



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

**INVITATION TO THE ANNUAL SHAREHOLDERS' MEETING**



# INVITATION TO THE ANNUAL SHAREHOLDERS' MEETING

## HUGO BOSS AG, METZINGEN

– ISIN DE000A1PHFF7 (securities identification number (WKN) A1PHFF) –

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

**at 10 a.m. on Tuesday, 13 May 2014,**

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

## AGENDA

- 1. Presentation of the established annual financial statements for HUGO BOSS AG and the approved consolidated annual financial statements for the period ending 31 December 2013, the consolidated report of the Managing Board for HUGO BOSS AG and for the HUGO BOSS Group for the 2013 financial year, the report of the Supervisory Board, the proposal of the Managing Board for the appropriation of the net profit for the 2013 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 2013 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 2014"; link to "Investor Relations/Events/Annual Shareholders' Meeting". Furthermore, the documents will be available at the Annual Shareholders' 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 the net profit for the 2013 financial year**

The Managing and Supervisory Boards propose a resolution to appropriate the net profit of HUGO BOSS AG for the 2013 financial year in the amount of 235,136,000.00 EUR as follows:

Payment of a dividend of 3.34 EUR per ordinary registered share with dividend rights (69,016,167 ordinary registered shares) for the 2013 financial year = 230,513,997.78 EUR

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The German Stock Corporation Act ("AktG") provides that own ordinary registered shares held by HUGO BOSS AG at the time of the resolution of the Annual Shareholders' Meeting are not entitled to dividend. The amount attributable to ordinary registered shares not entitled to dividend (currently 1,383,833.00 ordinary registered shares), namely = 4,622,002.22 EUR, will be carried forward to new account.

If the number of own shares held by HUGO BOSS AG were to rise or fall by the time of the Annual Shareholders' Meeting, the proposal on the appropriation of the net profit to be put to the Annual Shareholders' Meeting would be adjusted accordingly. There would be no change to the distribution of 3.34 EUR per ordinary registered share with dividend rights.

**3. Resolution on the grant of formal approval for the acts of the members of the Managing Board in the 2013 financial year**

The Managing and Supervisory Boards propose that the members of the Managing Board incumbent in the 2013 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 2013 financial year**

The Managing and Supervisory Boards propose that the members of the Supervisory Board incumbent in the 2013 financial year be granted formal approval for that period.

**5. Appointment of auditors and group auditors for the 2014 financial year as well as of auditors for the review (prüferische Durchsicht) of the condensed financial statements and of the interim report of the Managing Board for the first half of the 2014 financial year**

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 as auditor of the financial statements and consolidated financial statements for the 2014 financial year and to review the condensed financial statements and the interim report of the Managing Board (Sect. 37w, 37y of the German Securities Trading Act (WpHG)) for the first half of the 2014 financial year, if these are reviewed.

**6. Resolution on the cancellation of the Authorised Capital pursuant to Sect. 4 (4) of the Articles of Association and the creation of new Authorised Capital with the option to exclude shareholders' pre-emptive rights and on a corresponding amendment of the Articles of Association**

The authorisation given by the Annual Shareholders' Meeting on 14 May 2009 to increase the issued share capital by up to EUR 35,200,000.00 expires on 13 May 2014. In order to continue to enable the Company to meet its financing requirements quickly and flexibly in the future, the Authorised Capital pursuant to Sect. 4 (4) of the Articles of Association is to be formally cancelled and to be replaced by new Authorised Capital. The option to exclude pre-emptive rights in the event of a capital increase against contributions in cash and in kind is to be limited to a total of 20% of the issued share capital.

