



HUGO BOSS

INVITATION TO THE ANNUAL MEETING

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HUGO BOSS AG, Metzingen

- ISIN DE0005245500 (securities identification number (WKN) 524550) –
- ISIN DE0005245534 (securities identification number (WKN) 524553) –

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

at 10 a.m. on Thursday, 3 May 2012

at the Internationales Congresszentrum Stuttgart ICS, Messeplazza, Saal C1, 70629 Stuttgart.

AGENDA

- 1. Presentation of the established annual financial statements for the period ending 31 December 2011 and the report of the Managing Board for HUGO BOSS AG, the approved consolidated annual financial statements for the period ending 31 December 2011 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 2011 financial year and the explanatory report on disclosures pursuant to Sect. 289 (4) and (5) and Sect. 315 (2) No. 5 and (4) of the German Commercial Code (HGB) for the 2011 financial year**

The documents referred to under Agenda item 1 are available on the Internet via <http://group.hugoboss.com> under item "Annual Shareholders' Meeting 2012"; link to "Investor Relations/Events/Annual Shareholders' Meeting". 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. The annual financial statements are thereby established.

2. Resolution on the appropriation of net profit for the 2011 financial year

The Managing and Supervisory Boards propose a resolution to appropriate the net profit of HUGO BOSS AG for the 2011 financial year in the amount of 203,097,400.00 EUR as follows:

- a) Payment of a dividend of 2.88 EUR per ordinary share with dividend rights (35,331,445 ordinary shares) for the 2011 financial year = 101,754,561.60 EUR
- b) Payment of a dividend of 2.89 EUR per preferred share with dividend rights (33,684,722 preferred shares) for the 2011 financial year = 97,348,846.58 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 shares not entitled to dividend (currently 528,555 ordinary shares and 855,278 preferred shares), namely = 3,993,991.82 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 2.88 EUR per ordinary share with dividend rights and 2.89 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 2011 financial year

The Managing and Supervisory Boards propose that the members of the Managing Board incumbent in the 2011 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 2011 financial year

The Managing and Supervisory Boards propose that the members of the Supervisory Board incumbent in the 2011 financial year be granted formal approval for that period.

5. Resolution on the conversion of bearer shares into registered shares and the corresponding changes to the Articles of Association as well as the adaptation of shareholders' resolutions

In accordance with the German Stock Corporation Act, the shares of a stock corporation are either bearer or registered shares. Both forms are common in Germany. Up to now, the Company's shares have been bearer shares.

The Managing and Supervisory Boards propose to convert the bearer shares into registered shares. In case of registered shares, in relation to the Company, only a person who has been registered as such in the share register shall be deemed a shareholder. With the shares being registered shares in the future, the Company will be able to identify its shareholders more easily. This supports the Company in contacting its shareholders.

For the purpose of complete conversion to registered shares, it is proposed that the Articles of Association and the existing shareholders' resolution, which authorises the Company to buy and to use its own shares, be amended as follows.

Accordingly, the Managing and Supervisory Boards propose that the following resolution be adopted:

- a) (1) Upon the entry into force of the amendment to the Articles of Association set forth under (2) below, the existing bearer shares of the Company shall be converted into registered shares with retention of the current denomination.
- (2) Sect. 5 (1) of the Articles of Association shall be amended to replace the words "to the owner" by the words "as registered shares", resulting in Sect. 5 (1) reading in total as follows:

"The Company stock is issued as registered shares."

- b) Sect. 4 (4) (first sentence) of the Articles of Association shall be amended to replace the word "bearer" in each case by the word "registered", resulting in Sect. 4 (4) (first sentence) reading in total as follows:

“The managing board is authorised to increase the nominal authorised capital of the Company by May 13, 2014 by a total of no more than 35,200,000.00 EUR (in words: Euros Thirty-Five Million Two Hundred Thousand), with the consent of the Supervisory Board, by issuing, once or several times, new registered shares and/or registered preferential shares without voting rights, which correspond to the registered preferential shares without voting rights already issued, in return for cash and/or deposits in kind.”

- c) Sect. 15 of the Articles of Association is amended to read as follows:

“Invitation to the General Meeting

Only those shareholders who are entered in the share register and have registered in due time are authorised to participate in the General Meeting and to exercise their voting rights. The registration must reach the Company in text form at the address specified in the invitation not later than at least six days prior to the General Meeting. In case of invitation by the Managing Board, a shorter time period calculated in days may be stipulated by the Managing Board in the invitation; in case of invitation by the Supervisory Board, a shorter time period calculated in days may be stipulated by the Supervisory Board in the invitation. With regard to the calculation of the respective time period the day of the General Meeting and the day of receipt shall not be counted.”

- d) The resolution adopted by the Annual Shareholders’ Meeting of 2010 under agenda item 6 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 to reduce capital, is changed to the effect that the authorisation in each case refers to registered shares instead of bearer shares.

6. Resolution on the conversion of the preferred shares into ordinary shares and corresponding amendments to the Articles of Association

The Managing Board and the Supervisory Board propose that the Company’s non-voting preferred shares be converted into ordinary voting shares by cancelling the preferential rights to profits attaching thereto. The relevant resolution is subject to an approving special resolution of the preferred shareholders to be adopted in a separate meeting. In addition, it is proposed, as a precautionary measure, to request the ordinary shareholders to approve the resolution by adopting a special resolution. Sect. 4 (2), Sect. 5 (2) and (4), Sect. 17 (1) (second sentence) and Sect. 19 of the Articles of Association are to be amended accordingly.

