

Annual Shareholders' Meeting of HUGO BOSS AG on 27 May 2020 (Virtual Annual Shareholders' Meeting)

Information pursuant to Sect. 121 (3) sentence 3 no. 3 of the German Stock Corporation Act (Aktiengesetz - "AktG") regarding the rights of shareholders

The invitation to the Virtual Annual Shareholders' Meeting already contains information regarding the rights of shareholders pursuant to Sects. 122 (2), 126 (1), 127 and 131 (1) AktG; as well as pursuant to Section 1 of the Law on Measures Under Company, Cooperative, Association, Foundation and Property Ownership Law to Combat the Effects of the COVID-19 Pandemic of 27 March 2020 (Gesetze über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie – COVID-19 Act) in the following, more detailed information is provided in respect of such provisions.

1. Requests for the inclusion of supplementary items in the agenda at the request of a minority (Sect. 122 (2) AktG)

Shareholders whose aggregate shareholding amounts to at least one twentieth of the share capital or a pro rata amount of EUR 500,000 of the share capital (the latter corresponds to 500,000 no par value ordinary shares) may request that items be included in the agenda and published. Each new item must be accompanied by a statement of grounds or a proposed resolution. In addition, the applicants need to prove that they had been holders of the shares for no less than 90 days prior to the receipt of the request and that they will hold the shares until a decision on the request has been made by the Managing Board. The request must have been received by the Company at least 30 days prior to the Virtual Annual Shareholders' Meeting; for the purpose of calculating the above time period, the day of receipt of the request shall not be counted. Any move from a Sunday, a Saturday or a public holiday to a preceding or succeeding business day shall not be possible. Sects. 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch - "BGB") shall not apply mutatis mutandis.

Requests for inclusion in the agenda together with the respective statement of grounds or proposed resolutions must be submitted in writing or in the form prescribed in Sect. 126 a of the German Civil Code (i.e. with qualified electronic signature); such documents must be received by the Managing Board of HUGO BOSS AG at the address stated in the invitation (HUGO BOSS AG, Vorstand (Managing Board), Dieselstraße 12, 72555 Metzingen, hauptversammlung@hugoboss.com) at least 30 days prior to the Virtual Annual Shareholders' Meeting, i.e. until Sunday, 26. April 2020, 24.00 hrs CEST.

To the extent that the requests for inclusion which have been received in good time are subject to a publication requirement, they will be published together with the invitation of the Annual Shareholders' Meeting or otherwise immediately upon receipt, in the Federal Gazette and distributed via suitable media throughout the European Union and made available on the Company's website. The amended agenda will be notified together with the invitation of the Virtual Annual Shareholders' Meeting pursuant to Sect. 125 (1) sentence 3 AktG.

The above shareholder rights are based on the following provisions of the German Stock Corporation Act:

Sect. 122 Calling of a meeting at the request of a minority (excerpt)

- (1) A shareholders' meeting shall be called if shareholders whose aggregate shareholding reaches one-twentieth of the share capital request the calling of such meeting in writing, stating the purpose and the grounds therefore; such request shall be addressed to the managing board. The articles of association may provide that the right to request the calling of a shareholders' meeting is subject to different form requirements and a lower holding in the share capital. Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they will hold the shares until a decision on the request has been made by the Managing Board. Sect. 121 (7) shall apply mutatis mutandis.
- (2) In the same manner, shareholders whose combined shareholding amount to at least one-twentieth of the share capital or a pro rata amount of EUR 500,000 may request that items be included in the agenda and published. Each new item must be accompanied by a statement of grounds or a proposed resolution. The request within the meaning of sentence 1 must have been received by the company at least 24 days, in the case of listed companies, at least 30 days, prior to the meeting; for the purpose of calculating the above time period, the day of receipt shall not be counted.

Sect. 121 General information (excerpts)

- (7) Time limits and dates that are calculated backwards from the date of the meeting shall be calculated disregarding the date of the meeting. Any move from a Sunday, a Saturday or a public holiday to a preceding or succeeding business day shall not be possible. Sects. 187 to 193 of the German Civil Code shall not apply mutatis mutandis. In the case of unlisted companies, the articles of association may provide for a different calculation of the time limit.

Sect. 70 Calculation of the Duration of Shareholding

If the exercise of rights arising from a share requires the shareholder to have been the holder of such share for a certain period of time, the claim to demand transfer of title from a credit institution, a financial services institution or an enterprise operating under Sect. 53 (1) sentence 1 or Sect. 53b (1) sentence 1 or (7) of the German Banking Act (Gesetz über das Kreditwesen) is deemed equivalent to ownership. The period during which a share was owned by a predecessor in title will be attributed to the shareholder, provided that the shareholder has acquired the share without consideration, from the shareholder's trustee, as a universal successor in title, in connection with the liquidation of a community of interest, or as a result of a portfolio transfer pursuant to Sect. 13 of the German Insurance Supervision Act (Versicherungsaufsichtsgesetz) or Sect. 14 of the German Building and Loan Associations Act (Gesetz über Bausparkassen).