The Managing and Supervisory Boards therefore propose to resolve as follows:

- a. The authorisation given by the Annual Shareholders' Meeting on 14 May 2009 to increase the issued share capital pursuant to Sect. 4 (4) of the Articles of Association is cancelled and Sect. 4 (4) of the Articles of Association is cancelled at the same time.
- b. The Managing Board is authorised to increase the issued share capital once or several times on or before 12 May 2019 subject to the consent of the Supervisory Board by up to EUR 35,200,000.00 by issuing up to 35,200,000 new no-par value registered shares against contributions in cash and/or in kind (Authorised Capital). Shareholders are generally entitled to pre-emptive rights. However, the Managing Board is authorised, subject to the consent of the Supervisory Board, to exclude shareholders' pre-emptive rights in the following circumstances:
  - in order to balance fractional amounts;
  - if, in the event of a capital increase against contributions in cash, the issue price of the new shares, which is to be determined as close to their placement date as possible, is not substantially lower than the stock market price of the Company's shares that are already listed at the time the issue price is finally determined and if the shares so issued do not exceed in total the equivalent of 10% of the issued share capital either at the time of effectiveness or at the time of exercise of this authorisation. The proportionate amount of the issued share capital that is attributable to holdings of own shares which are sold on or after the effective date of this authorisation in direct or analogous application of Sect. 186 (3) sentence 4 AktG is to be counted towards this limit of 10% of the issued share capital;
  - in the event of a capital increase against contributions in kind.

The total number of shares issued under the above authorisations under exclusion of pre-emptive rights in the event of a capital increase against contribution in cash and/or in kind must not exceed 20% of the issued share capital either at the time of effectiveness or at the time of exercise of this authorisation. The Managing Board is authorised, subject to the consent of the Supervisory Board, to determine further details regarding the rights attaching to the shares as well as the conditions of the share issue. The Supervisory Board is authorised to amend the wording of Sect. 4 (1) and (2) as well as of Sect. 4 (4) of the Articles of Association to reflect the use of the Authorised Capital from time to time and, in the event that the Authorised Capital has not been used in whole or in part by 12 May 2019, to delete Sect. 4 (4) of the Articles of Association upon expiry of the authorisation.

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c. Sect. 4 (4) of the Articles of Association is restated as follows:

“The Managing Board is authorised, subject to the consent of the Supervisory Board, to increase the issued share capital once or several times on or before 12 May 2019 by up to EUR 35,200,000.00 by issuing up to 35,200,000 new registered no-par value shares against contributions in cash and/or in kind (Authorised Capital). Shareholders are generally entitled to pre-emptive rights. However, the Managing Board is authorised, subject to the consent of the Supervisory Board, to exclude shareholders' pre-emptive rights in the following circumstances:

- in order to balance fractional amounts;
- if, in the event of a capital increase against contributions in cash, the issue price of the new shares, which is to be determined as close to their placement date as possible, is not substantially lower than the stock market price of the Company's shares that are already listed at the time the issue price is finally determined and if the shares so issued do not exceed in total the equivalent of 10% of the issued share capital either at the time of effectiveness or at the time of exercise of this authorisation. The proportionate amount of the issued share capital that is attributable to holdings of own shares which are sold on or after the effective date of this authorisation in direct or analogous application of Sect. 186 (3) sentence 4 AktG is to be counted towards this limit of 10% of the issued share capital;
- in the event of a capital increase against contributions in kind.

The total number of shares issued under the above authorisations under exclusion of pre-emptive rights in the event of a capital increase against contributions in cash and/or in kind must not exceed 20% of the issued share capital either at the time of effectiveness or at the time of exercise of this authorisation. The Managing Board is authorised, subject to the consent of the Supervisory Board, to determine further details regarding the rights attaching to the shares as well as the conditions of the share issue. The Supervisory Board is authorised to amend the wording of Sect. 4 (1) and (2) as well as of Sect. 4 (4) of the Articles of Association to reflect the use of the Authorised Capital from time to time and, in the event that the Authorised Capital has not been used in whole or in part by 12 May 2019, to delete Sect. 4 (4) of the Articles of Association upon expiry of the authorisation.”

