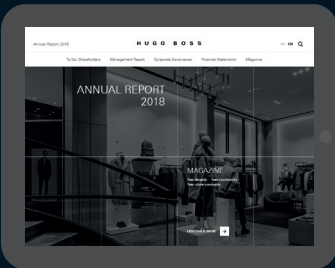


H U G O B O S S

INVITATION
TO THE ANNUAL
SHAREHOLDERS'
MEETING



CEO video in the online version of the annual report

Our annual report is also available online and offers many interactive features.

www.annualreport-2018.hugoboss.com

INVITATION TO THE ANNUAL SHAREHOLDERS' 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 CEST on Thursday, 16 May 2019,

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 2018, the consolidated report of the Managing Board for HUGO BOSS AG and for the HUGO BOSS Group for the 2018 financial year, the report of the Supervisory Board, the proposal of the Managing Board for the appropriation of the net profit for the 2018 financial year and the explanatory report on disclosures pursuant to Sect. 289a (1) and Sect. 315a (1) of the German Commercial Code ("HGB") for the 2018 financial year.**

The documents referred to under Agenda Item 1 are available on the Internet via shareholdermeeting.hugoboss.com under "Annual Shareholders' Meeting 2019". 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 is required 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 2018 financial year

The Managing and Supervisory Boards propose a resolution to appropriate the net profit of HUGO BOSS AG for the 2018 financial year in the amount of EUR 190,080,000.00 as follows:

Payment of a dividend of EUR 2.70 per ordinary registered share with dividend rights (69,016,167 ordinary registered shares) for the 2018 financial year

= EUR 186,343,650.90

In accordance with Sect. 58 (4) sentence 2 of the German Stock Corporation Act ("AktG"), 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 21 May 2019.

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 EUR 3,736,349.10, 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 EUR 2.70 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 2018 financial year

The Managing and Supervisory Boards propose that the members of the Managing Board incumbent in the 2018 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 2018 financial year

The Managing and Supervisory Boards propose that the members of the Supervisory Board incumbent in the 2018 financial year be granted formal approval for that period.

5. Appointment of auditors and group auditors for the 2019 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 2019 financial year

Based on the recommendation of the Audit Committee, the Supervisory Board proposes to resolve:

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft
Flughafenstr. 61
70629 Stuttgart

is appointed as auditor of the financial statements and group auditor of the consolidated financial statements

for the 2019 financial year and to review the condensed financial statements and the interim report of the Managing Board (Sect. 115 and Sect. 117 of the German Securities Trading Act ("WpHG")) for the first half of the 2019 financial year, if these are reviewed.

In its recommendation, the Audit Committee stated that its recommendation has not been improperly influenced by a third party and that no restriction as regards the selection of a particular auditor has been imposed upon it.

6. Resolution on the repeal of § 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 13 May 2014 to increase the issued share capital by up to EUR 35,200,000.00 expires on 12 May 2019. In order to continue to enable the Company to meet its financing requirements quickly and flexibly in the future, the provision on Authorised Capital currently set forth in § 4 (4) of the Articles of Association is to be repealed and new authorised capital is to be created by a corresponding amendment of the Articles of Association. 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 10% of the issued share capital.

Therefore, the Managing Board and the Supervisory Board propose to resolve as follows:

a) Creation of authorised capital with the option to exclude shareholders' pre-emptive rights

The Managing Board is authorised to increase the issued share capital once or several times on or before

15 May 2024 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 10% 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 § 4 (1) and (2) as well as of § 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 15 May 2024, to delete § 4 (4) of the Articles of Association upon expiry of the authorisation.

b) Amendment of the Articles of Association

The Authorised Capital resolved by the Annual Shareholders' Meeting on 13 May 2014 under Agenda Item 6 which has expired on 12 May 2019 but is still governed by § 4 (4) of the Articles of Association is repealed and § 4 (4) of the Articles 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 15 May 2024 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 10% 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 § 4 (1) and (2) as well as of § 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 15 May 2024, to delete § 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 **hauptversammlung.hugoboss.com** under "Annual Shareholders' Meeting 2019". The report will also be available for inspection by shareholders during the Annual Shareholders' Meeting. The report is announced as follows:

The previous Authorised Capital as resolved by the Annual Shareholders' Meeting on 13 May 2014 has expired as at 12 May 2019. The Managing Board and the Supervisory Board therefore propose to the Annual Shareholders' Meeting under Agenda Item 6 to create new authorised capital, the amount of which 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). The proposed Authorised Capital will enable the Managing Board of the Company within a reasonable scope to adjust the equity base of the Company, 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 equity interests.