2. Motions and Proposals for Election by Shareholders (Sects. 126 (1) and 127 AktG)

As provided by Section 1 (1) COVID-19-Act, the Managing Board of HUGO BOSS AG has, in agreement with the Supervisory Board, decided to hold the Annual Shareholders' Meeting as Virtual Annual Shareholders' Meeting without the physical presence of shareholders or their

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representatives. The shareholders may cast their votes at the Virtual Annual Shareholders' Meeting, in particular by means of electronic communication.

In line with the concept of the COVID-19 Act, the right of shareholders to submit counter-motions or election nominations on individual agenda items or on rules of procedure are excluded.

However, shareholders are given the opportunity to submit counter-motions and election nominations prior to the Virtual Annual Shareholders' Meeting in accordance with Sections 126 and 127 AktG, as described below. The Company will make available corresponding counter-motions and election nominations including the name of the shareholder, the reasons, which are not required for election nominations, and any statement by the management, as well as, in the case of election nominations for Supervisory Board members, the information and details of the Managing Board on the composition of the Supervisory Board in accordance with Section 127 sentence 4 AktG in conjunction with Section 96 (2) AktG at shareholdermeeting.hugoboss.com if the shareholder has sent them to the Company at least 14 days prior to the meeting, i.e. by Tuesday, 12 May 2020, 24:00 hours CEST, to the following address:

HUGO BOSS AG
Vorstand
Dieselstraße 12
72555 Metzingen
or by e-mail to: hauptversammlung@hugoboss.com

and the further requirements pursuant to Section 126 or 127 AktG are met.

In line with the concept of the COVID-19 Act, however, such counter-motions and election proposals will not be put to a vote or otherwise dealt with during the Virtual Annual Shareholders' Meetings.

The above shareholder rights are based on the following provisions of the German Stock Corporation Act, which also stipulate the requirements to fulfil in order to abstain from making counter-motions or election proposals available:

Sect. 126 Motions by shareholders

- (1) Motions by shareholders, including the shareholder's name, the grounds for the motion and any comments of the management, are to be made available to the relevant entitled persons set forth in Sect. 125 (1) to (3) under the conditions set forth therein, provided that the shareholder has sent a counter-motion to the relevant address stated in the convening notice against a proposal of the managing board and the supervisory board with respect to a particular item of the agenda, including the grounds for the counter-motion, no later than 14 days prior to the meeting of the company. For the purposes of calculating such time period, the day of receipt shall not be counted. In the case of listed companies, the aforementioned motions must be made available on the website of the company. Sect. 125 (3) shall apply mutatis mutandis.
- (2) A counter-motion and the grounds therefor need not be made available where

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1. in doing so, the managing board would become criminally liable,
2. the counter-motion would result in a resolution of the shareholders' meeting which is illegal or violates the articles of association,
3. the grounds contain statements which are manifestly false or misleading in material respects or which are libellous,
4. a counter-motion of such shareholder based on the same facts regarding a shareholders' meeting of the company has already been made available pursuant to Sect. 125,
5. the same counter-motion of such shareholder on essentially identical grounds has already been made available pursuant to Sect. 125 in respect of at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the share capital represented has voted in favour of such counter-motion,
6. the shareholder indicates that he will neither attend nor be represented at the shareholders' meeting, or
7. the shareholder has failed at two shareholders' meetings within the past two years to make or cause to be made on his behalf a counter-motion communicated by him.

The statement of the grounds need not be made available if its total length exceeds 5,000 characters.

- (3) If several shareholders file counter-motions in respect of the same subject matter to be resolved, the managing board may combine such counter-motions and the respective grounds.

Sect. 127 Proposals for election by shareholders

Sect. 126 shall apply analogously to a proposal by a shareholder for the election of members of the supervisory board or external auditors. Such proposal need not be substantiated. The managing board is under no obligation to make available the proposal even if it does not contain the information required under Sect. 124 (3) sentence 4 and Sect. 125 (1) sentence 5. The Managing Board shall add the following information to election proposals of a shareholder, that has to be made available, for the election of supervisory board members of listed stock corporations for which the Co-Determination Act (Mitbestimmungsgesetz), the Montan-Co-Determination Act (Montan-Mitbestimmungsgesetz) or the Co-Determination Supplementation Act (Mitbestimmungsergänzungsgesetz) applies:

1. Reference to the requirements of Sect. 96 (2),
2. Information whether an objection against the joint fulfillment (Gesamterfüllung) pursuant to Sect. 96 (2) sentence 3 has been raised and
3. Information how many seats in the supervisory board need at least to be taken by women and men, respectively, in order to meet the minimum share requirement (Mindestanteilsgebot).

