotto
  - a) none
  - b) Zignago Holding SpA, Fossalta di Portogruaro/Italy  
Santa Margherita SpA, Fossalta di Portogruaro/Italy  
New High Glass Inc., Miami/USA  
Federvini - Sindacato A, Rome/Italy  
Vetri Speciali SpA, Trento/Italy  
Zignago Vetro SpA, Fossalta di Portogruaro/Italy  
Banca Popolare Friuladria SpA, Pordenone/Italy
  
- Gaetano Marzotto
  - a) none
  - b) Zignago Holding SpA, Fossalta di Portogruaro/Italy  
Santa Margherita SpA, Fossalta di Portogruaro/Italy  
Zignago Vetro SpA, Fossalta di Portogruaro/Italy  
CFI (Comitato Fiere Industria), Florence/Italy  
Valentino Fashion Group SpA, Milan/Italy
  
- Dr. Martin Weckwerth
  - a) none
  - b) Valentino Fashion Group SpA, Milan/Italy

Note pursuant to Clause 5.4.3 sentence 3 of the German Corporate Governance Code: It is envisaged that from among the members of the Supervisory Board Dr. Albrecht be elected as Chairman of the Supervisory Board in the Supervisory Board meeting to be held following the Annual Meeting.

**6. Resolution authorising the Company to buy its own shares and to use its own shares, also in connection with the exclusion of tender and subscription rights, including authorisation to redeem its own shares thus acquired and reduce capital**

The Managing and Supervisory Boards propose the following resolution:

- a) The Managing Board is authorised until 20 June 2015 to acquire bearer ordinary shares and/or non-voting bearer preferred shares of the Company up to an overall maximum of 10 per cent of its current nominal authorised capital.

- b) The authorisation may be exercised for the entire amount or in partial amounts, solely for bearer ordinary shares and/or bearer preferred shares and thus with partial exclusion of any applicable pre-emptive tender right for the respective class, on one or several occasions, in pursuance of one or several purposes by the Company, but also by other dependent Group companies of the Company, 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 shares 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) In the case of a public purchase offer, the price offered per share or the maximum and minimum prices offered per share in the case of a price spread (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 the total number of shares offered exceeds the number the Company wishes to buy, the shares will be accepted on the basis of offer ratios and thus with partial exclusion of any applicable pre-emptive tender right. 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 the shareholders' subscription rights and sell down 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 in the stock market or an offer to all shareholders,
- if the Company's own bearer ordinary shares and/or non-voting bearer preferred shares acquired are being sold for a price that is not substantially lower than the stock market price for the respective class of the Company's shares (in this case the total of the shares to be sold together with the shares issued or sold under exclusion of subscription rights during the term of this authorisation by direct or analogous application of Sect. 186 (3) sentence 4 AktG may not exceed a limit of a total of 10 per cent of the nominal authorised capital existing at the time of the issuance or sale), and/or
  - if the sale is taking place as consideration 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 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) above may be exercised in part or in whole.
- g) The authorisation to purchase the Company's own shares adopted by the Annual Meeting on 14 May 2009 under agenda item 7 is hereby cancelled.

## **7. Election of auditors and group auditors for the 2010 financial year as well as of auditors for the review (prüferische Durchsicht) of the abbreviated financial statements and of the interim report of the Managing Board for the first half of the business year 2010**

Based on the recommendation of the audit committee, the Supervisory Board proposes to resolve:

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Wirtschaftsprüfungsgesellschaft  
Stuttgart

is appointed auditor of the financial statements and consolidated financial statements for the 2010 financial year and to review the abbreviated financial statements and the interim report of the Managing Board for the first half of the business year 2010, if these are reviewed.

## **8. Resolution on the scope of disclosure of the remuneration of the Managing Board**

The Annual Meeting of the Company of 4 May 2006 resolved to abstain from the disclosure of the remuneration of the individual members of the Managing Board based on the regulations in force at that time. These regulations have since been amended with effect for business years commencing after 31 December 2009.

The Managing and Supervisory Boards propose to resolve:

The information required by Sect. 285 sentence 1 no. 9 a) sentence 5–8 as well as Sect. 314 (1) no. 6 a) sentence 5–8 of the Commercial Code will be omitted for five years. This resolution is valid for the business year commenced at 1 January 2010 and the further four consecutive business years, i.e. until 31 December 2014.

## **9. Resolutions on the amendment of the Articles of Association**

The Act on the implementation of the Shareholders' Rights Directive of 30 July 2009 (ARUG) amended the deadlines, dates and their calculation as well as the rules for participation in the annual meeting.

Furthermore, the German Corporate Governance Code was amended in various respects.

The proposed amendments of the Articles of Association intend to align the Articles of Association with the new regulations and with an amended recommendation.

### **a) Amendment of § 8 (3) of the Articles of Association**

The Managing and Supervisory Boards propose to align § 8 (3) of the Articles of Association with the amended version of the German Corporate Governance Code and to resolve to reformulate § 8 (3) of the Articles of Association as follows:

“(3) Members of the Supervisory Board who are at the same time a member of the Managing Board of a listed company shall not hold more than a total of three Supervisory Board positions in listed companies outside the Group.”

b) Amendment of § 13 (2) of the Articles of Association

The Managing and Supervisory Boards propose to align § 13 (2) of the Articles of Association with the amended version of Sect. 118 (4) AktG and to resolve to reformulate § 13 (2) of the Articles of Association as follows:

“(2) The person chairing the meeting shall be entitled to permit broadcasting sound and video coverage of all or part of the Annual Shareholders’ Meeting,”

c) Amendment of § 14 of the Articles of Association

The Managing and Supervisory Boards propose to align § 14 of the Articles of Association with the amended Sect. 121 ( 7), 123 (1) AktG, to delete the competence for convening the annual meeting which is already stipulated in the law and to resolve to reformulate § 14 of the Articles of Association as follows:

“§ 14 Convening

The Annual Shareholders’ Meeting shall be called with statutory notice.”

d) Amendment of § 15 of the Articles of Association

The Managing and Supervisory Boards propose to align § 15 of the Articles of Association with the amended version of Sect. 121 (7), 123 (2) and (3) AktG and to resolve to reformulate § 15 of the Articles of Association as follows:

“§ 15 Registration for the Annual Shareholders’ Meeting, Evidence

- (1) Only those shareholders who have registered prior to the Meeting shall be entitled to participate in the Meeting and to exercise their voting rights. Notice of registration must be received by the Company in text form (Textform) at the address indicated in the invitation at least six days prior to the Meeting. If the Meeting is called by the Managing Board the Managing Board is entitled to determine a shorter period of time to be calculated in days in the invitation, if the Meeting is called by the Supervisory Board the Supervisory Board is entitled to determine a shorter period of time to be calculated in days in the invitation. The day of the Meeting and the day of receipt of the notice of registration shall not be included in calculating the respective period of time.
- (2) The entitlement to participate in the Meeting and to exercise the voting rights is also dependent on the respective shareholder furnishing proof of its shareholding to the Company by way of a special confirmation by the custodial institution in text form (Textform) in the German or in the English language. The confirmation must refer to the beginning of the 21st day before the Meeting. The confirmation must be received by the Company at the address indicated in the invitation at least six days prior to the Meeting. If the Meeting is called by the Managing Board the Managing Board is entitled to determine a shorter period of time to be calculated in days in the invitation, if the Meeting is called by the Supervisory Board the Supervisory Board is entitled to determine a shorter period of time to be calculated in days in the invitation. The day of the Meeting and the day of receipt of the notice of registration shall not be included in calculating the respective period of time. Only the person who has provided the confirmation is regarded as shareholder in relation to the Company with respect to participating in the Meeting and exercising the voting right.”



**Report of the Managing Board to the Annual Meeting on agenda item 6:**

In accordance with Sect. 71 (1) number 8 and Sect. 186 (4) sentence 2 AktG, we hereby report as follows on agenda item 6:

On 14 May 2009, under item 7 on the agenda, the Annual Meeting passed a resolution authorising the Company to purchase its own shares until 13 November 2010; in all other respects the resolution was comparable to the present proposal under item 6 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 registered, together with the convening notice of the Annual Meeting in the electronic Federal Gazette of 27 March 2009 and with the notarised minutes of its resolutions of 14 May 2009.

The proposed authorisation under item 6 on the agenda is to extend the period during which HUGO BOSS AG may purchase its own shares in line with the respective statutory amendment which allows an authorisation for a period of 5 years, from 13 November 2010 to 20 June 2015, and the authorisation of 14 May 2009 is to be expressly repealed.

**The proposal in detail:**

The proposal is intended to enable the Company to acquire its own shares in an amount of up to 10 per cent of the share capital in the stock market or by means of a public purchase offer, until 20 June 2015. It is not intended that the Managing Board is obliged to repurchase bearer ordinary shares and non-voting bearer preferred shares in the existing proportion of the share categories. The Managing Board would rather be in a position to acquire shares solely and predominantly in one category or another. This may be especially justified in view of the purpose for which the repurchased shares are to be used; for example, if for a corporate take-over only ordinary shares are required. But it may also be justified if buying in a particular category will stabilise its price.

It is intended that, aside from buying its own shares in the stock market, the Company will 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 their shares, to decide how many they wish to offer and define the price range they are 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 is intended to provide for both the possibility of accepting offers on the basis of the offer ratio and not on the basis of the proportional shareholding, and the possibility of giving small offers or portions of offers up to a maximum of 100 shares priority in the acceptance process. 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 own bearer ordinary shares and/or non-voting bearer preferred shares acquired by the Company may be resold in the stock market or by means of a public offer to all shareholders, in compliance with the principle of equality.

Furthermore, the Company may also dispose of the own bearer ordinary shares and/or non-voting bearer preferred shares other than in the stock market or by means of an offer to all shareholders provided that the price of the shares is not significantly below the stock 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 exclusion of subscription rights permitted by Sect. 71 (1) number 8 AktG in application of Sect. 186 (3) sentence 4 AktG. This makes 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 best interests of the Company, and thus to

expand the number of shareholders. The authorisation sought is intended to enable the Company to respond quickly and flexibly to favourable market situations. In particular, it enables shares to be placed more quickly – and, above all, at lower cost – than by disposing of them under the rules which would apply in case of subscription rights granted to shareholders. Due account is taken of shareholders' interests, in terms of both assets and voting rights. The authorisation, which is based on Sect. 186 (3) sentence 4 AktG, is limited to a maximum of 10 per cent of the Company's share capital. In addition, with respect to all subscription rights excluded the Managing Board will adhere to the limit of 10 per cent of the nominal authorised capital for disposals of own shares acquired in accordance with Sect. 71 (1) number 8 AktG, and for capital increases against cash contributions in accordance with Sect. 186 (3) sentence 4 AktG. Shareholders are adequately protected against dilution by the fact that the shares may not be disposed of at a price significantly below the relevant stock market price. Shareholders concerned to maintain their voting-rights quota are not at a disadvantage, because they can always acquire the relevant number of additional shares in the stock market.