Pre-emptive right of the shareholders

When authorised capital is used, shareholders are generally entitled to pre-emptive rights (Sect. 203 (1) sentence 1 AktG in conjunction with Sect. 186 (1) AktG). 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, provided, however, that 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 10% of the issued share capital.

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.

If pre-emptive rights were not excluded, the determination of the terms and conditions based on prevailing market conditions and a smooth placement would not be possible. While Sect. 186 (2) AktG permits disclosure of the pre-emptive price until three days prior to the end of the subscription period, considering the frequently observed volatility on the stock markets, there still remains a market risk inherent for a number of days, which results in safety margins being deducted in the determination of the issue price and, eventually, in conditions which are not based on market conditions. Moreover, the granting of pre-emptive rights could jeopardise any successful placement with third parties, or result in additional expenses, due to the uncertainty whether they will be exercised. Finally, the Company cannot react quickly to favourable or adverse

market conditions if pre-emptive rights are granted due to the length of the subscription period, but is exposed to the risk of falling stock prices during the subscription period, which might result in situations where capital is raised at unfavourable conditions. This option to increase capital under optimal conditions and without a significant pre-emptive rights mark-down is important to the Company, in particular, because it must be able – in quickly changing markets as well as in new markets – to swiftly and flexibly seize market opportunities and to cover its capital needs thereby arising even on very short notice, if necessary.

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 the Company to acquire larger companies or equity interests in suitable cases provided that such acquisitions are in the best interests of the Company 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 10% 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 2019 Annual Shareholders' Meeting, the total number of shares in the Company amounts to 70,400,000 ordinary registered no par value shares and the total number of voting rights is 70,400,000 of which 1,383,833 voting rights from own ordinary registered no par value 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 (Textform) in German or English no later than six days prior to the Annual Shareholders' Meeting; the day of the Annual Shareholders' Meeting and the day on which the registration is received are not counted for this purpose. The last possible date of receipt is therefore Thursday, 9 May 2019, 24:00 CEST. The registration must be received at the address specified below:

HUGO BOSS AG
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg
Germany
or by fax to: +49 89 207 03 79 51
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** under "Service for the AGM" link to Online-Service-AGM. 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 Thursday, 9 May 2019, 24:00 CEST.

After successful timely registration, you may use our Internet service for changing your admission ticket requests until Thursday, 9 May 2019, 24:00 CEST, and for assigning proxies and giving instructions (and for making any changes thereto) until Wednesday, 15 May 2019, 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.

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.

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 Deutsche Bank Shareholder Services, 6201 15th Avenue Brooklyn, NY 11219 USA, e-mail: db@amstock.com, for further information.

Free disposability of shares

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 Thursday, 9 May 2019), since applications for a modification of the registration in the Company's share register received from (and including) 10 May 2019 through (and including) 16 May 2019 will be processed and considered only with effect after the Annual Shareholders' Meeting. The technical record date is therefore the end of 9 May 2019.

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 a proxy, 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 "Annual Shareholders' Meeting 2019" 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
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg
Germany
or by fax to: +49 89 207 03 79 51
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 CEST at 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) 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

In addition, we offer our shareholders registered in the share register the option of having Company-appointed proxies who are bound by the shareholders' voting instructions 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 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.

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 after successful registration in good time, at the latest by Wednesday, 15 May 2019, 24:00 CEST, at the address specified below:

HUGO BOSS AG
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg
Germany
or by fax to: +49 89 207 03 79 51
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 bound by voting instructions 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. In the event a shareholder authorises a Company-appointed proxy bound by voting instructions via Internet, the proxy including the shareholder's instructions must also be issued by Wednesday, 15 May 2019, 24:00 CEST at the latest.