Accordingly, the Managing Board and the Supervisory Board propose that the following resolution be adopted:

- a) The no-par non-voting preferred shares are converted into no-par ordinary voting shares by cancelling the preferential rights to profits attaching thereto pursuant to Sect. 19 (1) of the Articles of Association.

- b) Sect. 4 (2) of the Articles of Association is amended to read as follows:

“It is divided into 70,400,000 no-par ordinary shares.”

- c) Sect. 5 (2) and (4) of the Articles of Association are deleted without replacement, the current paragraph (3) becomes paragraph (2) and the current paragraph (5) becomes paragraph (3) of Sect. 5 of the Articles of Association.

- d) Sect. 17 (1) (second sentence) of the Articles of Association is deleted without replacement.

e) Sect. 19 of the Articles of Association is amended to read as follows:

“Sect. 19 Disposition of Profits

The Annual Shareholders’ Meeting determines the disposition of annual profits. Instead of or in addition to a distribution in cash it can resolve on a distribution in kind.”

7. Special resolution of the ordinary shareholders concerning the approval of the conversion of the preferred shares into ordinary shares by cancelling the preferential rights to profits attaching thereto

Under Agenda Item 6 of the Annual Meeting, the Managing Board and the Supervisory Board propose that the no-par non-voting preferred shares be converted into no-par ordinary voting shares by cancelling the preferential rights to profits attaching thereto and that the Articles of Association be amended accordingly.

The Managing and Supervisory Board propose that the ordinary shareholders approve the resolution of the Annual Meeting concerning the conversion of the preferred shares into ordinary shares by adopting a special resolution as follows:

The ordinary shareholders hereby approve the resolution adopted by today’s Annual Meeting concerning the conversion of the preferred shares into ordinary shares by cancelling the preferential rights to profits attaching thereto and the corresponding amendments to the Articles of Association (Agenda Item 6).

8. Election of auditors and group auditors for the 2012 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 2012

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

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft
Mittlerer Pfad 15
70499 Stuttgart

is appointed auditor of the financial statements and consolidated financial statements for the 2012 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 2012, if these are reviewed.

Report of the Managing Board concerning Agenda Item 6 and Agenda Item 7 and report of the Managing Board concerning Agenda Item 1 to the Separate Meeting of the preferred shareholders of HUGO BOSS AG taking place on 3 May 2012

Under Agenda Item 6 of the Annual Meeting of 3 May 2012, the Managing Board and the Supervisory Board propose that the preferential rights to profits attaching to the preferred shares be cancelled and the Company’s non-voting preferred shares be converted into ordinary voting shares. The Managing Board and the Supervisory Board propose that the Separate Meeting of the preferred shareholders of 3 May 2012 approves the resolution adopted by the Annual Meeting in respect of Agenda Item 6 by adopting a separate resolution. The Managing Board submits the following report for the purpose of substantiating and providing details in respect of the aforementioned resolution proposal, which report, constituting an integral part of the present invitation, will

also be available to the shareholders for inspection at the Annual Meeting and will also be available on the internet via <http://group.hugoboss.com> under item "Annual Meeting 2012".

1. Reason for the resolution proposal concerning the conversion of the preferred shares into ordinary shares

The non-voting preferred share increasingly becomes an anachronistic instrument in Germany. Abroad, this type of share is widely unknown and its acceptance on the international capital markets is limited. In Germany, the non-voting preferred share has become rare. New emissions of non-voting preferred share are virtually non-existent.

In light of the above, it appears reasonable to standardise the rights attaching to the HUGO BOSS AG shares and to implement the "one share – one vote" structural principle dominating on the international capital markets. This will also correspond to the requests repeatedly expressed by the preferred shareholders, and in particular by shareholders' associations, in the past few years. Both the Company and its shareholders will derive a range of benefits from the conversion of the preferred shares into ordinary shares without suffering any material prejudice (see in more detail subsection 6).

2. Current capital structure of the Company

The Company's capital stock currently amounts to 70,400,000.00 EUR. It is divided into 35,860,000 no-par ordinary voting shares and 34,540,000 no-par non-voting preferred shares. Each individual ordinary share and each individual preferred share represents 1.00 EUR as a calculated proportion of the capital stock. Accordingly, the ordinary shares represent a calculated proportion of the capital stock in an aggregate amount of 35,860,000.00 EUR and the preferred shares represent a calculated proportion of the capital stock in an aggregate amount of 34,540,000.00 EUR. The preferred shares carry preferential rights to profits in accordance with Sect. 19 (1) of the Articles of Association. Pursuant thereto, a dividend from the annual earnings is paid in respect of such preferred shares which exceeds the dividend paid on ordinary shares by at least 0.01 EUR per preferred share and is equal to no less than 0.01 EUR per preferred share. In the event that the earnings are not sufficient to pay the preferred amounts in respect of the preferred shares in a specific year, such amounts are to be paid subsequently. To the extent that the retained earnings are not sufficient to pay the preferred amounts in respect of the preferred shares during two subsequent years and such amounts are not paid subsequently, the preferred shares carry a voting right pursuant to Sect. 140 (2) AktG. The preferential rights to profits attaching to the preferred shares are designed to compensate the absence of voting rights; as a rule, only ordinary shareholders are entitled to vote in the Annual Meeting.