The proposal is further intended to 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 is thus to provide the Company with the necessary flexibility to be able 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 valuation ratios, the Managing Board will ensure that the 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. At present, there are 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 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**

Pursuant to § 30b (1) No. 1 of the German Securities Trading Act (Wertpapierhandelsgesetz, "WpHG") we advise as follows: As at the date of the notice of the 2010 Annual Meeting, the total number of shares in the Company amounts to 70,400,000 (35,860,000 ordinary bearer shares plus 34,540,000 non-voting bearer preferred shares) and the total number of voting rights is 35,860,000.

**Requirements for attendance at the Annual Meeting and exercise of voting rights (with record date pursuant to Sect. 121 (3) sentence 3 of the German Stock Corporation Act (Aktengesetz, "AktG") and its meaning)**

Holders of ordinary and preferred shares who wish to attend the Annual Meeting and holders of ordinary shares who wish to exercise their voting rights must register prior to the meeting. Moreover, the shareholders must prove their entitlement to attend the Annual Meeting or to exercise their voting rights. To this end, proof of their shareholding furnished in text form (Textform) in German or English by the custodian bank referencing the commencement of the 21st day prior to the Annual Meeting, i.e. Monday, 31 May 2010, 0.00 hours CEST (so-called Record Date) is sufficient.

The registration and proof of shareholding must be received by the Company at the address designated below no later than the seventh day prior to the meeting, i.e. no later than Monday, 14 June 2010, midnight CEST:

- HUGO BOSS AG  
c./o. Computershare HV-Services AG  
Prannerstrasse 8  
80333 München  
Germany
- Fax: +49 (0) 89 309037 - 4675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

In relation to the Company, only those persons who have provided such proof shall be deemed a shareholder entitled to attend the meeting or to exercise voting rights. In this respect, the right to attend and the scope of any voting right shall be assessed solely on the basis of the shareholder's shareholding specified in the proof as at the Record Date. The Record Date shall not give rise to any lock-up over the shareholding. Even in the case of full or partial sale of the shareholding after the Record Date, the shareholding of the relevant shareholder as at the Record Date alone shall determine attendance and the scope of any voting right; in other words, no sale of shares after the Record Date shall affect the right to attend the meeting and the scope of any voting rights. The same shall apply to purchases and additional purchases of shares after the Record Date. Persons who do not yet hold any shares as at the Record Date and only become shareholders thereafter shall not be entitled to attend the meeting or exercise voting rights. The Record Date is not relevant to dividend rights either.

After receipt of the registration and proof of their shareholding by the Company, shareholders shall be sent admission tickets for the Annual Meeting. In order to ensure timely receipt of the admission tickets, we ask shareholders to make certain that the registration and proof of their shareholdings are sent to the Company at their earliest convenience.

**Proxy voting**

Holders of ordinary shares may also have their voting right exercised at the Annual Meeting by proxies – including a credit institution or shareholder association – by issuing a corresponding proxy. Should the shareholder issue a proxy to more than one person, the Company may reject one or more of them. Even in the event of a proxy, timely registration and proof of shareholding in accordance with the foregoing terms is necessary.

Generally speaking, the grant of proxy, revocation thereof and proof of proxy to the Company must be in text form (Textform) in accordance with Sect. 134 (3) sentence 3 AktG. Shareholders may use the proxy section on the admission ticket form to issue the proxy; however, it is also possible for shareholders to issue a separate proxy in text form (Textform). The following address, fax number and e-mail address are available for furnishing proof of proxy and revocation thereof until the beginning of the vote:

- HUGO BOSS AG  
Vollmachten  
Dieselstrasse 12  
72555 Metzingen  
Germany

Fax: +49 (0) 7123 94 - 2018  
E-mail: VollmachtHV2010@hugoboss.com

To this end, on the day of the Annual Meeting, there will also be an entry and exit checkpoint for the Annual Meeting from 9:00 a.m. in the Stadthalle of Nürtingen (K3N), 72622 Nürtingen.

Should a credit institution, shareholder association or another institution, company or person equivalent thereto under Sect. 135 AktG be granted proxy, there is no text form (Textform) requirement under law or the Company's articles of association; in these cases, it is sufficient by law if the grant of proxy is verifiably memorialised by the proxy holder; in addition, the grant of proxy must be complete and may only pertain to the exercise of voting rights. Therefore, if you wish to grant proxy to a credit institution, shareholder association or another institution, company or person equivalent thereto under Sect. 135 AktG, please co-ordinate with them the form of the proxy. In these cases, the proxy may be granted only to one specific proxy holder. However, pursuant to Sect. 135 (7) AktG, breach of the foregoing and certain other requirements specified in Sect. 135 AktG regarding the grant of proxy to the parties referred to in this paragraph does not operate to invalidate votes cast.

We offer the holders of ordinary shares the option of having company-appointed proxies represent them in the exercise of their voting rights. In this respect, the company stipulates the following rules: Proxies may exercise voting rights only in accordance with expressly issued instructions on the individual agenda items. There is no proxy in the absence of such express instruction. The proxy and instruction form sent together with the admission ticket may be used to grant proxy. The grant of proxy (with instructions), revocation and proof thereof to the Company must be in text form (Textform). Text form (Textform) proxies for the proxy holders issuing express instructions must be received by the Company at the address set forth below by no later than Friday, 18 June 2010, midnight CEST:

- HUGO BOSS AG  
Mr Martin Schürmann/Ms Ulrike Zahlten  
Hauptversammlung  
Dieselstrasse 12  
72555 Metzingen  
Germany

or by fax: +49 (0) 7123 94 - 2018  
or by e-mail: VollmachtHV2010@hugoboss.com

On the day of the Annual Meeting itself, the entry and exit checkpoint for the Annual Meeting in the Stadthalle Nürtingen (K3N), 72622 Nürtingen, will be available for the issue, revocation and modification of instructions to company-appointed proxies.

