

COMPENSATION REPORT

Presentation and description of the compensation of the Managing Board and the Supervisory Board

Compensation system geared towards long-term success of HUGO BOSS

Report complies with the requirements of Sec. 162 AktG and is based on the German Corporate Governance Code

HUGO BOSS considers transparent and comprehensible reporting on the compensation of the Managing Board and the Supervisory Board as an **important element of good corporate governance**. The following compensation report pursuant to Sec. 162 AktG ["Aktiengesetz": German Stock Corporation Act] outlines and explains the compensation of the current and former members of the Managing Board and of the Supervisory Board of HUGO BOSS AG in fiscal year 2025. In order to facilitate the context of the disclosures, the main features of the compensation systems for the Managing Board and the Supervisory Board applicable in fiscal year 2025 are also outlined. In addition, a detailed description of the compensation systems for the Managing Board and the Supervisory Board can be found at compensation.hugoboss.com.

Review of compensation in fiscal year 2025

Approval of the compensation report for fiscal year 2024

The report on the compensation awarded or due to present and former members of the Managing Board and Supervisory Board of HUGO BOSS AG for fiscal year 2024 has been prepared in accordance with Sec. 162 AktG. The compensation reported for fiscal year 2024 is based on the compensation system for the Managing Board approved by a large majority at the 2021 Annual General Meeting (Compensation System 2021; approval rate: 93.83%). At the Annual General Meeting on May 15, 2025, the **compensation report for fiscal year 2024** received an approval rate of 67.96% in accordance with Sec. 120a (4) AktG. The Supervisory Board and the Managing Board primarily attribute this outcome to possible concerns regarding the CEO Investment Opportunity, which is explicitly not part of the compensation system and is explained in more detail at the end of this chapter.

Approval of the revised compensation system for the Managing Board

In light of the voting results on the compensation report in recent years, ongoing feedback from the capital market, and the Company's commitment to further align with evolving best practices in corporate governance, the Supervisory Board thoroughly reviewed and further refined specific aspects of the Managing Board's compensation system in fiscal year 2025. Consequently, and as part of the regular voting cycle, a **revised compensation system** was presented to the Annual General Meeting on May 15, 2025 (Compensation System 2025). The Compensation System 2025 applies to all new appointments and agreement extensions starting from January 1, 2025. The revised compensation system was approved by the Annual General

Meeting with an approval rate of 71.05%. As in prior years, the Supervisory Board and the Managing Board primarily attribute this outcome to possible concerns regarding the CEO Investment Opportunity, which is explicitly not part of the compensation system. The following sections of this compensation report describe the Compensation System 2021 and, where relevant, explain the specific adjustments introduced under the Compensation System 2025.

Application of the compensation system for the Managing Board in fiscal year 2025

In fiscal year 2025, there were **no changes** to the composition of the Managing Board of HUGO BOSS AG. In May 2025, Oliver Timm was reappointed as a member of the Managing Board and Deputy CEO until December 31, 2028, with his service agreement extended accordingly.

In fiscal year 2025 the **compensation of Daniel Grieder and Yves Müller** were governed by the Compensation System 2021, while the renewed **contract of Oliver Timm** incorporates the regulations under the Compensation System 2025. The features presented in this report are included in both the Compensation System 2021 and the Compensation System 2025. Any discrepancies between the compensation systems will be addressed in this report.

The Personnel Committee regularly reviews the **appropriateness and customarily nature of the compensation** of the Managing Board members and, if necessary, proposes adjustments to the Supervisory Board in order to ensure that compensation for the members of the Managing Board is customary for the market and competitive within the applicable framework. As part of the regular voting cycle, the suitability was last reviewed in September 2024. In this context, the compensation of the members of the Managing Board was compared with the companies of the DAX and MDAX as well as relevant competitors, taking into account the size criteria of revenues, employees, and market capitalization (**horizontal comparison**). In this context, the maximum compensation was adjusted upward in order to adequately reflect market developments and maintain competitiveness. In addition, the appropriateness of the Managing Board compensation within the Group is reviewed annually based on the development of the Managing Board compensation compared to the development of the senior management compensation, defined as the first management level below the Managing Board, and to the development of the compensation of the employees as a whole, defined as the average compensation of the Group's full-time employees (**vertical comparison**).