3. New capital and share structure

After the conversion of the non-voting preferred shares into ordinary voting shares, the capital stock will continue to amount to 70,400,000.00 EUR and be divided into 70,400,000 shares, which shares, however, will be ordinary voting shares only.

The preferential rights to profits of the preferred shareholders pursuant to Sect. 19 (1) of the Articles of Association will be cancelled. Provided that the conversion of the preferred shares into ordinary shares enters into effect before the end of the fiscal year 2012, the preferential rights to profits will for the last time be taken into account in connection with the appropriation of the net profit for the year 2011. In the future, all shares will carry equal dividend rights. As consideration for the cancellation of the preferential rights to profits, each share will entitle to one vote in the Annual Meeting after the conversion.

4. Procedure for conversion

The conversion of the non-voting preferred shares into ordinary voting shares will be implemented by cancelling the preferential rights to profits attaching to the preferred shares and by amending the Articles of Association accordingly. As a result, the rights attaching to the shares held by the preferred shareholders will be adjusted to those attaching to the ordinary shares and the special class of the preferred share will cease to exist. Hence,

no exchange of shares takes place, but the rights attaching to the shares held by the preferred shareholders are subject to alteration by virtue of the consolidation of the classes of shares to the effect that the preferential rights to profits are replaced by the voting rights attaching to the ordinary shares. The pro rata stakes held by the individual shareholders in the Company's capital stock will remain unaffected.

The conversion of the non-voting preferred shares carrying preferential rights to profits into ordinary voting shares without preferential rights to profits is subject to a resolution by the Annual Meeting. By way of precaution, the ordinary shareholders will be requested to approve the resolution of the Annual Meeting pursuant to Sect. 179 (3) AktG by adopting a special resolution. In addition, the resolution on the proposed conversion is subject to the approval of the preferred shareholders who are, in a separate meeting, to adopt a separate resolution. This separate resolution requires a three-quarters majority of the votes cast pursuant to Sect. 141 (3) sentence 2 AktG.

If the approving resolutions are passed, the resolution on the conversion of the preferred shares into ordinary shares will become effective upon its entry in the commercial register.

The conversion requires an amendment to the provisions concerning the capital stock contained in Sect. 4 (2) of the Articles of Association as proposed under Agenda Item 6 b).

5. Effects on the stock exchange listing; conversion of the securities portfolio

Upon the effectiveness of the conversion, the listing of the preferred shares of HUGO BOSS AG will be discontinued. Instead, it is proposed to obtain admission to trading of all "new" ordinary shares originating from the conversion on the stock exchange of Frankfurt as well as on the other stock exchanges, at which the ordinary share is admitted to the regulated market.

The securities portfolios of the preferred shareholders will be converted by the depositary banks. The shareholders are not required to take any measures in this regard. The conversion shall be free of cost for the shareholders. The alteration of the rights attaching to the shares will become effective upon the entry of the resolution of the Annual Meeting on the conversion and the related amendments to the Articles of Association in the commercial register. The determination of the precise date of said entry in the commercial register is beyond the Company's control. It is proposed, however, to determine a time schedule in close agreement with the respective stock exchanges on the one hand and the competent commercial register on the other hand in order to ensure that the conversion process will be implemented as smoothly as possible. Any temporary interruption in trading of the HUGO BOSS shares shall be avoided as possible. Subject to the required approvals to be given in the Annual Meeting and in the Separate Meeting of the preferred shareholders on 3 May 2012, the conversion of the preferred shares into ordinary shares shall be effected without delay. The Company will announce the exact date of the conversion entry in the newspapers authorized to publish the Company's announcements and by official publication.

6. Benefits of the conversion accruing to the Company and its shareholders

The conversion of the preferred shares into ordinary shares is in the interest of the Company and its shareholders. It leads to a standardisation of the rights attaching to the HUGO BOSS shares and thus increases the transparency of the capital structure and the implementation of the "one share – one vote" principle dominating on the international capital markets. Thus, the credibility is increased in particular with regard to institutional investors. The new capital structure emphasizes that HUGO BOSS AG is guided by the national and international corporate governance standards. The Company is of the view that this will increase the attractiveness of the HUGO BOSS share. As a result, the Company expects that the opportunity available to the Company in respect of the use of the international capital markets will increase and, in addition, the HUGO BOSS share will experience an increased acceptance in the event of acquisitions in respect of which the Company makes counter-performance in shares instead of money. This increased acceptance of the HUGO BOSS share on the grounds of the capital structure will be further promoted due to the fact that the creation of a single class of shares will lead to a higher liquidity of the HUGO BOSS share in the capital market.

The Company expects that following the conversion of non-voting preferred shares into ordinary shares the ordinary shares will replace the non-voting preferred shares in the MDAX and will have a higher weighting in the MDAX.

Moreover, the consolidation of the classes of shares leads to a decrease in administrative expenditures and a simplification of the reporting procedures. A specific reporting of profit-per-share figures in respect of ordinary shares and preferred shares will no longer be required. Furthermore, the necessity of a separate meeting of the preferred shareholders which is necessary to date for certain resolutions by the annual meeting will cease to exist.