**Report by the Managing Board to the Annual Shareholders' Meeting on Agenda Item 6:**

In accordance with Sect. 203 (2) sentence 2 AktG in conjunction with Sect. 186 (4) sentence 2 AktG, the Managing Board submitted a written report on the reasons for the authorisation proposed in Agenda Item 6 to exclude shareholders' pre-emptive rights and on the proposed issue amount. The report will be available on the Internet as of the date the Annual Shareholders' Meeting has been called on the Company's website at <http://group.hugoboss.com> under the item “Annual Shareholders' Meeting 2014”, link to “Investor Relations/Events/Annual Shareholders' Meeting”. The report will also be available for inspection by shareholders during the Annual Shareholders' Meeting. The report is announced as follows:

Under Agenda Item 6, the Managing Board and the Supervisory Board propose to the annual shareholders' meeting to create new Authorised Capital. The existing Authorised Capital will expire on 13 May 2014. The amount of the new Authorised Capital is to correspond to the amount of the existing Authorised Capital. It is therefore proposed to the annual shareholders' meeting under Agenda Item 6 to create new Authorised Capital in the total amount of no more than EUR 35,200,000.00 by issuing up to 35,200,000 new registered no-par value shares against contributions in cash and/or in kind (Authorised Capital). However, the option to exclude pre-emptive rights in the event of a capital increase against contributions in cash and in kind is to be limited to a total of 20% of the issued share capital. The proposed Authorised Capital will enable the Managing Board of HUGO BOSS AG within a reasonable scope to adjust the equity base of HUGO BOSS AG, especially with a view to the Group's further strategic development pursued by the Managing Board, and to adapt the targeted expansion of the business activities in dynamic markets to accommodate business needs at any time, while also acting quickly and flexibly in the ever changing markets bearing in mind the best interests of the Company's shareholders. To this end, the Company must ensure availability at all times of the necessary instruments to raise capital, regardless of the existence of any specific plans to use such capital. Since decisions on meeting capital requirements generally have to be taken at short notice, it is key that the Company in making such decisions is not dependent on the cycle of its annual shareholders' meetings. By introducing the instrument of Authorised Capital, the legislator accommodated this particular need. Authorised capital is typically used to strengthen a company's equity base and to finance acquisitions of shareholdings. When authorised capital is used, shareholders are generally entitled to pre-emptive rights. In the context of this statutory pre-emptive right, shares may also be issued to shareholders indirectly pursuant to Sect. 186 (5) AktG without any explicit authorisation being required for this purpose. However, the pre-emptive right of shareholders may be excluded in the cases described below.

#### **Exclusion of pre-emptive rights for fractional amounts**

The authorisation to exclude pre-emptive rights for fractional amounts serves to ensure a practicable subscription ratio with respect to the amount of the respective capital increase. Without the option to exclude pre-emptive rights for fractional amounts, the technical implementation of the capital increase and the exercise of pre-emptive rights would be considerably more difficult, particularly in the case of a capital increase by round numbers. The new shares which are excluded from pre-emptive rights as "free fractional amounts" will either be sold on the stock exchange or otherwise disposed of to achieve maximum advantage for the Company.

**Exclusion of pre-emptive rights in the event of a cash capital increase pursuant to Sect. 186 (3) sentence 4 AktG**

The option to exclude pre-emptive rights, subject to the consent of the Supervisory Board, shall also exist in the event of a cash capital increase pursuant to Sect. 203 (1) sentence 1, Sect. 203 (2) and Sect. 186 (3) sentence 4 AktG. This option serves the Company's best interests in achieving the best possible issue price when issuing new shares. The statutory option provided for in Sect. 186 (3) sentence 4 AktG to exclude pre-emptive rights enables the management to seize opportunities arising from prevailing market conditions quickly and flexibly as well as cost-effectively, thus strengthening the Company's equity base as much as possible in the best interests of the Company and all shareholders. Because the Company does not have to resort to time-consuming and costly processing of pre-emptive rights, market opportunities may be seized swiftly in order to meet equity funding requirements at very short notice. In addition, new groups of shareholders may be attracted both in Germany and abroad as a result. The issue price of the new shares, which is to be determined as close to their placement date as possible, and thus the proceeds raised by the Company from issuing the new shares will be determined on the basis of the stock market price of the Company's shares that are already listed at the time and will not be substantially lower than the then current stock market price, probably by no more than 3%, but in any case by no more than 5%.