HUGO BOSS is firmly committed to driving sustainable, profitable growth. Introduced in December 2025, the Company's strategy **CLAIM 5 TOUCHDOWN** is designed to support this ambition and to further strengthen the Company's position in the global premium apparel market. The design of the Managing Board's compensation system is aimed to provide **strong incentives for the successful execution of this strategy**. Consequently, the compensation of the Managing Board is closely linked to the Group strategy, with the performance-related compensation components (STI and LTI) based, among other things, on the development of financial performance criteria such as sales, operating profit (EBIT), and return on capital employed (ROCE). The inclusion of non-financial performance criteria also emphasizes the Company's responsibility for environmental, social, and governance (ESG) topics as well as the objective of a sustainable, long-term successful business performance.

In fiscal year 2025, HUGO BOSS operated in a challenging global market environment, which weighed on overall business performance. Reflecting this development, the overall target achievement for the **short-term incentive (STI)** amounted to 80% in 2025. By contrast, the final target achievement for the **long-term incentive (LTI)** tranche issued in fiscal year 2022 (LTI 2022–2025) amounts to 143% of the target value (payment in fiscal year 2026), underscoring robust performance against the defined financial and non-financial targets over the three-year performance period.

In the past fiscal year, the Supervisory Board **did not make use** of the options provided by the compensation system in accordance with legal provisions to temporarily deviate from the compensation system or to make adjustments to the target achievement in certain circumstances.

This compensation report, prepared jointly by the Managing Board and the Supervisory Board, is audited by the **external auditor** as part of the formal audit required by law pursuant to Sec. 162 (3) AktG. The corresponding **report on the audit of the compensation report** is attached to this compensation report.

> [Report of the Independent Auditor on the Audit of the Compensation Report in accordance with Section 162 \(3\) AktG](#)

Application of the compensation system for the Supervisory Board in fiscal year 2025

The **compensation system for the Supervisory Board** was adopted by the Annual General Meeting on May 27, 2020, and confirmed unchanged by the Annual General Meeting on May 14, 2024 with a majority of 98.91%. The compensation system was applied in fiscal year 2025 in full, as set out in Art. 12 of the Company's Articles of Association.

In fiscal year 2025, the Supervisory Board of HUGO BOSS AG was re-elected as scheduled at the ordinary Annual General Meeting on May 15, 2025. Among **shareholder representatives**, Iris Epple-Righi, Luca Marzotto, and Christina Rosenberg were re-elected, while Stephan Sturm, Andreas Kurali, and Michael Murray joined as new members. The previous representatives, Hermann Waldemer, Gaetano Marzotto, and Robin J. Stalker, did not stand for re-election. The **employee representatives** had been elected separately in March and assumed their mandate after the Annual General Meeting. Katharina Herzog, Daniela Liburdi, Tanja Silvana Nitschke, and Sinan Piskin were re-elected, while Dr. Claudia Hülsken and Laura Micati replaced Andreas Flach and Bernd Simbeck as new members. The term of office of the newly elected Supervisory Board runs until the end of the ordinary Annual General Meeting in 2030, which will decide on the approval of the Supervisory Board for fiscal year 2029. Immediately following the 2025 Annual General Meeting, Stephan Sturm was unanimously appointed **Chairman** and Sinan Piskin re-elected **Deputy Chairman**. As set out in Art. 12 of the Company's Articles of Association, all newly appointed and departing members receive pro-rata compensation for their activities in fiscal year 2025.

Compensation of the members of the Managing Board in fiscal year 2025

Overview of the structure of the compensation system for the Managing Board

The compensation system of the Managing Board complies with the requirements of the German Stock Corporation Act, in particular the requirements of the Act Implementing the Shareholder Rights Directive II (SRD II), and is based on the recommendations of GCGC as amended on April 28, 2022. The compensation system is a central element of the Group's governance framework and is intended to promote **sustainable corporate development**, support the **successful execution of the Group strategy**, and contribute to **long-term profitable growth of HUGO BOSS**. The compensation of the Managing Board is therefore linked to the short- and long-term development of the Company.