The benefits accruing to the Company as set out above are not opposed by any material prejudice to the Company. Although the Company will in connection with the conversion incur costs on a one-time basis, the Company expects, however, that the conversion will have a cost-reduction effect in the future.

The benefits accruing to the Company as set out above will be shared by its shareholders. The preferred shareholders waive the preferential rights to profits attaching to the preferred shares, however, they are granted voting rights instead. It is true that the ordinary shareholders will experience a reduction of their pro rata voting entitlement, however, this reduction will be compensated by an increased relative participation in profits resulting from the cancellation of the preferential rights to profits attaching to the preferred shares. Moreover, the consolidation of the classes of shares leads to a higher liquidity of the HUGO BOSS share to the benefit of all of the shareholders. The ordinary shares which were previously characterised by reduced liquidity will benefit therefrom as well.

In summary, the conversion of the preferred shares into ordinary shares obviously is in the interest of the Company and its shareholders. The benefits derived from the harmonisation of the capital structure cannot be reached by any other means. Since the conversion does not entail any material prejudice, the Managing Board is of the opinion, and the Supervisory Board shares such opinion, that the reasonableness of the contemplated measure is beyond doubt. Thus, the Managing Board, in agreement with the Supervisory Board, recommends that the ordinary shareholders and the preferred shareholders give the required approval to the proposed consolidation of the classes of shares.

Total number of shares and voting rights

As at the date of the notice of the 2012 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 of which 528,555 voting rights from own ordinary shares are suspended.

Requirements for attendance at the Annual Meeting and exercise of voting rights (with record date pursuant to Sect. 123 (3) sentence 3 of the German Stock Corporation Act (Aktiengesetz, "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. Thursday, 12 April 2012, midnight 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 Thursday, 26 April 2012, midnight CEST:

- HUGO BOSS AG
c/o Computershare HV-Services AG
Prannerstrasse 8
80333 München
or by fax to: +49 (0)89 309037 4675
or by E-mail to: 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.

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.

The granting of proxy, its revocation and the proof of authorization towards the Company require text form (Textform) in accordance with Sect. 134 (3) sentence 3 AktG; Sect. 135 AktG remains unaffected. 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
fax: +49 (0) 7123 942018
E-mail: VollmachtHV2012@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 a.m. in the Internationales Congresszentrum Stuttgart ICS, Messepiazza, Saal C1, 70629 Stuttgart.

If a credit institution, an institution or a company treated as equivalent to credit institutions pursuant to Sect. 135 (10), 125 (5) AktG, an association of shareholders or any of the individuals to whom the provisions of Sect. 135 (1) to (7) AktG apply mutatis mutandis pursuant to Sect. 135 (8) AktG, is authorized by proxy, the proxy shall be kept by the proxy holder in a verifiable form; moreover 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 other institutions, companies or persons equivalent thereto under Sect. 135 AktG, please coordinate the form of the proxy with the proxy holder. 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 Monday, 30 April 2012, midnight CEST:

- HUGO BOSS AG
Mr Martin Schürmann/Ms Ulrike Zahlten
Hauptversammlung
Dieselstrasse 12
72555 Metzingen
or by fax to: +49 (0)7123 942018
or by E-mail to: VollmachtHV2012@hugoboss.com

On the day of the Annual Meeting itself, the entry and exit checkpoint for the Annual Meeting in the Internationales Congresszentrum Stuttgart ICS, Messepiazza, Saal C1, 70629 Stuttgart will be available from 9 a.m. 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 item "Annual Shareholders' Meeting 2012"; link to "Investor Relations/Events/Annual Shareholders' Meeting" (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 500,000 EUR 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) 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 Monday, 2 April 2012, 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 item "Annual Shareholders' Meeting 2012"; link to "Investor Relations/Events/Annual Shareholders' Meeting" 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 Wednesday, 18 April 2012, 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 item "Annual Shareholders' Meeting 2012"; link to "Investor Relations/Events/Annual Shareholders' Meeting" 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, Wednesday, 18 April 2012, 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 item "Annual Shareholders' Meeting 2012"; link to "Investor Relations/Events/Annual Shareholders' Meeting" 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
or by fax: +49 (0) 7123 942018
or by E-mail: 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 item "Annual Shareholders' Meeting 2012"; link to "Investor Relations/Events/Annual Shareholders' Meeting". 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 Sect. 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 item "Annual Shareholders' Meeting 2012"; link to "Investor Relations/Events/Annual Shareholders' Meeting" under "Information on shareholder rights pursuant to Sect. 121 (3) sentence 3 No. 3 AktG".

Metzingen, March 2012

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 Thursday, 3 May 2012

at the Internationales Congresszentrum Stuttgart ICS, Messeplazza, Saal 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.