### **Publication on the Company's website**

Immediately after the Annual Meeting has been called, the following information and documents will be available on the company's website under <http://group.hugoboss.com> under the menu option Hauptversammlung 2010 (see Sect. 124a AktG):

1. the contents of the notice of meeting together with information relating to the outstanding resolution to be adopted on item 1 of the agenda and the total number of shares and voting rights as at the date of the notice of meeting, including separate information on the total number for each share class;
2. the documents to be provided to the meeting;
3. forms that may be used for proxy voting.

### **Shareholders' rights pursuant to Sect. 122 (2), Sect. 126 (1), Sect. 127, 131 (1) AktG**

#### **Addition to the agenda pursuant to Sect. 122 (2) AktG**

Shareholders whose combined shareholdings represent a proportionate interest in the share capital of at least EUR 500,000 may request that items be placed on the agenda and announced. Such a request must be sent in written form or in the form as provided in Sect. 126a of the German Civil Code (Bürgerliches Gesetzbuch, "BGB") to the Company's Managing Board (HUGO BOSS AG, Managing Board, Dieselstrasse 12, 72555 Metzingen, [Hauptversammlung@hugoboss.com](mailto:Hauptversammlung@hugoboss.com)) and must be received by the Company no later than 30 days prior to the Annual Meeting; the day of receipt and the day of the Annual Meeting shall not be included in calculating this period. The last possible date of receipt is therefore Friday, 21 May 2010, midnight CEST. Further details on the requirements for exercising the right and its limitations are available on the company's website under <http://group.hugoboss.com> under the menu option Hauptversammlung 2010 under "Information on shareholder rights pursuant to Sect. 121 (3) sentence 3 No. 3 AktG".

### **Shareholder motions and election nominations pursuant to Sect. 126 (1), 127 AktG**

Shareholders may submit motions on individual agenda items (see Sect. 126 AktG); this also applies to nominations for the election of Supervisory Board members or auditors (see Sect. 127 AktG).

Pursuant to Sect. 126 (1) AktG, shareholder motions, including the shareholder's name, supporting information and any opinion expressed by management, shall be made available to those eligible persons specified in Sect. 125 (1) to (3) (this includes, inter alia, shareholders who request this) under the conditions specified therein, provided the shareholder has submitted a counter-motion (including supporting information) to a proposal by the Managing Board and the Supervisory Board on a specific agenda item to the address specified below at least 14 days prior to the Annual Meeting. The date of receipt shall not be counted. The last possible date of receipt is therefore Sunday, 6 June 2010, midnight CEST. A counter-motion does not have to be made available if one of the exclusionary criteria pursuant to Sect. 126 (2) AktG has been met. Further details on the requirements for

exercising the right and its limitations are available on the company's website under <http://group.hugoboss.com> under the menu option Hauptversammlung 2010 under "Information on shareholder rights pursuant to Sect. 121 (3) sentence 3 No. 3 AktG".

The right of a given shareholder to submit counter-motions during the Annual Meeting on the various agenda items even without prior notice to the Company remains unaffected. We hereby advise that counter-motions that have been submitted to the Company in advance and in good time will be considered at the Annual Meeting only if they are raised orally at the meeting.

No supporting information need be provided for election nominations by shareholders pursuant to Sect. 127 AktG. Nominations are made available only if they include the name, profession and place of residence of the nominee and, in the case of election of Supervisory Board members, information on their membership in other supervisory boards to be created by law (see Sect. 127 sentence 3 in conjunction with Sect. 124 (3) and Sect. 125 (1) sentence 5 AktG). Pursuant to Sect. 127 sentence 1 AktG in conjunction with Sect. 126 (2) AktG, there are other grounds that, if present, make it unnecessary to make nominations available on the website. Otherwise, the criteria and rules for disclosure of motions apply mutatis mutandis; in particular, in this case as well, Sunday, 6 June 2010, midnight CEST is the last possible date by which nominations must have been received at the address set forth below in order to still be made available. Further details on the requirements for exercising the right and its limitations are available on the Company's website under <http://group.hugoboss.com> under the menu option Hauptversammlung 2010 under "Information on shareholder rights pursuant to Sect. 121 (3) sentence 3 No. 3 AktG".

Any shareholder motions (including supporting information) or election nominations pursuant to Sect. 126 (1) and Sect. 127 AktG must be sent exclusively to the following address:

- HUGO BOSS AG  
Annual Meeting/Legal Department  
Dieselstrasse 12  
72555 Metzingen  
Germany

or by fax: +49 (0) 7123 94 - 2018  
or by e-mail: [Hauptversammlung@hugoboss.com](mailto:Hauptversammlung@hugoboss.com)

After receipt, shareholder motions and nominations to be made available (including the name of the shareholder and – in the case of motions – the supporting information) will be made available online at <http://group.hugoboss.com> under the menu option Hauptversammlung 2010. Any opinions expressed by management will also be published at the aforementioned address.

**Shareholders' rights to information pursuant to Sect. 131 (1) AktG**

At the Annual Meeting, shareholders and proxies may request from the Managing Board information on company matters, provided the information is necessary to properly evaluate the relevant agenda item (see Sect. 131 (1) AktG). The right to information extends to the Company's legal and business relations with any affiliate and the group's position and that of the entities included in its consolidated financial statements. Generally speaking, requests for information must be made at the Annual Meeting during the discussion period.

The information provided shall comply with the principles of conscientious and accurate reporting. The Managing Board may refuse to provide the information subject to the criteria of Sect. 131 (3) AktG.

Pursuant to § 16 (3) of the articles of association, the chairman may reasonably limit the time allocated for the shareholders' right to ask questions and speak over the entire course of the Annual Meeting, for individual agenda items or for individual speakers.