As a result, the compensation of the members of the Managing Board is made up of non-performance-related and performance-related components. The **target total compensation** consists of fixed compensation, fringe benefits, pension commitments, the target amount of the short-term incentive (STI), and the target amount of the long-term incentive (LTI). It thus mainly comprises performance-related compensation elements, aimed at strengthening the performance aspect of the compensation system. The LTI, with a total term of four years, accounts for a higher share of target total compensation than the STI, with a ratio of approximately 60:40. This weighting is intended to ensure that the compensation structure as a whole is geared toward a **sustainable and successful long-term business development**.

The compensation system further includes **malus and clawback regulations** for variable compensation components, a defined **maximum compensation** in accordance with statutory requirements, and **Share Ownership Guidelines (SOG)**. The compensation system also regulates **other compensation-related aspects**, such as the terms of Managing Board service agreements and provisions applicable upon termination.

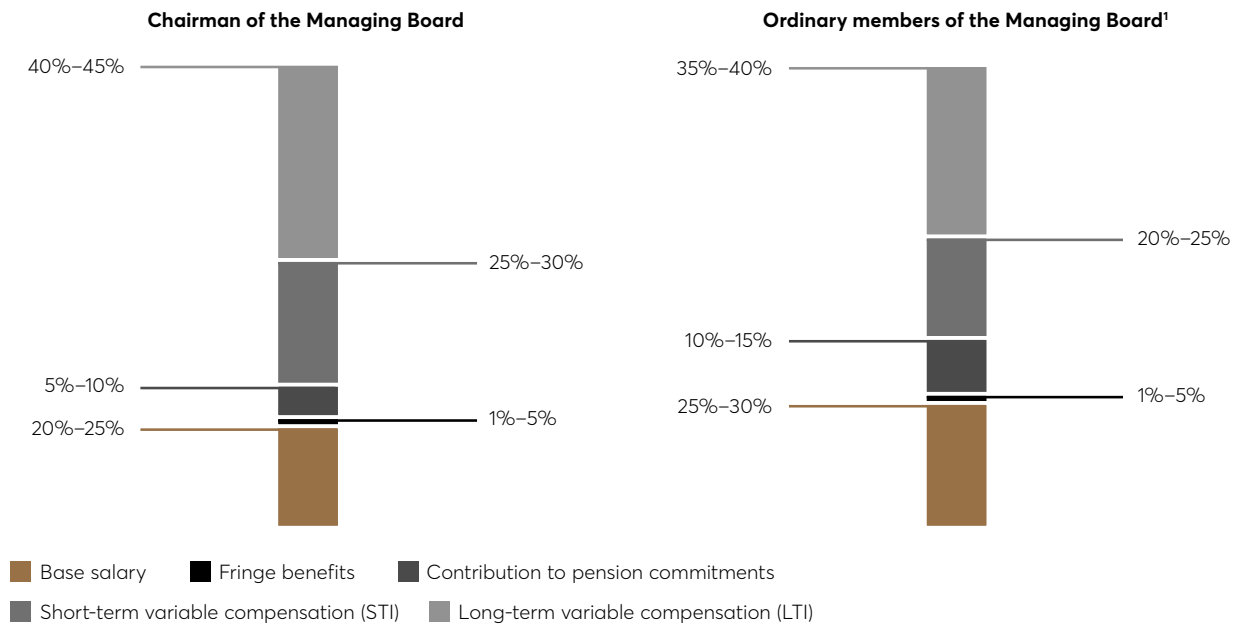
The following table presents the **main components of the Managing Board's compensation system**, showing both the former system, and the revised system. Differences and optimizations are highlighted, while detailed explanations of each component are described in detail in the sections that follow.