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 conversion of the preferred shares into ordinary shares and corresponding amendments to the Articles of Association

The wording of the resolution proposed by the Managing and Supervisory Boards to the Ordinary Annual Meeting convened on 3 May 2012 at 10 a.m. under agenda item 6 is as follows:

- a) The no-par non-voting preferred shares are converted into no-par ordinary voting shares by cancelling the preferential rights to profits attaching thereto pursuant to Sect. 19 (1) of the Articles of Association.
- b) Sect. 4 (2) of the Articles of Association is amended to read as follows:

"It is divided into 70,400,000 no-par ordinary shares."
- c) Sect. 5 (2) and (4) of the Articles of Association are deleted without replacement, the current paragraph (3) becomes paragraph (2) and the current paragraph (5) becomes paragraph (3) of Section 5 of the Articles of Association.
- d) Sect. 17 (1) (second sentence) of the Articles of Association is deleted without replacement.
- e) Sect. 19 of the Articles of Association is amended to read as follows:

"Sect. 19 Disposition of Profits

The Annual Shareholders' Meeting determines the disposition of annual profits. Instead of or in addition to a distribution in cash it can resolve on a distribution in kind."

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

Report of the Managing Board concerning Agenda Item 1 to the Separate Meeting of the preferred shareholders of HUGO BOSS AG taking place on 3 May 2012 and report of the Managing Board concerning Agenda Item 6 and 7 to the Annual Meeting of HUGO BOSS AG taking place on 3 May 2012

Under Agenda Item 6 of the Annual Meeting of 3 May 2012, the Managing Board and the Supervisory Board propose that the preferential rights to profits attaching to the preferred shares be cancelled and the Company's non-voting preferred shares be converted into ordinary voting shares. The Managing Board and the Supervisory Board propose that the Separate Meeting of the preferred shareholders of 3 May 2012 approves the resolution adopted by the Annual Meeting in respect of Agenda Item 6 by adopting a separate resolution. The Managing Board submits the following report for the purpose of substantiating and providing details in respect of the aforementioned resolution proposal, which report, constituting an integral part of the present invitation, will also be available to the shareholders for inspection at the Separate Meeting and will also be available on the Internet via <http://group.hugoboss.com> under item "Annual Meeting 2012".

1. Reason for the resolution proposal concerning the conversion of the preferred shares into ordinary shares

The non-voting preferred share increasingly becomes an anachronistic instrument in Germany. Abroad, this type of share is widely unknown and its acceptance on the international capital markets is limited. In Germany, the non-voting preferred share has become rare. New emissions of non-voting preferred share are virtually non-existent.

In light of the above, it appears reasonable to standardise the rights attaching to the HUGO BOSS AG shares and to implement the "one share – one vote" structural principle dominating on the international capital markets. This will also correspond to the requests repeatedly expressed by the preferred shareholders, and in particular by shareholders' associations, in the past few years. Both the Company and its shareholders will derive a range of benefits from the conversion of the preferred shares into ordinary shares without suffering any material prejudice (see in more detail subsection 6).

2. Current capital structure of the Company

The Company's capital stock currently amounts to 70,400,000.00 EUR. It is divided into 35,860,000 no-par ordinary voting shares and 34,540,000 no-par non-voting preferred shares. Each individual ordinary share and each individual preferred share represents 1.00 EUR as a calculated proportion of the capital stock. Accordingly, the ordinary shares represent a calculated proportion of the capital stock in an aggregate amount of 35,860,000.00 EUR and the preferred shares represent a calculated proportion of the capital stock in an aggregate amount of 34,540,000.00 EUR. The preferred shares carry preferential rights to profits in accordance with Sect. 19 (1) of the Articles of Association. Pursuant thereto, a dividend from the annual earnings is paid in respect of such preferred shares which exceeds the dividend paid on ordinary shares by at least 0.01 EUR per preferred share and is equal to no less than 0.01 EUR per preferred share. In the event that the earnings are not sufficient to pay the preferred amounts in respect of the preferred shares in a specific year, such amounts are to be paid subsequently. To the extent that the retained earnings are not sufficient to pay the preferred amounts in respect of the preferred shares during two subsequent years and such amounts are not paid subsequently, the preferred shares carry a voting right pursuant to Sect. 140 (2) AktG. The preferential rights to profits attaching to the preferred shares are designed to compensate the absence of voting rights; as a rule, only ordinary shareholders are entitled to vote in the Annual Meeting.

3. New capital and share structure

After the conversion of the non-voting preferred shares into ordinary voting shares, the capital stock will continue to amount to 70,400,000.00 EUR and be divided into 70,400,000 shares, which shares, however, will be ordinary voting shares only.

The preferential rights to profits of the preferred shareholders pursuant to Sect. 19 (1) of the Articles of Association will be cancelled. Provided that the conversion of the preferred shares into ordinary shares enters into effect before the end of the fiscal year 2012, the preferential rights to profits will for the last time be taken into account in connection with the appropriation of the net profit for the year 2011. In the future, all shares will carry equal dividend rights. As consideration for the cancellation of the preferential rights to profits, each share will entitle to one vote in the Annual Meeting after the conversion.

4. Procedure for conversion

The conversion of the non-voting preferred shares into ordinary voting shares will be implemented by cancelling the preferential rights to profits attaching to the preferred shares and by amending the Articles of Association accordingly. As a result, the rights attaching to the shares held by the preferred shareholders will be adjusted to those attaching to the ordinary shares and the special class of the preferred share will cease to exist. Hence, no exchange of shares takes place, but the rights attaching to the shares held by the preferred shareholders are subject to alteration by virtue of the consolidation of the classes of shares to the effect that the preferential rights to profits are replaced by the voting rights attaching to the ordinary shares. The pro rata stakes held by the individual shareholders in the Company's capital stock will remain unaffected.