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 CEST for the issue, revocation and modification of instructions to Company-appointed proxies.

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 Wednesday, 15 May 2019, 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 "Annual Shareholders' Meeting 2019" (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 EUR 500,000 may request that items be placed on the agenda and announced. Each new item must be accompanied by a statement of reasons or a proposed resolution. Such a request must be sent in written or electronic form (Sect. 126a of the German Civil Code ("BGB"), i.e. with a qualified electronic signature) to the Company's Managing Board (HUGO BOSS AG, Vorstand, Dieselstraße 12, 72555 Metzingen, Germany, **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 Monday, 15 April 2019, 24:00 CEST.

The petitioners must hold a sufficient number of shares for the duration of the legally required minimum holding period of at least 90 days prior to the date of the request (as evidenced by the Company's share register) and must prove that they hold the shares until the Managing Board has issued its decision on the request and, if the request is not complied with, also until the court decision on the request to extend the agenda has been issued (Sect. 122 (2), Sect. 122 (1) sentence 3, Sect. 122 (3), and Sect. 70 AktG). Sect. 121 (7) AktG applies mutatis mutandis.

Shareholder motions and election nominations pursuant to Sect. 126 (1), Sect. 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 the Annual Shareholders' Meeting and the date of receipt shall not be counted. The last possible date of receipt is therefore Wednesday, 1 May 2019, 24:00 CEST. A counter-motion and the grounds therefor 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) sentence 4 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, Wednesday, 1 May 2019, 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
Vorstand
Dieselstraße 12
72555 Metzingen
Germany
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 **shareholdermeeting.hugoboss.com** under “Annual Shareholders' Meeting 2019”. 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 Annual Shareholders' 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 under "Annual Shareholders' Meeting 2019" 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 Internet at **shareholdermeeting.hugoboss.com** under "Annual Shareholders' Meeting 2019".

Shareholders' information on data protection

As controller, HUGO BOSS AG processes the shareholders' personal data (last name and first name, address, email address, number of shares, type of ownership of the shares and admission ticket number) as well as personal data of the shareholder representatives, if any, in accordance with applicable data protection laws. The shares in HUGO BOSS AG are registered shares. Processing of personal data is a prerequisite for participating in the Company's Annual Shareholders' Meeting, and the maintenance of a share register is mandatory under applicable law. The legal basis for the processing of personal data is Art. 6 (1) sentence 1 (c) General Data Protection Regulation in conjunction with Sects. 118 et seqq. and in conjunction with Sect. 67 AktG. To the extent that the shareholders do not themselves provide their personal data, HUGO BOSS AG will generally obtain these from the shareholder's depository bank.

The service providers commissioned for the purpose of organising the Annual Shareholders' Meeting will process the shareholders' personal data exclusively as instructed by HUGO BOSS AG and only to the extent this is necessary for the performance of the services commissioned. Each of the Company's employees as well as all staff of commissioned service providers who have access to and/or process the shareholders' personal data are obligated to treat such data confidentially. The Company will erase the shareholders' personal data in accordance with statutory provisions, especially if the personal data is no longer required for the

original purpose of its collection or processing, the data is no longer required in connection with any administrative or court proceedings, and if no statutory record retention requirements apply.

Furthermore, personal data of shareholders and/or shareholder representatives participating in the Annual Shareholders' Meeting can be viewed by other shareholders and shareholder representatives in particular via the mandatory list of participants (Sect. 129 AktG).

Subject to statutory requirements, the shareholders have the right to receive information about the processing of their personal data and to require rectification or erasure of their personal data or the restriction of the processing. The shareholders also have the right to lodge a complaint with the supervisory authorities.

Shareholders may address their questions or comments on the processing of personal data to the data protection officer of HUGO BOSS AG at:

HUGO BOSS AG
Datenschutzbeauftragter
Dieselstraße 12
72555 Metzingen
Germany
Phone: +49 7123 94 80999
Fax: +49 7123 94 880999
Email: datenschutz@hugoboss.com

Metzingen, March 2019

The Managing Board