OVERVIEW OF THE COMPENSATION SYSTEM

Compensation System 2021	Compensation System 2025
Fixed compensation	
Base salary	
Annual fixed compensation paid as monthly salary	
Fringe benefits	
Benefits in kind which include the use of a company car, supplementary payments to insurances and, to a lesser extent, other equipment and benefits required for the performance of Managing Board duties	
Pension commitments	
<ul style="list-style-type: none"> • Defined contribution plan (contribution to a reinsurance policy) • Contribution: 40% of the base salary • Fixed age limit: 65 years 	<ul style="list-style-type: none"> • Defined contribution plan (contribution to a reinsurance policy) • Contribution: 30% of the base salary • Fixed age limit: 65 years
Performance-related (variable) compensation	
Short-term variable compensation (STI)	
Plan type: Target bonus system	Plan type: Target bonus system
Plan term: 1 year	Plan term: 1 year
Performance criteria (target achievement: 0%–150%): <ul style="list-style-type: none"> • 40% EBIT • 30% sales • 30% trade net working capital in relation to sales 	Performance criteria (target achievement: 0%–150%): <ul style="list-style-type: none"> • 35% EBIT • 25% sales • 25% trade net working capital in relation to sales • 15% Sustainability (ESG)
Payout: in cash at the end of the fiscal year (cap: 150% of the individual target amount)	Payout: in cash at the end of the fiscal year (cap: 150% of the individual target amount)
Long-term variable compensation (LTI)	
Plan type: Performance share plan	Plan type: Performance share plan
Plan term: 4 years (three-year performance period plus one-year waiting period)	Plan term: 4 years (three-year performance period plus one-year waiting period)
Performance criteria (target achievement: 0%–200%): <ul style="list-style-type: none"> • 1/3 relative total shareholder return (RTSR) (100% target achievement at the median) • 1/3 return on capital employed (ROCE) • 1/6 employee satisfaction • 1/6 Dow Jones Sustainability Index 	Performance criteria (target achievement: 0%–200%): <ul style="list-style-type: none"> • 1/3 relative total shareholder return (RTSR) (100% target achievement at the 55th percentile) • 1/3 return on capital employed (ROCE) • 1/3 Sustainability (ESG)
Payout: in cash at the end of the four-year plan term (cap: 250% of the individual target amount)	Payout: in cash or in shares at the end of the four-year plan term (cap: 250% of the individual target amount)
Special compensation (sign-on; allowance)	
No possibility of special compensation at the discretion of the Supervisory Board in the event of extraordinary performance Granting further, special compensation components on a temporary basis (allowances to new members of the Managing Board, e.g., to compensate for the loss of variable compensation from previous employers, or for taking on additional responsibility on an interim basis)	
Malus and clawback	
Withholding (compliance malus) or reclaiming (compliance clawback) part or all of variable compensation (STI and LTI) in the event of compliance violations or incorrect consolidated financial statements (performance clawback)	
Share ownership guidelines (SOG)	
200% of the annual gross base salary for the Chairman of the Managing Board 100% of the annual gross base salary for the ordinary Managing Board members (incl. Deputy CEO)	
Maximum compensation	
<ul style="list-style-type: none"> • EUR 11 million for the Chairman of the Managing Board • EUR 5.5 million for the ordinary Managing Board members 	<ul style="list-style-type: none"> • EUR 12 million for the Chairman of the Managing Board and CEO • EUR 8 million for the Deputy CEO • EUR 6 million for the ordinary Managing Board members

The **relative proportion of the individual compensation components** in relation to the total target compensation (i.e., assuming a target achievement of 100% for the two variable compensation components) are detailed as follows:

COMPENSATION STRUCTURE OF THE MANAGING BOARD



¹ Including Deputy CEO.

Non-performance-related (fixed) compensation components

The fixed compensation components consist of the fixed basic compensation, fringe benefits, and contributions to retirement benefits.

The **fixed basic compensation** is paid as a monthly salary. It takes into account the role assigned to the member of the Managing Board and the associated duties and responsibilities of that member. Following the renewal of the existing employment agreements of Daniel Grieder and Yves Müller in 2024 and of Oliver Timm in 2025, the annual basic compensation was adjusted accordingly. As a result, the current annual basic compensation amounts to EUR 1,400 thousand for Daniel Grieder (until March 2024: EUR 1,300 thousand), EUR 1,200 thousand for Oliver Timm (until May 2025: EUR 900 thousand), and EUR 900 thousand for Yves Müller (until March 2024: EUR 750 thousand).

In addition to the basic compensation, members of the Managing Board receive **fringe benefits** to a limited extent, which they tax individually in accordance with the applicable tax regulations to the extent that a non-cash benefit arises from private use. These fringe benefits primarily include private use of the company car, contributions to health and nursing care insurance, the conclusion of, and contributions to, accident and D&O insurance (with a deductible in accordance with Sec. 93(2) sentence 3 AktG), a minor clothing allowance for representative purposes, the reimbursement of reasonable tax consultancy costs, as well as other equipment and benefits required for the proper performance of Managing Board duties. For new

members of the Managing Board, reasonable costs for accommodation in Metzingen (Germany), home and return flights, as well as relocation expenses in the event of a move to Metzingen or the surrounding area will be reimbursed.