The conversion of the non-voting preferred shares carrying preferential rights to profits into ordinary voting shares without preferential rights to profits is subject to a resolution by the Annual Meeting. By way of precaution, the ordinary shareholders will be requested to approve the resolution of the Annual Meeting pursuant to Sect. 179 (3) AktG by adopting a special resolution. In addition, the resolution on the proposed conversion is subject to the approval of the preferred shareholders who are, in a separate meeting, to adopt a separate resolution. This separate resolution requires a three-quarters majority of the votes cast pursuant to Sect. 141 (3) sentence 2 AktG.

If the approving resolutions are passed, the resolution on the conversion of the preferred shares into ordinary shares will become effective upon its entry in the commercial register.

The conversion requires an amendment to the provisions concerning the capital stock contained in Sect. 4 (2) of the Articles of Association as proposed under Agenda Item 6 b).

5. Effects on the stock exchange listing; conversion of the securities portfolio

Upon the effectiveness of the conversion, the listing of the preferred shares of HUGO BOSS AG will be discontinued. Instead, it is proposed to obtain admission to trading of all "new" ordinary shares originating from the conversion on the stock exchange of Frankfurt as well as on the other stock exchanges, at which the ordinary share is admitted to the regulated market.

The securities portfolios of the preferred shareholders will be converted by the depositary banks. The shareholders are not required to take any measures in this regard. The conversion shall be free of cost for the shareholders. The alteration of the rights attaching to the shares will become effective upon the entry of the resolution of the Annual Meeting on the conversion and the related amendments to the Articles of Association in the commercial register. The determination of the precise date of said entry in the commercial register is beyond the Company's control. It is proposed, however, to determine a time schedule in close agreement with the respective stock exchanges on the one hand and the competent commercial register on the other hand in order to ensure that the conversion process will be implemented as smoothly as possible. Any temporary interruption in trading of the HUGO BOSS shares shall be avoided as possible. Subject to the required approvals to be given in the Annual Meeting and in the Separate Meeting of the preferred shareholders on 3 May 2012, the conversion of the preferred shares into ordinary shares shall be effected without delay. The Company will announce the exact date of the conversion entry in the newspapers authorized to publish the Company's announcements and by official publication.

6. Benefits of the conversion accruing to the Company and its shareholders

The conversion of the preferred shares into ordinary shares is in the interest of the Company and its shareholders. It leads to a standardisation of the rights attaching to the HUGO BOSS shares and thus increases the transparency of the capital structure and the implementation of the "one share – one vote" principle dominating on the international capital markets. Thus, the credibility is increased in particular with regard to institutional investors. The new capital structure emphasizes that HUGO BOSS AG is guided by the national and international corporate governance standards. The Company is of the view that this will increase the attractiveness of the HUGO BOSS share. As a result, the Company expects that the opportunity available to the Company in respect of the use of the international capital markets will increase and, in addition, the HUGO BOSS share will experience an increased acceptance in the event of acquisitions in respect of which the Company makes counter-performance in shares instead of money. This increased acceptance of the HUGO BOSS share on the grounds of the capital structure will be further promoted due to the fact that the creation of a single class of shares will lead to a higher liquidity of the HUGO BOSS share in the capital market.

The Company expects that following the conversion of non-voting preferred shares into ordinary shares the ordinary shares will replace the non-voting preferred shares in the MDAX and will have a higher weighting in the MDAX.

Moreover, the consolidation of the classes of shares leads to a decrease in administrative expenditures and a simplification of the reporting procedures. A specific reporting of profit-per-share figures in respect of ordinary shares and preferred shares will no longer be required. Furthermore, the necessity of a separate meeting of the preferred shareholders which is necessary to date for certain resolutions by the annual meeting will cease to exist.

The benefits accruing to the Company as set out above are not opposed by any material prejudice to the Company. Although the Company will in connection with the conversion incur costs on a one-time basis, the Company expects, however, that the conversion will have a cost-reduction effect in the future.

The benefits accruing to the Company as set out above will be shared by its shareholders. The preferred shareholders waive the preferential rights to profits attaching to the preferred shares, however, they are granted voting rights instead. It is true that the ordinary shareholders will experience a reduction of their pro rata voting entitlement, however, this reduction will be compensated by an increased relative participation in profits resulting from the cancellation of the preferential rights to profits attaching to the preferred shares. Moreover, the consolidation of the classes of shares leads to a higher liquidity of the HUGO BOSS share to the benefit of all of the shareholders. The ordinary shares which were previously characterised by reduced liquidity will benefit there from as well.

In summary, the conversion of the preferred shares into ordinary shares obviously is in the interest of the Company and its shareholders. The benefits derived from the harmonisation of the capital structure cannot be reached by any other means. Since the conversion does not entail any material prejudice, the Managing Board is of the opinion, and the Supervisory Board shares such opinion, that the reasonableness of the contemplated measure is beyond doubt. Thus, the Managing Board, in agreement with the Supervisory Board, recommends that the ordinary shareholders and the preferred shareholders give the required approval to the proposed consolidation of the classes of shares.

