



# INVITATION TO THE ANNUAL SHARE- HOLDERS' MEETING

## HUGO BOSS AG, METZINGEN

- ISIN DE000A1PHFF7 (WKN A1PHFF)

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

**at 10:00 a.m. on Tuesday, 23 May 2017,**

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 2016, the consolidated report of the Managing Board for HUGO BOSS AG and for the HUGO BOSS Group for the 2016 financial year, the report of the Supervisory Board, the proposal of the Managing Board for the appropriation of the net profit for the 2016 financial year and the explanatory report on disclosures pursuant to Sect. 289 (4) and Sect. 315 (4) of the German Commercial Code ("HGB") for the 2016 financial year**

The documents referred to under Agenda Item 1 are available on the Internet via [shareholdermeeting.hugoboss.com](http://shareholdermeeting.hugoboss.com) under the item "Annual Shareholders' Meeting 2017". Furthermore, the documents will be available at the Annual Shareholders' Meeting in which they will be further explained.

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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 2016 financial year**

The Managing and Supervisory Boards propose a resolution to appropriate the net profit of HUGO BOSS AG for the 2016 financial year in the amount of 183,040,000.00 Euro as follows:

Payment of a dividend of 2.60 Euro per ordinary registered share with dividend rights (69,016,167 ordinary registered shares) for the 2016 financial year

= 179,442,034.20 Euro

In accordance with Sect. 58 (4) sentence 2 of the German Stock Corporation Act ("AktG") as amended with effect as of 1 January 2017, the dividend entitlement falls due for payment on the third business day following the date of the resolution of the Annual Shareholders' Meeting, i.e. on 29 May 2017.

The German Stock Corporation Act 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 ordinary registered shares), namely 3,597,965.80 Euro, 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 2.60 Euro 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 2016 financial year**

The Managing and Supervisory Boards propose that the members of the Managing Board incumbent in the 2016 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 2016 financial year**

The Managing and Supervisory Boards propose that the members of the Supervisory Board incumbent in the 2016 financial year be granted formal approval for that period.

**5. Appointment of auditors and group auditors for the 2017 financial year as well as of auditors for the review (prüferische Durchsicht) (if any) of the condensed financial statements and of the interim report of the Managing Board for the first half of the 2017 financial year**

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

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft  
Flughafenstrasse 61  
70629 Stuttgart

is appointed as auditor of the financial statements and group auditor of the consolidated financial statements for the 2017 financial year and to review the condensed financial statements and the interim report of the Managing Board (Sect. 37w and Sect. 37y of the German Securities Trading Act ("WpHG")) for the first half of the 2017 financial year, if these are reviewed.

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

As at the date of the notice of the 2017 Annual Shareholders' Meeting, 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**

### **APPLICATION FOR REGISTRATION**

Only those shareholders who are entered in the share register of the Company as shareholders of the Company and have registered in due time are authorised to participate with a voting right in the Annual Shareholders' Meeting.

The registration must reach the Company in text form (Text-form) in German or English at the address specified below by 24:00 CEST on Tuesday, 16 May 2017, at the latest:

HUGO BOSS AG  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg  
or by fax to: +49 69 25 62 70 49  
or by e-mail to: hv-service.hugoboss@adeus.de

Shareholders who are entered in the share register may also register for the Annual Shareholders' Meeting on the Internet according to the procedure as defined by the Company via **shareholdermeeting.hugoboss.com**, link to "Online-Service Annual Shareholders' Meeting". You will be granted online access upon entering your shareholder number and the

related individual access number, which you can find in the documents sent to you. Shareholders who have registered for electronic mailing of the Invitation to the Annual Shareholders' Meeting and who have entered their own access password for this purpose shall use the access password chosen by them upon registration instead of the individual access number. After your registration (using your shareholder number and individual access number or, after having registered for electronic mailing, your shareholder number and the access password entered by you), you may request admission tickets until Tuesday, 16 May 2017, 24:00 CEST.

After successful timely registration, you may use our Internet service for changing your admission ticket requests until Tuesday, 16 May 2017, 24:00 CEST, and for assigning proxies and giving instructions (and for making any changes thereto) until Monday, 22 May 2017, 24:00 CEST. Special rules concerning the use of our Internet service apply in case of registrations by credit institutions, associations of shareholders and any individuals, institutions and companies of equal status pursuant to Sect. 135 (8) or Sect. 135 (10) in conjunction with Sect. 125 (5) of the German Stock Corporation Act ("AktG"). Please see the above-mentioned website for further details.

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 on 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.

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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 – without wishing to restrict the shareholders' right to attend the Annual Shareholders' Meeting – to please make sure that the registration is sent to the Company at their earliest convenience.

Holders of American Depositary Receipts (ADR) may contact BNY Mellon Shareowner Services, P.O. Box 30170, College Station, TX 77842-3170, USA, e-mail: [shrelations@cpushareownerservices.com](mailto:shrelations@cpushareownerservices.com), for further information.

### **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, 16 May 2017), since applications for a modification of the registration in the Company's share register received from 17 May 2017 through 23 May 2017 will be processed and considered only with effect after the Annual Shareholders' Meeting on 23 May 2017. The technical record date is therefore the end of 16 May 2017.