Further details on the requirements for exercising the right and its limitations are available on the Company's website under <http://group.hugoboss.com> under the menu option Hauptversammlung 2010 under "Information on shareholder rights pursuant to Sect 121 (3) sentence 3 No. 3 AktG".

Metzingen, May 2010

The Managing Board

## INVITATION TO THE SEPARATE MEETING

### HUGO BOSS AG, Metzingen

– ISIN DE0005245534 (securities identification number (WKN) 524 553) –

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

**at 12:30 p.m. on Monday, 21 June 2010**

in the Stadthalle Nürtingen (K3N), 72622 Nürtingen. The beginning of the Separate Meeting of preferred shareholders may be delayed, depending on the duration of the Ordinary Annual Meeting that precedes it.

## AGENDA

**1. Separate resolution of preferred shareholders on the consent to the resolution presumably passed by the Annual Meeting of HUGO BOSS AG on the same day under agenda item 6 on the authorisation of the Company to buy and to use its own shares, also in connection with the exclusion of tender and subscription rights, including authorisation to redeem its own shares thus acquired and reduce capital**

The wording of the resolution proposed by the Managing and Supervisory Boards to the Ordinary Annual Meeting convened on 21 June 2010 at 10:00 a.m. under agenda item 6 is as follows:

- a) The Managing Board is authorised until 20 June 2015 to acquire bearer ordinary shares and/or non-voting bearer preferred shares of the Company up to an overall maximum of 10 per cent of its current nominal authorised capital.
- b) The authorisation may be exercised for the entire amount or in partial amounts, solely for bearer ordinary shares and/or bearer preferred shares and thus with partial exclusion of any applicable pre-emptive tender right for the respective class, on one or several occasions, in pursuance of one or several purposes by the Company, but also by other dependent Group companies of the Company, 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 shares 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) In the case of a public purchase offer, the price offered per share or the maximum and minimum prices offered per share in the case of a price spread (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 the total number of shares offered exceeds the number the Company wishes to buy, the shares will be accepted on the basis of offer ratios and thus with partial exclusion of any applicable pre-emptive tender right. 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 the shareholders' subscription rights and sell down 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 in the stock market or an offer to all shareholders,
- if the Company's own bearer ordinary shares and/or non-voting bearer preferred shares acquired are being sold for a price that is not substantially lower than the stock market price for the respective class of the Company's shares (in this case the total of the shares to be sold together with the shares issued or sold under exclusion of subscription rights during the term of this authorisation by direct or analogous application of Sect. 186 (3) sentence 4 AktG may not exceed a limit of a total of 10 per cent of the nominal authorised capital existing at the time of the issuance or sale), and/or
  - if the sale is taking place as consideration 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 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) above may be exercised in part or in whole.
- g) The authorisation to purchase the Company's own shares adopted by the Annual Meeting on 14 May 2009 under agenda item 7 is hereby cancelled.

The Managing and Supervisory Boards propose to the Separate Meeting of preferred shareholders to consent to the resolution presumably passed by the Ordinary Annual Meeting.

## **Report of the Managing Board to the Separate Meeting**

### **Report of the Managing Board to the Separate Meeting of preferred shareholders on item 1 on their agenda (item 6 on the agenda of the Ordinary Annual Meeting)**

In accordance with Sect. 71 (1) number 8 and Sect. 186 (4) sentence 2 AktG, we hereby report as follows on agenda item 1 (agenda item 6 of the Ordinary Annual Meeting):

On 14 May 2009, under item 7 on the agenda, the Annual Meeting passed a resolution authorising the Company to purchase its own shares until 13 November 2010; in all other respects the resolution was comparable to the present proposal under item 6 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 registered, together with the convening notice of the Annual Meeting in the electronic Federal Gazette of 27 March 2009 and with the notarised minutes of its resolutions of 14 May 2009.

The proposed authorisation under item 6 on the agenda of the Ordinary Annual Meeting is to extend the period during which HUGO BOSS AG may purchase its own shares in line with the respective statutory amendment which allows an authorisation for a period of 5 years, from 13 November 2010 to 20 June 2015, and the authorisation of 14 May 2009 is to be expressly repealed.

#### **The proposal in detail:**

The proposal is intended to enable the Company to acquire its own shares in an amount of up to 10 per cent of the share capital in the stock market or by means of a public purchase offer, until 20 June 2015. It is not intended that the Managing Board is obliged to repurchase bearer ordinary shares and non-voting bearer preferred shares in the existing proportion of the share categories. The Managing Board would rather be in a position to acquire shares solely and predominantly in one category or another. This may be especially justified in view of the purpose for which the repurchased shares are to be used; for example, if for a corporate take-over only ordinary shares are required. But it may also be justified if buying in a particular category will stabilise its price.

It is intended that, aside from buying its own shares in the stock market, the Company will 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 their shares, to decide how many they wish to offer and define the price range they are 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 is intended to provide for both the possibility of accepting offers on the basis of the offer ratio and not on the basis of the proportional shareholding, and the possibility of giving small offers or portions of offers up to a maximum of 100 shares priority in the acceptance process. 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 own bearer ordinary shares and/or non-voting bearer preferred shares acquired by the Company may be resold in the stock market or by means of a public offer to all shareholders, in compliance with the principle of equality.