Total number of shares and voting rights

As at the date of the notice of the 2012 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 of the bearer preferred shares in the preferred

shareholder's Separate Meeting is 34,540,000 of which 855,278 voting rights from own preferred shares are suspended. Ordinary shares are not entitled to participate or vote in the preferred shareholder's Separate Meeting.

Requirements for attendance at the Separate Meeting and exercise of voting rights (with record date pursuant to Sect. 123 (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. Thursday, 12 April 2012, midnight 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 Thursday, 26 April 2012, midnight CEST:

- HUGO BOSS AG
c/o Computershare HV-Services AG
Prannerstrasse 8
80333 München
or by fax to: +49 (0)89 309037 4675
or by E-mail to: 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.

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.

The granting of proxy, its revocation and the proof of authorization towards the Company require text form (Textform) in accordance with Sect. 134 (3) sentence 3 AktG; Sect. 135 AktG remains unaffected. 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
fax: +49 (0) 7123 942018
E-mail: VollmachtHV2012@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 respectively the Separate Meeting from 9 am in the Internationales Congresszentrum Stuttgart ICS, Messeplazza, Saal C1, 70629 Stuttgart.

If a credit institution, an institution or a company treated as equivalent to credit institutions pursuant to Sect. 135 (10), 125 (5) AktG, an association of shareholders or any of the individuals to whom the provisions of Sect. 135 (1) to (7) AktG apply mutatis mutandis pursuant to Sect. 135 (8) AktG, is authorized by proxy, the proxy shall be kept by the proxy holder in a verifiable form; moreover 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 other institutions, companies or persons equivalent thereto under Sect. 135 AktG, please coordinate with the form of the proxy with the proxy holder. 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 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 Monday, 30 April 2012, midnight CEST:

- HUGO BOSS AG
Mr Martin Schürmann/Ms Ulrike Zahlten
Annual Meeting
Dieselstrasse 12
72555 Metzingen
or by fax: +49 (0)7123 942018
or by E-mail: VollmachtHV2012@hugoboss.com

On the day of the Separate Meeting itself from 9 am, the entry and exit checkpoint for the Annual Meeting respectively the Separate Meeting in the Internationales Congresszentrum Stuttgart ICS, Messeplazza, Saal C1, 70629 Stuttgart 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 "Annual Shareholders' Meeting 2012"; link to "Investor Relations/Events/Annual Shareholders' Meeting" (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**

Shareholders whose combined shareholdings represent a proportionate interest in the share capital of at least 500,000 EUR 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) and must be received by the Company no later than 30 days prior to the Separate Meeting; the day of receipt and the day of the Separate Meeting shall not be included in calculating this period. The last possible date of receipt is therefore Monday, 2 April 2012, 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 "Annual Shareholders' Meeting 2012"; link to "Investor Relations/Events/Annual Shareholders' Meeting" under "Information on shareholder rights pursuant to Sect. 121 (3) sentence 3 No. 3 AktG".

Preferred 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); Sect. 127 AktG does not apply to the Separate Meeting.

Pursuant to Sect. 126 (1) AktG, preferred 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 Separate Meeting. The date of receipt shall not be counted. The last possible date of receipt is therefore Wednesday, 18 April 2012, 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> link to "Investor Relations/Events/Annual Shareholders' Meeting" under the menu option "Annual Shareholders' Meeting 2012" 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.

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
or by fax to: +49 (0) 7123 942018
or by E-mail to: Hauptversammlung@hugoboss.com

After receipt, motions to be made available (including the name of the preferred shareholder and – in the case of motions – the supporting information) will be made available online at <http://group.hugoboss.com> under the menu option "Annual Shareholders' Meeting 2012"; link to "Investor Relations/Events/Annual Shareholders' Meeting". 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 Sect. 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. This applies analogously to the Separate Meeting.

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 "Annual Shareholders' Meeting 2012"; link to "Investor Relations/Events/Annual Shareholders' Meeting" under "Information on shareholder rights pursuant to Sect. 121 (3) sentence 3 No. 3 AktG".

Metzingen, March 2012

The Managing Board

GETTING TO THE ANNUAL MEETING

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. Please follow the signs to the Trade Fair Centre/Airport.