The new shares issued under exclusion of pre-emptive rights pursuant to Sect. 186 (3) sentence 4 AktG must not, in total, exceed the equivalent of 10% of the issued share capital either at the time of effectiveness or at the time of exercise of the authorisation. The number of own shares sold will likewise count towards this limit provided that such sale occurred during the term of this authorisation under exclusion of pre-emptive rights pursuant to Sect. 71 (1) no. 8 sentence 5 and Sect. 186 (3) sentence 4 AktG. These requirements take into account the shareholders' need to protect their shareholdings against dilution in accordance with statutory provisions. The near-market issue price of the new shares and the restricted volume of the capital increase under exclusion of pre-emptive rights will generally enable shareholders to maintain their shareholding proportion by purchasing the required number of shares on the stock market on nearly the same terms. It is thus ensured that, in compliance with the legal interpretation of Sect. 186 (3) sentence 4 AktG, interests in terms of asset and voting right protection are appropriately safeguarded upon use of the Authorised Capital under exclusion of pre-emptive rights, while the Company is provided with more leeway for action which will benefit all shareholders.



**Exclusion of pre-emptive rights in the event of a capital increase in kind**

This option is to be introduced to exclude pre-emptive rights of shareholders, subject to the consent of the Supervisory Board, also in the event of a capital increase in kind. This will enable the Managing Board to use shares of the Company to acquire, in individual cases, companies or parts thereof, equity interests or other assets where appropriate. For example, the need may arise in negotiations to offer shares as consideration rather than cash. The option to offer the Company's shares as consideration is required in particular in international competition for attractive acquisition targets and provides the scope needed by the Company to seize opportunities to acquire companies or parts thereof, equity interests and other assets while protecting its liquidity. Offering shares as consideration may also be useful to optimise the financing structure. The authorisation will also enable HUGO BOSS AG to acquire larger companies or equity interests in suitable cases provided that such acquisitions are in the best interests of HUGO BOSS AG and thus also in the best interests of its shareholders. This will not put the Company at a disadvantage because the issue of shares for consideration in kind is subject to the condition that the value of such consideration in kind is reasonably proportionate to the value of the shares. When determining the valuation ratio, the Managing Board will ensure that the best interests of the Company and its shareholders are appropriately safeguarded and that reasonable issue proceeds are achieved for the new shares.

**Limitation of total scope of pre-emptive right exclusion in the event of a capital increase**

The total number of shares issued under the authorisations to exclude pre-emptive rights in the event of a capital increase against contributions in cash as well as in kind as described above must not exceed the equivalent of 20% of the issued share capital either at the time of effectiveness or at the time of exercise of such authorisations. This limit serves to restrict the total volume of shares issued from the Authorised Capital for which pre-emptive rights have been excluded, thus providing shareholders with an additional safeguard against dilution of their shareholdings.

**Use of the Authorised Capital**

There are currently no plans to use the Authorised Capital. The Managing Board will carefully examine on a case-to-case basis whether to make use of the authorisation to increase capital under exclusion of shareholders' pre-emptive rights. The Managing Board will only make use of this authorisation if the Managing Board and the Supervisory Board believe that doing so is in the best interests of the Company and thus also in the best interests of its shareholders.

The Managing Board will report on the use of the authorisation in each case to the next scheduled annual shareholders' meeting.

## TOTAL NUMBER OF SHARES AND VOTING RIGHTS

As at the date of the notice of the Annual Shareholders' Meeting 2014, the total number of shares in the Company amounts to 70,400,000 ordinary registered shares and the total number of voting rights is 70,400,000 of which 1,383,833 voting rights from own ordinary registered shares are suspended.