The **pension commitments** to the members of the Managing Board are defined contribution pension commitments. Under the Compensation System 2021, HUGO BOSS pays an annual pension contribution of 40% of the individual basic compensation into an employer's pensions liability insurance policy for each Managing Board member. Under the Compensation System 2025, taking market practice in Germany and capital market feedback into account, the contribution has been reduced to 30%, with all other terms remaining unchanged. The amount of retirement benefit in this regard corresponds to the amount accumulated by means of the individual employer's pension liability insurance. This results from the total annual pension contributions plus an annual interest rate, depending on the respective insurance tariff. An entitlement to retirement benefits arises on or after reaching a fixed age of 65 or in the event that the Managing Board member becomes permanently unable to work due to illness or accident before reaching the age limit and leaves the Company. In the event of the death of the member of the Managing Board, their spouse or registered partner under the German Civil Partnership Act and their orphans are entitled to a survivor's pension. If the member of the Managing Board leaves the Company before retirement, the entitlement to pension benefits is retained for a pensionable service period of more than three years. If the member of the Managing Board leaves the Company before reaching the fixed retirement age, the entitlement amount corresponds to the benefits from the non-contributory reinsurance policy at the time of departure. Ongoing pension payments are adjusted annually by at least 1%. The Supervisory Board received guidance from an independent compensation expert when designing the contribution-based pension scheme for the current members of the Managing Board.

In addition, HUGO BOSS offers the members of the Managing Board the option of acquiring **additional pension benefits** under deferred compensation agreements. This supplementary pension plan can take the form of retirement benefits or, alternatively, the form of occupational incapacity benefits and/or surviving dependents' benefits and/or the form of a lump-sum death grant. The pension benefits take the form of monthly payments, while surviving dependents' benefits can also be granted in the form of a lump-sum capital payment. The contributions from deferred compensation agreements are included in the statement of the non-performance-related compensation awarded and due for the respective fiscal year. Provisions and plan assets are recognized at the same amount.

PENSION COMMITMENTS (IN EUR THOUSAND)

	Daniel Grieder Chairman of the Managing Board and CEO		Oliver Timm CSO and Deputy CEO		Yves Müller CFO/COO		Total	
	2025	2024	2025	2024	2025	2024	2025	2024
Service cost under IFRS	560	550	360 ¹	360	360	353	1,280	1,263
Pension provision under IFRS	0	0	0	0	0	0	0	0

¹ For Oliver Timm, the reported pension contribution reflects the contractual adjustment effective June 1, 2025, resulting in a pro rata application of a 40% contribution until May 31, 2025, and 30% thereafter under the Compensation System 2025.

Performance-related (variable) compensation components

The compensation system of the Managing Board comprises two performance-related components: short-term variable compensation (STI) and long-term variable compensation (LTI). Both are linked to the performance of the Company, aimed at providing **incentives for both the successful execution of the Group strategy** as well as the **value-creating development and long-term success of HUGO BOSS**. The performance criteria and the key indicators used in fiscal year 2025 for the performance assessment in the context of variable compensation are consistent with the Group strategy, and derived from the strategic targets as well as operational performance indicators of HUGO BOSS. In addition, they correspond to the applicable compensation system.

Short-term incentive (STI) for 2025

General functioning

The STI is the short-term variable compensation component, with the term being one year. The amount of the STI is based on the development of financial performance criteria. In accordance with the Group's management system, the Supervisory Board has defined the following **three financial performance criteria as target components** under the Compensation System 2021, which remained applicable to all members of the Managing Board for the 2025 fiscal year:

- Sales (the sales proceeds recognized in the consolidated financial statements using the exchange rates underlying the budget)
- EBIT (the Group's net income before interest and taxes)
- Trade net working capital (TNWC; the total of raw and finished goods as well as trade receivables less trade payables) as a percentage of sales > **Group Management**

EBIT contributes a **weighting** of 40% to the overall target achievement of the STI, while sales and TNWC each contribute 30% to the overall target achievement.