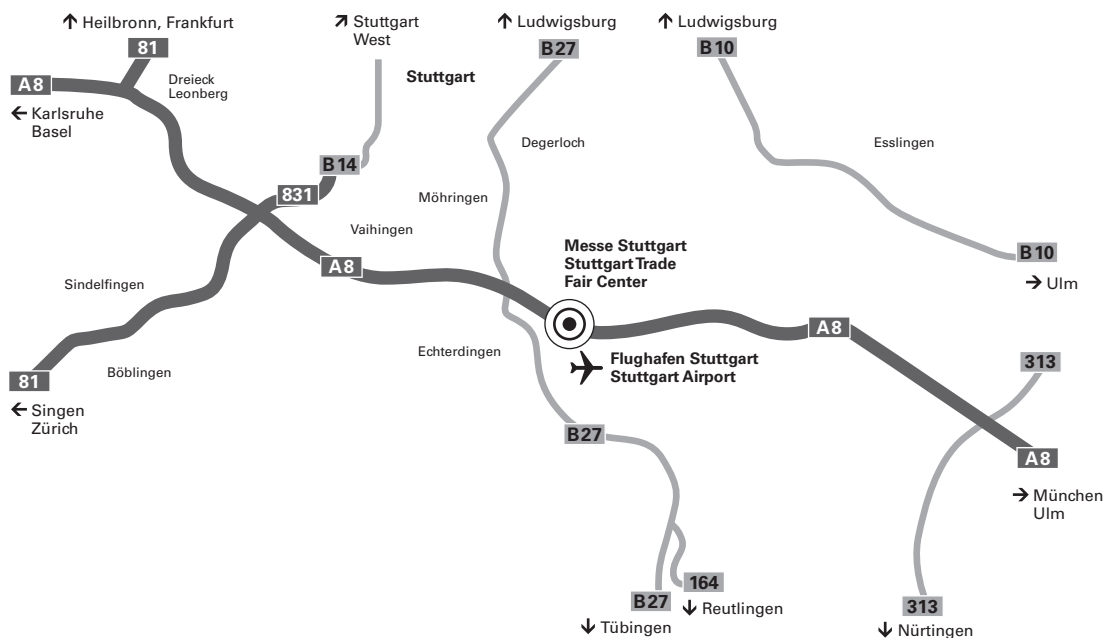
ARRIVING VIA THE A8 MOTORWAY

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

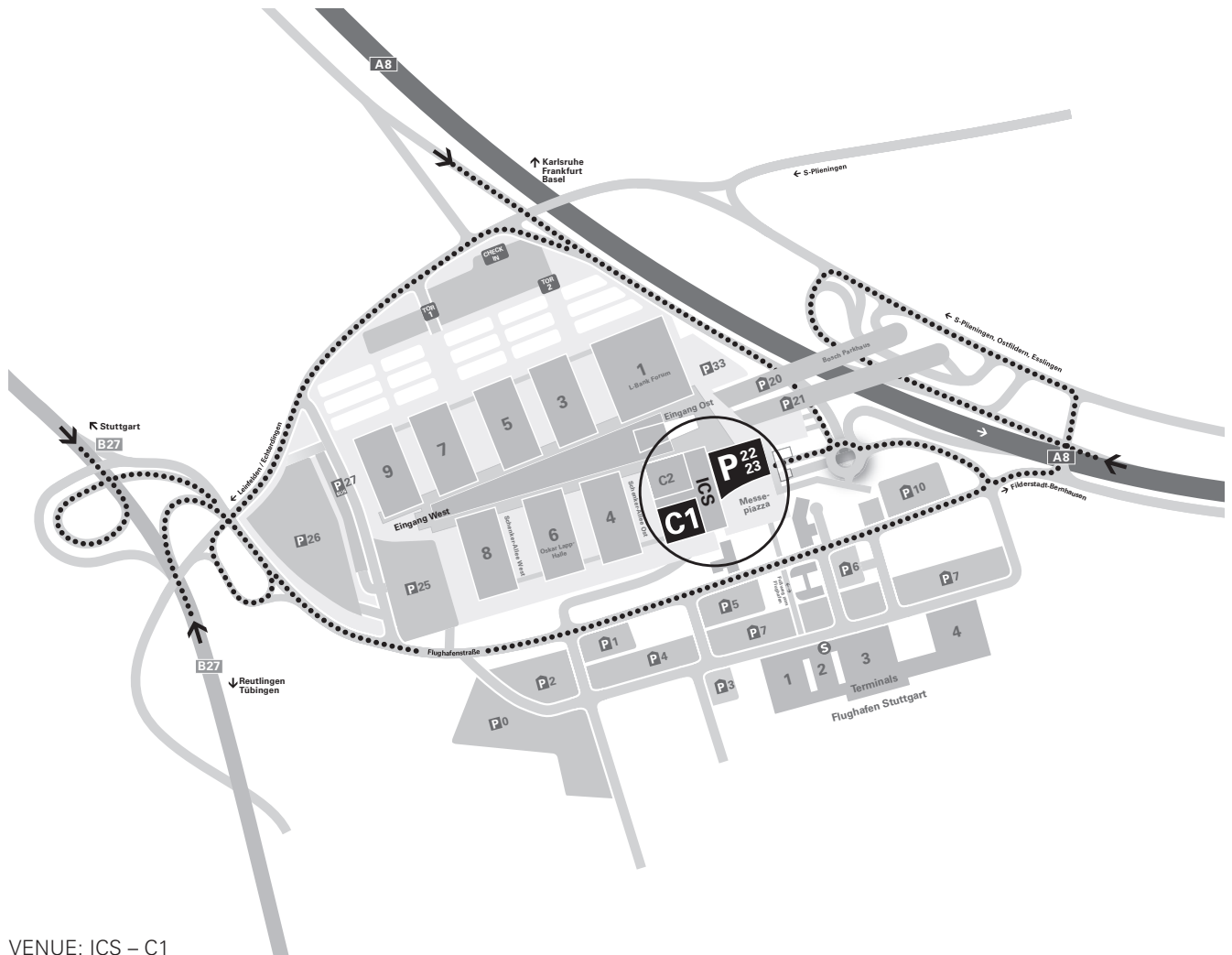
Rapid-transit trains (S2 and S3 lines) run between Stuttgart Main Station and Stuttgart Airport/New Stuttgart Trade Fair Centre. The travelling time is 27 minutes.

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.



VENUE: ICS – C1

HUGO BOSS AG

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