## REQUIREMENTS FOR ATTENDANCE AT THE ANNUAL SHAREHOLDERS' MEETING AND EXERCISE OF VOTING RIGHTS

### REGISTRATION

Only those shareholders who are entered in the share register of the Company and have registered in due time are authorised to participate in the Annual Shareholders' Meeting and to exercise their voting rights.

The registration must reach the Company in text form (Textform) in German or English at the address specified below by 24:00 CEST on Tuesday, 6 May 2014, at the latest:

HUGO BOSS AG  
c/o Computershare Operations Center  
80249 München  
or by fax to: +49 89 30903-74675  
or by e-mail to: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Further information on the registration procedure is provided on the registration form (which may also be used to assign a proxy) sent to you together with the Invitation to the Annual Shareholders' Meeting, as well as at the above-mentioned website.

Credit institutions, associations of shareholders and individuals, institutions or companies of equal status pursuant to Sect. 135 (8) or Sect. 135 (10) in connection with Sect. 125 (5) AktG are not entitled to exercise the voting rights associated with shares not owned by them, but recorded under their name in the Company's share register, unless they have been authorised by the relevant shareholder.

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

Holders of American Depositary Receipts (ADRs) may obtain additional information from BNY Mellon Shareowner Services, P.O. Box 30170, College Station, TX 77842-3170, USA, e-mail: [shrrelations@cpushareownerservices.com](mailto:shrrelations@cpushareownerservices.com)

**FREE DISPOSABILITY OF SHARES**

**A shareholder's registration for the Annual Shareholders' Meeting will not entail share blocking, i.e. even after having registered for attendance, shareholders remain free to dispose of their shares.** The right to attend and vote is based on the shareholding evidenced by entry in the Company's share register as at the date of the Annual Shareholders' Meeting. This shareholding will correspond to the number of shares registered at the end of the closing date of the registration period (24:00 CEST on Tuesday, 6 May 2014), since applications for a modification of the registration in the Company's share register received from 7 May 2014 through 13 May 2014 will be processed and considered only with effect after the Annual Shareholders' Meeting on 13 May 2014. The technical record date is therefore the end of 6 May 2014.

**PROXY VOTING**

Shareholders who are registered in the Company's share register may also have their voting right exercised at the Annual Shareholders' Meeting by proxies – including a credit institution or an association of shareholders – 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 of the shareholder or the proxy in accordance with the foregoing provisions is necessary.

The granting of proxy, its revocation and the proof of authorisation towards the Company require text form (Textform) in accordance with Sect. 134 (3) sentence 3 AktG; Sect. 135 AktG remains unaffected. The proxy section in the Invitation to the Annual Shareholders' Meeting or the form available on the Company's website at <http://group.hugoboss.com> under item "Annual Shareholders' Meeting 2014", link to "Investor Relations/Events/Shareholders' Meeting" may be used by shareholders for appointing a proxy and by shareholders or the proxy for furnishing proof of authorisation; 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  
c/o Computershare Operations Center  
80249 München  
Fax: +49 89 30903-74675  
E-mail: [VollmachtHV2014@hugoboss.com](mailto:VollmachtHV2014@hugoboss.com)

To this end, on the day of the Annual Shareholders' Meeting, there will also be an entry and exit checkpoint for the Annual Shareholders' Meeting from 9:00 a.m. CEST 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 as proxy, the proxy shall be kept by the proxy holder in a verifiable form; moreover, the grant of proxy must be complete and must be limited to the exercise of voting rights. Therefore, if you wish to grant proxy to a credit institution, association of shareholders or other institutions, companies or individuals 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.