Furthermore, the Company may also dispose of the own bearer ordinary shares and/or non-voting bearer preferred shares other than in the stock market or by means of an offer to all shareholders provided that the price of the shares is not significantly below the stock 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 exclusion of subscription rights permitted by Sect. 71 (1) number 8 AktG in application of Sect. 186 (3) sentence 4 AktG. This makes 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 best interests of the Company, and thus to expand the number of shareholders. The authorisation sought is intended to enable the Company to respond quickly and flexibly to favourable market situations. In particular, it enables shares to be placed more quickly – and, above all, at lower cost – than by disposing of them under the rules which would apply in case of subscription rights granted to shareholders. Due account is taken of shareholders' interests, in terms of both assets and voting rights. The authorisation, which is based on Sect. 186 (3) sentence 4 AktG, is limited to a maximum of 10 per cent of the Company's share capital. In addition, with respect to all subscription rights excluded the Managing Board will adhere to the limit of 10 per cent of the nominal authorised capital for disposals of own shares acquired in accordance with Sect. 71 (1) number 8 AktG, and for capital increases against cash contributions in accordance with Sect. 186 (3) sentence 4 AktG. Shareholders are adequately protected against dilution by the fact that the shares may not be disposed of at a price significantly below the relevant stock market price. Shareholders concerned to maintain their voting-rights quota are not at a disadvantage, because they can always acquire the relevant number of additional shares in the stock market.

The proposal is further intended to 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 is thus to provide the Company with the necessary flexibility to be able 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 valuation ratios, the Managing Board will ensure that the 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. At present, there are 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 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**

As at the date of the notice of the 2010 Annual Meeting and the Separate Meeting, the total number of shares in the Company amounts to 70,400,000 (35,860,000 ordinary bearer shares plus 34,540,000 non-voting bearer preferred shares) and the total number of voting rights is 35,860,000.

**Requirements for attendance at the Separate Meeting and exercise of voting rights (with record date pursuant to Sect. 121 (3) sentence 3 of the German Stock Corporation Act (Aktiengesetz, "AktG") and its meaning)**

Holders of preferred shares who wish to attend the Separate Meeting and to exercise their voting rights must register prior to the meeting. Moreover, the preferred shareholders must prove their entitlement to attend the Separate Meeting or to exercise their voting rights. To this end, proof of their shareholding furnished in text form (Textform) in German or English by the custodian bank referencing the commencement of the 21st day prior to the Separate Meeting, i.e. Monday, 31 May 2010, 0.00 hours CEST (so-called Record Date) is sufficient.

The registration and proof of shareholding must be received by the Company at the address designated below no later than the seventh day prior to the Separate Meeting, i.e. no later than Monday, 14 June 2010, midnight CEST:

- HUGO BOSS AG  
c./o. Computershare HV-Services AG  
Prannerstrasse 8  
80333 München  
Germany
- Fax: +49 (0) 89 309037 - 4675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

In relation to the Company, only those persons who have provided such proof shall be deemed a preferred shareholder entitled to attend the meeting or to exercise voting rights. In this respect, the right to attend and the scope of any voting right shall be assessed solely on the basis of the preferred shareholder's shareholding specified in the proof as at the Record Date. The Record Date shall not give rise to any lock-up over the shareholding. Even in the case of full or partial sale of the shareholding after the Record Date, the shareholding of the relevant preferred shareholder as at the Record Date alone shall determine attendance and the scope of any voting right; in other words, no sale of shares after the Record Date shall affect the right to attend the meeting and the scope of any voting rights. The same shall apply to purchases and additional purchases of preferred shares after the Record Date. Persons who do not yet hold any preferred shares as at the Record Date and only become preferred shareholders thereafter shall not be entitled to attend the meeting or exercise voting rights. The Record Date is not relevant to dividend rights either.

After receipt of the registration and proof of their shareholding by the company, preferred shareholders shall be sent admission tickets for the Separate Meeting. In order to ensure timely receipt of the admission tickets, we ask preferred shareholders to make certain that the registration and proof of their shareholdings are sent to the Company at their earliest convenience.

## Proxy voting

Holders of preferred shares may also have their voting right exercised at the Separate Meeting by proxies – including a credit institution or shareholder association – by issuing a corresponding proxy. Should the preferred shareholder issue a proxy to more than one person, the company may reject one or more of them. Even in the event of a proxy, timely registration and proof of shareholding in accordance with the foregoing terms is necessary.

Generally speaking, the grant of proxy, revocation thereof and proof of proxy to the company must be in text form (Textform) in accordance with Sect. 134 (3) sentence 3 AktG. Preferred shareholders may use the proxy section on the admission ticket form to issue the proxy; however, it is also possible for preferred shareholders to issue a separate proxy in text form (Textform). The following address, fax number and e-mail address are available for furnishing proof of proxy and revocation thereof until the beginning of the vote:

- HUGO BOSS AG  
Vollmachten  
Dieselstrasse 12  
72555 Metzingen  
Germany

Fax: +49 (0) 7123 94 - 2018  
E-mail: VollmachtHV2010@hugoboss.com

To this end, on the day of the Separate Meeting, there will also be an entry and exit checkpoint for the Annual Meeting from 9:00 a.m. in the Stadthalle of Nürtingen (K3N), 72622 Nürtingen.

Should a credit institution, shareholder association or another institution, company or person equivalent thereto under Sect. 135 AktG be granted proxy, there is no text form (Textform) requirement under law or the Company's articles of association; in these cases, it is sufficient by law if the grant of proxy is verifiably memorialised by the proxy holder; in addition, the grant of proxy must be complete and may only pertain to the exercise of voting rights. Therefore, if you wish to grant proxy to a credit institution, shareholder association or another institution, company or person equivalent thereto under Sect. 135 AktG, please co-ordinate with them the form of the proxy. In these cases, the proxy may be granted only to one specific proxy holder. However, pursuant to Sect. 135 (7) AktG, breach of the foregoing and certain other requirements specified in Sect. 135 AktG regarding the grant of proxy to the parties referred to in this paragraph does not operate to invalidate votes cast.