### **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 several of them. Even in the event of appointment of a

proxy, timely registration by 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 or must be made using the aforementioned Internet service offered in connection with the Annual Shareholders' Meeting; Sect. 135 AktG remains unaffected. The proxy section in the Invitation to the Annual Shareholders' Meeting or the form available on the Internet at **shareholdermeeting.hugoboss.com** under the item "Annual Shareholders' Meeting 2017" 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 authorisation and revocation thereof until the beginning of the vote:

HUGO BOSS AG  
Hauptversammlung HUGO BOSS AG  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg  
or by fax to: +49 69 25 62 70 49  
or by e-mail to: hv-service.hugoboss@adeus.de

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 at 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) and Sect. 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 authorised by proxy, the proxy shall be kept by the proxy holder in a verifiable form; moreover, the proxy must be complete and may only contain declarations associated with the exercise of the voting rights. Therefore, if you wish to grant proxy to a credit institution, an 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 granting 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 registered in the share register 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 have to be received by the Company at the latest by Monday, 22 May 2017, 24:00 CEST, at the address specified below:

HUGO BOSS AG  
Hauptversammlung HUGO BOSS AG  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg  
or by fax to: +49 69 25 62 70 49  
or by e-mail to: hv-service.hugoboss@adeus.de

or via Internet according to the procedure as defined by the Company via **shareholdermeeting.hugoboss.com**, link to "Online-Service Annual Shareholder Meeting"

Shareholders wishing to authorise Company-appointed proxies via Internet need their shareholder number and the corresponding access password for this purpose. You will receive your shareholder number and access password by mail together with the invitation letter for the Annual Shareholders' Meeting; shareholders who have registered for electronic mailing of the Invitation to the Annual Shareholders' Meeting and who have entered their own access password for this purpose shall use the access password chosen by them upon registration instead of the individual access number.

On the day of the Annual Shareholders' Meeting itself, the entry and exit checkpoint for the Annual Shareholders' Meeting at the Internationales Congresszentrum Stuttgart ICS, Messeplazza, 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 applications.

Further information on the procedure to appoint a proxy is provided on the registration form sent to you together with the Invitation to the Annual Shareholders' Meeting, as well as on the above-mentioned website.

### **INFORMATION ON USING THE INTERNET SERVICE FOR PROXY VOTING**

After successful timely registration, you may use our Internet service for changing proxies appointed and instructions given by you until Monday, 22 May 2017, 24:00 CEST. Special rules concerning the use of our Internet service apply in case of registrations by credit institutions, associations of shareholders and any individuals, institutions and companies of equal status pursuant to Sect. 135 (8) or Sect. 135 (10) in conjunction with Sect. 125 (5) AktG. Please see the above-mentioned website for further details. Please note that, if you use the Internet service offered in connection with the Annual Shareholders' Meeting, you will not be able to give instructions on any voting on any procedural motions, counter-motions, election nominations and other motions if such motions or nominations have not been made available or published before the Annual Shareholders' Meeting in accordance with the statutory provisions or are just made in the Annual Shareholders' Meeting. Furthermore, when using the Internet service offered in connection with the Annual Shareholders' Meeting, it will not be possible to accept any requests to speak or to ask questions, nor to submit any applications and to raise any objections against resolutions of the Annual Shareholders' Meeting. Further information on the procedure to appoint a proxy is provided on the registration form sent to you together with the Invitation to the Annual Shareholders' Meeting, as well as on the above-mentioned website.

## **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 **shareholdermeeting.hugoboss.com** under the item "Annual Shareholders' Meeting 2017" (cf. Sect. 124a AktG):

1. The contents of the notice convening the Annual Shareholders' Meeting together with information relating to the absence 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 convening the Annual Shareholders' 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, SECT. 131 (1) AKTG**

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

Shareholders whose combined shareholdings represent a proportionate interest in the issued 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") (i.e. with a qualified electronic signature in accordance with the German Electronic Signature Act [Signaturgesetz]) to the Company's Managing Board (HUGO BOSS AG, Managing Board, Dieselstraße 12, 72555 Metzingen, [hauptversammlung@hugo-boss.com](mailto:hauptversammlung@hugo-boss.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, 22 April 2017, 24:00 CEST.

### **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, 8 May 2017, 24:00 CEST. A counter-motion need not be made available if one of the exclusion criteria pursuant to Sect. 126 (2) AktG is met.

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 due 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, 8 May 2017, 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.

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 9480273  
or by e-mail to: [hauptversammlung@hugoboss.com](mailto: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 [shareholdermeeting.hugoboss.com](http://shareholdermeeting.hugoboss.com) under the item "Annual Shareholders' Meeting 2017". 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 aforementioned rights**

Further details on the requirements for exercising the aforementioned rights and their limitations are available on the Company's website at [shareholdermeeting.hugoboss.com](http://shareholdermeeting.hugoboss.com) under the item "Annual Shareholders' Meeting 2017" under "Information pursuant to Sect. 121 (3) sentence 3 no. 3 AktG regarding the rights of shareholders".

The voting results will be posted after the Annual Shareholders' Meeting on the same website at [shareholdermeeting.hugoboss.com](http://shareholdermeeting.hugoboss.com) under the item "Annual Shareholders' Meeting 2017".

Metzingen, April 2017

**The Managing Board**