#### **VOTING BY COMPANY-APPOINTED PROXIES**

We offer our shareholders 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 Invitation to the Annual Shareholders' Meeting may be used to grant proxy. The granting of proxy (with instructions), its revocation and the proof of authorisation to the Company must be in text form (Textform). Authorisations for proxies with express instructions must have been received by the Company at the latest by Friday, 9 May 2014, 24:00 CEST, at the address specified below:

HUGO BOSS AG  
Herrn Martin Schürmann/Frau Ulrike Zahlten  
c/o Computershare Operations Center  
80249 München  
or by fax to: +49 89 30903-74675  
or by e-mail to: VollmachtHV2014@hugoboss.com

On the day of the Annual Shareholders' Meeting itself, the entry and exit checkpoint for the Annual Shareholders' Meeting in the Internationales Congresszentrum Stuttgart ICS, Messepiazza, Saal C1, 70629 Stuttgart will be available from 9:00 a.m. CEST for the issue, revocation and modification of instructions to Company-appointed proxies.

The Company-appointed proxies will not accept instructions on questions of procedure. Neither will these proxies accept any instructions for requests to speak, to raise objections against resolutions of the Annual Shareholders' Meeting or to ask questions or submit proposals.

Further information on the procedure to appoint a proxy is provided on the registration form sent to you together with the Invitation.

**PUBLICATION ON THE COMPANY'S WEBSITE**

Immediately after the Annual Shareholders' Meeting has been called, the following information and documents will be available on the Company's website at <http://group.hugoboss.com> under the item "Annual Shareholders' Meeting 2014", link to "Investor Relations/Events/Annual Shareholders' Meeting" (cf. Sect. 124a AktG):

1. The contents of the notice of meeting together with information relating to the outstanding of a resolution to be adopted on Agenda Item 1 and the total number of shares and voting rights as at the date of the notice of meeting;
2. the documents to be provided to the meeting, namely the documents mentioned in Agenda Item 1;
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 or electronic form as provided for in Sect. 126a of the German Civil Code ("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 Shareholders' Meeting; the day of receipt and the day of the Annual Shareholders' Meeting shall not be included in calculating this period. The last possible date of receipt is therefore Saturday, 12 April 2014, 24:00 CEST. Further details on the requirements for exercising the right and its limitations are available on the Company's website at <http://group.hugoboss.com> under the item "Annual Shareholders' Meeting 2014", link to "Investor Relations/Events/Annual Shareholders' Meeting" under "Information pursuant to Sect. 121 (3) sentence 3 no. 3 of the German Stock Corporation Act (Aktengesetz – "AktG") regarding the rights of shareholders".

**SHAREHOLDER MOTIONS AND ELECTION NOMINATIONS PURSUANT TO SECT. 126 (1), 127 AKTG**

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

Pursuant to Sect. 126 (1) AktG, shareholder motions, including the shareholder's name, the grounds for the motion and any opinion expressed by the management, shall be made available to the eligible persons mentioned in Sect. 125 (1) to (3) AktG (this includes, inter alios, shareholders who so request) on the conditions specified therein, provided the shareholder has submitted a counter-motion (including the grounds therefor) to a proposal by the Managing Board and/or the Supervisory Board on a specific agenda item at the address specified below at least 14 days prior to the Annual Shareholders' Meeting. The date of receipt shall not be counted. The last possible date of receipt is therefore Monday, 28 April 2014, 24:00 CEST. A counter-motion needs not be made available if one of the exclusion criteria pursuant to Sect. 126 (2) AktG is met. Further details on the requirements for exercising the right and its limitations are available on the Company's website at <http://group.hugoboss.com> under the item "Annual Shareholders' Meeting 2014", link to "Investor Relations/Events/Annual Shareholders' Meeting" under "Information pursuant to Sect. 121 (3) sentence 3 no. 3 of the German Stock Corporation Act (Aktiengesetz – "AktG") regarding the rights of shareholders".

The right of a given shareholder to submit counter-motions during the Annual Shareholders' 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 Shareholders' Meeting only if they are made at the meeting.