We offer the holders of preferred shares the option of having company-appointed proxies represent them in the exercise of their voting rights. In this respect, the company stipulates the following rules: Proxies may exercise voting rights only in accordance with expressly issued instructions on the individual agenda items. There is no proxy in the absence of such express instruction. The proxy and instruction form sent together with the admission ticket may be used to grant proxy. The grant of proxy (with instructions), revocation and proof thereof to the company must be in text form (Textform). Text fom (Textform) proxies for the proxy holders issuing express instructions must be received by the company at the address set forth below by no later than Friday, 18 June 2010, midnight CEST:

- HUGO BOSS AG  
Mr Martin Schürmann/Ms Ulrike Zahlten  
Annual Meeting  
Dieselstrasse 12  
72555 Metzingen  
Germany

or by fax: +49 (0) 7123 94 - 2018

or by e-mail: [VollmachtHV2010@hugoboss.com](mailto:VollmachtHV2010@hugoboss.com)

On the day of the Separate Meeting itself, the entry and exit checkpoint for the Annual Meeting in the Stadthalle Nürtingen (K3N), 72622 Nürtingen will be available for the issue, revocation and modification of instructions to company-appointed proxies.

#### **Publication on the Company's website**

Immediately after the Separate Meeting has been called, the following information and documents will be available on the company's website under <http://group.hugoboss.com> under the menu option Hauptversammlung 2010 (see Sect. 124a AktG):

1. the contents of the notice of meeting and the total number of shares and voting rights as at the date of the notice of meeting, including separate information on the total number for each share class;
2. the documents to be provided to the meeting;
3. forms that may be used for proxy voting.

#### **Shareholders' rights pursuant to Sect. 122 (2), Sect. 126 (1), Sect. 127, 131 (1) AktG**

#### **Addition to the agenda pursuant to Sect. 122 (2) AktG**

Preferred shareholders whose combined shareholdings represent a proportionate interest in the share capital of at least EUR 500,000 may request that items be placed on the agenda and announced. Such a request must be sent in written form or in the form as provided in Sect. 126a of the German Civil Code (Bürgerliches Gesetzbuch, "BGB") to the Company's Managing Board (HUGO BOSS AG, Managing Board, Dieselstrasse 12, 72555 Metzingen, [Hauptversammlung@hugoboss.com](mailto:Hauptversammlung@hugoboss.com)) and must be received by the Company no later than 30 days prior to the Annual Meeting; the day of receipt and the day of the Annual Meeting shall not be included in calculating this period. The last possible date of receipt is therefore Friday, 21 May 2010, midnight CEST. Further details on the requirements for exercising the right and its limitations are available on the company's website under <http://group.hugoboss.com> under the menu option Hauptversammlung 2010 under "Information on shareholder rights pursuant to Sect. 121 (3) sentence 3 No. 3 AktG".

**Shareholder motions and election nominations pursuant to Sect. 126 (1), 127 AktG**

Preferred shareholders may submit motions on individual agenda items (see Sect. 126 AktG); this also applies to nominations for the election of Supervisory Board members or auditors (see Sect. 127 AktG).

Pursuant to Sect. 126 (1) AktG, shareholder motions, including the preferred shareholder's name, supporting information and any opinion expressed by management, shall be made available to those eligible persons specified in Sect. 125 (1) to (3) (this includes, inter alia, shareholders who request this) under the conditions specified therein, provided the preferred shareholder has submitted a counter-motion (including supporting information) to a proposal by the Managing Board and the Supervisory Board on a specific agenda item to the address specified below at least 14 days prior to the Annual Meeting. The date of receipt shall not be counted. The last possible date of receipt is therefore Sunday, 6 June 2010, midnight CEST. A counter-motion does not have to be made available if one of the exclusionary criteria pursuant to Sect. 126 (2) AktG has been met. Further details on the requirements for exercising the right and its limitations are available on the company's website under <http://group.hugoboss.com> under the menu option Hauptversammlung 2010 under "Information on shareholder rights pursuant to Sect. 121 (3) sentence 3 No. 3 AktG".

The right of a given preferred shareholder to submit counter-motions during the Separate Meeting on the various agenda items even without prior notice to the Company remains unaffected. We hereby advise that counter-motions that have been submitted to the company in advance and in good time will be considered at the Separate Meeting only if they are raised orally at the meeting.

Sect. 127 AktG does not apply to the Separate Meeting.

Any shareholder motions (including supporting information pursuant to Sect. 126 (1)) must be sent exclusively to the following address:

- HUGO BOSS AG  
Annual Meeting/Legal Department  
Dieselstrasse 12  
72555 Metzingen  
Germany

or by fax: +49 (0) 7123 94 - 2018

or by e-mail: [Hauptversammlung@hugoboss.com](mailto:Hauptversammlung@hugoboss.com)

After receipt, motions to be made available (including the name of the shareholder and – in the case of motions – the supporting information) will be made available online at <http://group.hugoboss.com> under the menu option Hauptversammlung 2010. Any opinions expressed by management will also be published at the aforementioned address.

**Preferred shareholders' rights to information pursuant to Sect. 131 (1) AktG**

At the Separate Meeting, preferred shareholders and proxies may request from the Managing Board information on company matters, provided the information is necessary to properly evaluate the relevant agenda item (see Sect. 131 (1) AktG). The right to information extends to the Company's legal and business relations with any affiliate and the group's position and that of the entities included in its consolidated financial statements. Generally speaking, requests for information must be made at the Separate Meeting during the discussion period.

The information provided shall comply with the principles of conscientious and accurate reporting. The Managing Board may refuse to provide the information subject to the criteria of Sect. 131 (3) AktG.

Pursuant to § 16 (3) of the articles of association, the chairman may reasonably limit the time allocated for the shareholders' right to ask questions and speak over the entire course of the Annual Meeting, for individual agenda items or for individual speakers.