Sect. 124 Publication of requests for additions to the agenda; proposals for resolutions (excerpts)

- (3) (sentence 4) The proposal for the election of members of the supervisory board or auditors shall state their names, actual profession and place of residence.

Sect. 125 Communications to shareholders and supervisory board members

(in the version applicable for the Virtual Annual Shareholders' Meeting 2020)

- (1) At least 21 days prior to the date of the shareholders' meeting, the managing board shall communicate the notice of the shareholders' meeting to those credit institutions and shareholders' associations that exercised voting rights on behalf of shareholders at the preceding shareholders' meeting or that have requested such communication. The day of the communication shall not be counted. If the agenda has to be amended in accordance with Section 122 (2), such amended agenda shall be communicated in the case of stock exchange listed companies. The communication shall indicate the possibilities of exercising voting rights by a proxy, including by a shareholders' association. In the case of stock exchange listed companies, any nomination for the election of supervisory board members must be accompanied by details on the membership in other supervisory boards whose establishment is required by law; details on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.
- (2) The managing board shall provide the same communication to shareholders who make such request or are registered as shareholders in the company's stock register at the beginning of the 14th day before the meeting. The articles may constrain communication to electronic means.
- (3) Every member of the supervisory board may request that the managing board send the same communication to him / her.
- (4) Upon request, every member of the supervisory board and every shareholder shall be sent the resolutions adopted at the shareholders' meeting.
- (5) Financial services institutions and enterprises operating under Section 53 (1), 1st sentence, or Section 53b (1), 1st sentence, or Section 53b (7) of the German Banking Act (KWG) shall be treated as equivalent to credit institutions

3. Shareholders' or proxies' right to submit questions

According to Section 1 of the COVID-19 Act, shareholders do not, to be sure, have the right to receive information within the meaning of Section 131 AktG in the Virtual Annual Shareholders' Meeting, but they must be given an opportunity to submit questions. This does not entail a right to receive a response.

The opportunity for duly registered shareholders or their proxies to ask questions will be granted exclusively by means of electronic communication using the Online Service according to the defined procedure via shareholdermeeting.hugoboss.com under the "Service for the

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AGM" link to Online-Service-AGM. You will be granted access to the Online Service 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 must use the access password chosen by them upon registration instead of the individual access number. Special rules concerning the use of the Online Service apply in the case of registrations by proxies, e.g., credit institutions, associations of shareholders, intermediaries or proxy advisors. Please see the above-mentioned website for further details.

No questions can be asked during the Virtual Annual Shareholders' Meeting.

Questions must be received by the Company through the Online Service by no later than midnight (CEST) on 24 May 2020. Any such questions must relate to matters involving the Company, the Company's legal and business dealings with affiliated undertakings and the situation of the Group and consolidated undertakings insofar as necessary to objectively assess the items on the agenda.

Pursuant to Section 1 (2) sentence 2 COVID-19-Act, the Managing Board will duly decide at its sole discretion which questions to answer. The Board may in particular summarize questions and select meaningful questions in the interest of the other shareholders. The Managing Board may also accord preferential treatment to shareholder associations and institutional investors controlling a significant share of voting rights. Questions in foreign languages will not be entertained. The Managing Board reserves the right to provide general answers to frequently recurring questions on the Company's website.

The above shareholder rights are based on the following provision:

Section 1 of the Law on Measures Under Company, Cooperative, Association, Foundation and Property Ownership Law to Combat the Effects of the COVID-19 Pandemic (excerpt)

- (2) The Managing Board may decide that the meeting shall be held as a virtual shareholders' meeting without the physical presence of the shareholders or their representatives, provided that:
1. the video and audio transmission of the entire meeting takes place.
 2. the exercising of shareholders' voting rights is possible via electronic communication (postal vote or electronic participation) and the granting of proxies,
 3. shareholders are given the opportunity to ask questions by electronic communication,
 4. the shareholders who have exercised their voting rights in accordance with no. 2, in deviation from Section 245 No. 1 of the German Stock Corporation Act, by waiving the requirement to appear at the Annual Shareholders' Meeting, are granted an opportunity to object to a resolution of the Annual Shareholders' Meeting.

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The Managing Board, at its free and dutiful discretion, decide which questions it answers and how; it may also provide that questions must be submitted by electronic communication no later than two days before the meeting.