No grounds need be provided for election nominations by shareholders pursuant to Sect. 127 AktG. Election nominations are made available only if they include the name, profession exercised 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 pursuant to applicable law (cf. 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. In all other respects, the requirements and rules for disclosure of motions apply mutatis mutandis; in particular, Monday, 28 April 2014, 24:00 CEST, is again the last possible date by which election 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 at <http://group.hugoboss.com> under the item "Annual Shareholders' Meeting 2014", link to "Investor Relations/Events/Annual Shareholders' Meeting" under "Information pursuant to Sect. 121 (3) sentence 3 no. 3 of the German Stock Corporation Act (Aktiengesetz – "AktG") regarding the rights of shareholders".

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

HUGO BOSS AG  
Hauptversammlung/Rechtsabteilung  
Dieselstraße 12  
72555 Metzingen  
or by fax to: +49 7123 942018  
or by e-mail to: Hauptversammlung@hugoboss.com

After receipt, shareholder motions and election nominations to be made available (including the name of the shareholder and – in the case of motions – the grounds therefor) will be made available online at <http://group.hugoboss.com> under the item “Annual Shareholders’ Meeting 2014”, link to “Investor Relations/Events/Annual Shareholders’ Meeting”. Any opinions expressed by the management will also be published on the aforementioned website.

#### **SHAREHOLDERS' RIGHTS TO INFORMATION PURSUANT TO SECT. 131 (1) AKTG**

At the Annual Shareholders' 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 (cf. 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. As a general rule, requests for information must be made orally at the Annual Shareholders' 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 conditions of Sect. 131 (3) AktG.

Pursuant to Sect. 16 (3) of the Articles of Association, as regards the shareholders' right to speak and to ask questions, the Chairman of the meeting is authorised to apply appropriate time restrictions for the entire course of the Annual Shareholders' 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 at <http://group.hugoboss.com> under the item “Annual Shareholders’ Meeting 2014”, link to “Investor Relations/Events/Annual Shareholders’ Meeting” under “Information pursuant to Sect. 121 (3) sentence 3 no. 3 of the German Stock Corporation Act (Aktiengesetz – “AktG”) regarding the rights of shareholders”.

The voting results will be posted after the Annual Shareholders' Meeting on the same website at <http://group.hugoboss.com> under the item "Annual Shareholders' Meeting 2014".

The Invitation to the Annual Shareholders' Meeting has been submitted for publication to those media which may be presumed to distribute the information throughout the European Union.

Metzingen, March 2014

**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.

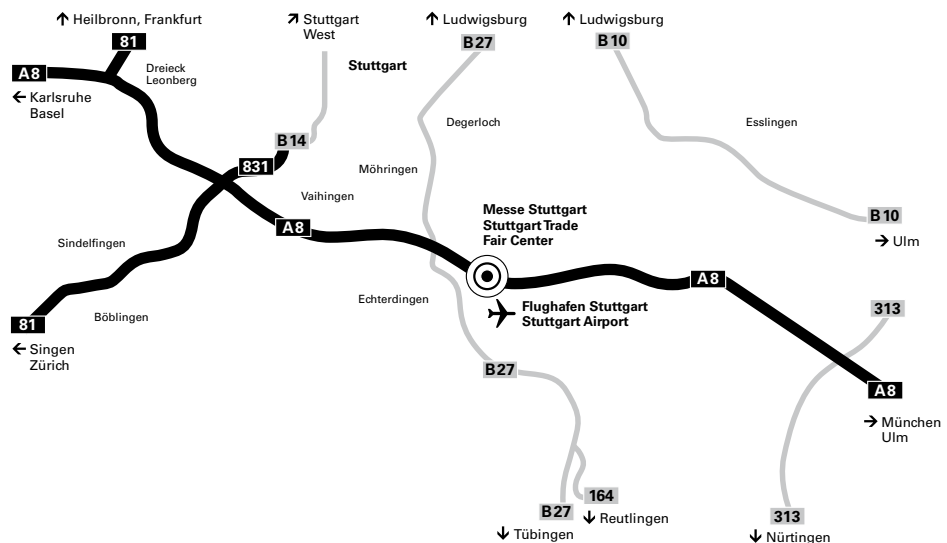
### ARRIVING VIA THE A8 MOTORWAY

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**