Further details on the requirements for exercising the right and its limitations are available on the Company's website under <http://group.hugoboss.com> under the menu option Hauptversammlung 2010 under "Information on shareholder rights pursuant to Sect. 121 (3) sentence 3 No. 3 AktG".

Metzingen, May 2010

The Managing Board



## HOW TO FIND THE TOWN HALL K3N NÜRTINGEN

### ARRIVING BY CAR – VIA THE A8 MOTORWAY

From the Stuttgart, direction Munich: Leave the motorway A8 at the exit "Wendlingen/Nürtingen" and turn into the B313, direction "Nürtingen". In Nürtingen please follow "Stuttgarter Straße" for 1 km. Turn left to "Hochwiesenstraße". Turn right to "Bahnhofstraße" and turn right again to "Europastraße". Please follow the signs "Parkhaus Stadtmitte/Stadthalle".

### ARRIVAL BY PLANE

The distance from the Stuttgart airport to the town hall Nürtingen is 15 km. A taxi ride to the town hall Nürtingen will take you about 20 minutes.

### ARRIVAL BY TRAIN

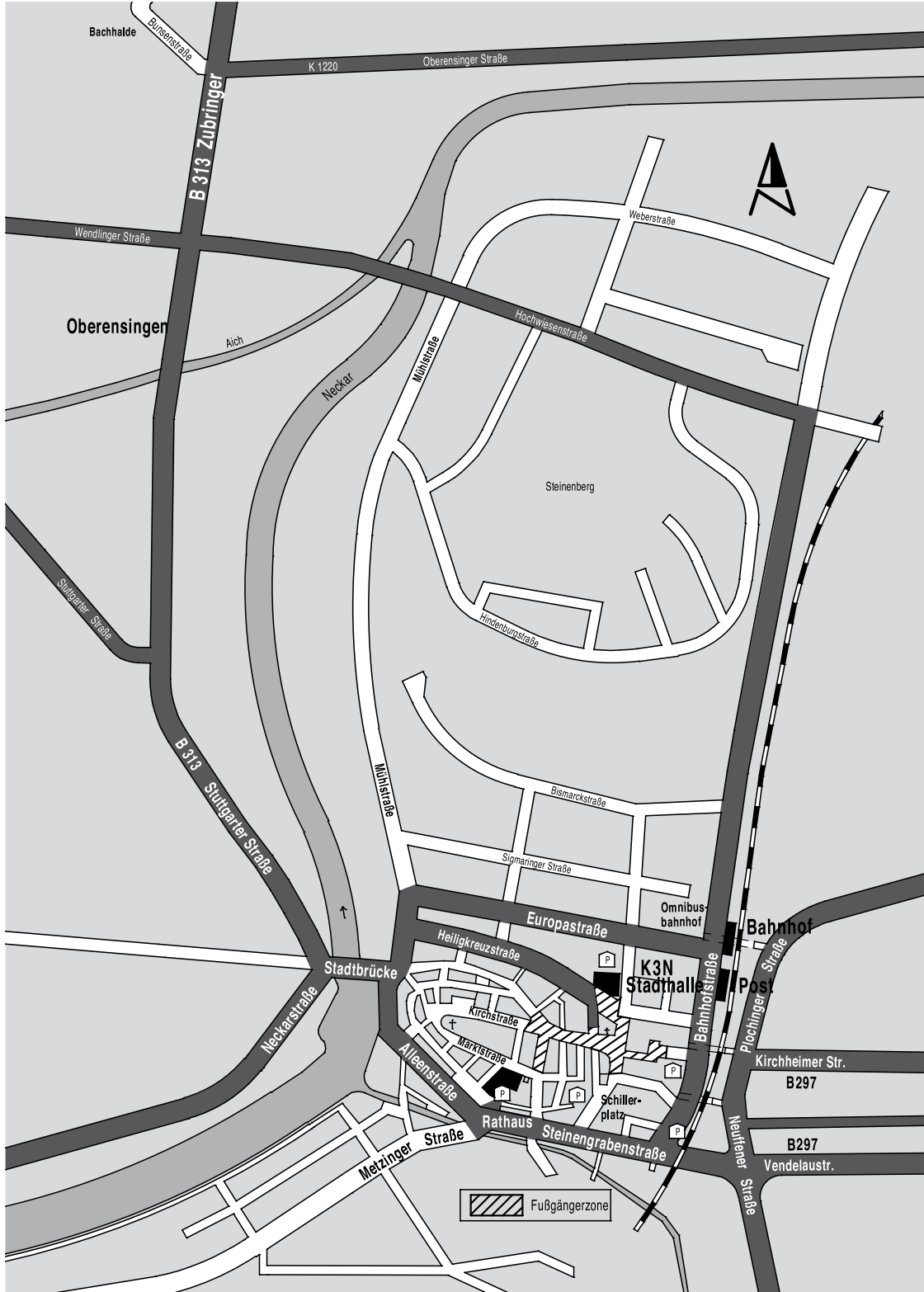
From Stuttgart, central railway station: Please use R8 (regional train) direction "Tübingen". Exit: railway station Nürtingen. Cross the road "Bahnhofstraße". After a few metres you will reach "Steinenbergstraße" and the town hall K3N.

### CAR PARKING DECK, DIRECTLY NEXT TO TOWN HALL K3N

Note: Only parking fees of the car parking deck of the town hall K3N 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.

### CITY MAP NÜRTINGEN



**HUGO BOSS AG**

Dieselstrasse 12  
72555 Metzingen  
Germany  
Phone: +49 (0) 7123 94 - 0  
Fax: +49 (0) 7123 94 - 2014