The STI **payout** is calculated on the basis of an individual target amount for each member of the Managing Board as defined in the respective service agreement and the overall target achievement, as follows:

STI TARGET BONUS SYSTEM



The **maximum payout** from the STI is capped at a total of 150% of the target amount. There is no guaranteed minimum target achievement. Consequently, the payout may also be completely omitted. The STI is payable within a week of the Supervisory Board approving the consolidated financial statements for the respective fiscal year.

Contribution to the long-term success of the Group

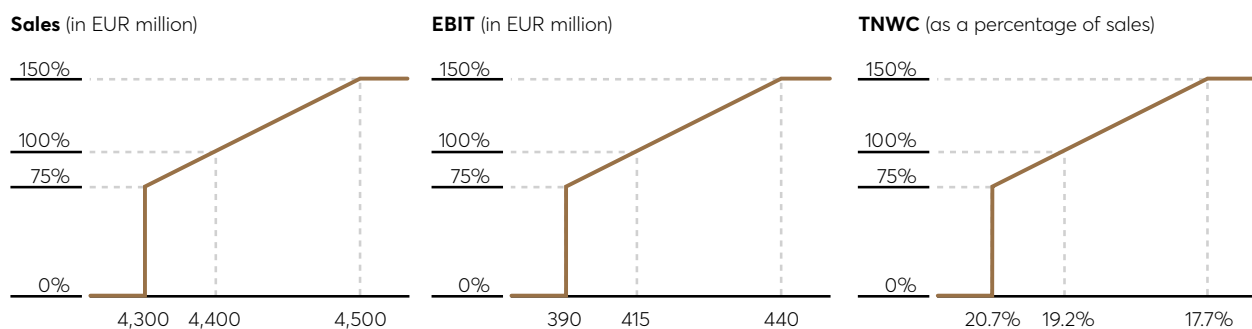
The STI is designed to reward the **successful achievement of the Company’s operational targets**, which are of material importance for the long-term success of HUGO BOSS. In light of the Group strategy, which aims at promoting long-term profitable growth, sales and EBIT are key target figures of the STI. At the same time, TNWC is the most important indicator for managing the efficient use of capital and is therefore taken as the third financial performance criterion in the STI.

Financial performance criteria

At the beginning of the fiscal year, the Supervisory Board decides on a **target**, a **minimum target**, and a **maximum target** for the various performance criteria. For fiscal year 2025, these criteria include sales, EBIT, and TNWC, based on the Compensation System 2021. The target for the respective financial performance criterion is derived from the budget plan approved by the Supervisory Board. If the target is fully met, target achievement is 100%. If the minimum target is reached, target achievement is 75%. If the target value is below the minimum target, target achievement is 0%. If the target value is greater than or equal to the maximum target, target achievement is 150%. In this case, a further increase in the target value does not lead to a further increase in target achievement. Target achievement between the specified targets (75%; 100%; 150%) is determined either by linear interpolation or, where applicable, by predefined achievement levels linked to specific milestones.

For fiscal year 2025, the Supervisory Board has set the following **target achievement corridors** at the beginning of the fiscal year with regard to the respective financial targets:

STI TARGET ACHIEVEMENT CORRIDORS FOR FISCAL YEAR 2025



In the event of **100% target achievement** for the STI 2025, a total amount of EUR 3,425 thousand would be paid out for the Managing Board members (Daniel Grieder EUR 1,650 thousand, Oliver Timm EUR 975 thousand, and Yves Müller EUR 800 thousand).

With regard to the financial performance criteria relevant for fiscal year 2025, the Supervisory Board determined the following **target achievement** based on the performance corridors defined at the beginning of the fiscal year:

TARGET ACHIEVEMENT STI 2025 (IN EUR MILLION)

Target component	Target weighting	Target value 2025 (based on target achievement of 100%)	Performance corridor (Min/Max) 2025	Actual value 2025	Target achievement 2025
Sales ¹	30%	4,400	4,300 to 4,500	4,314	79%
EBIT	40%	415	390 to 440	391	76%
Trade net working capital as a percentage of sales	30%	19.2%	20.7% to 17.7%	20.0%	87%
Total	100%				80%

¹ Use of exchange rates underlying the budget.

For fiscal year 2025, **final target achievement** thus amounts to 80%.

Target achievement STI 2025

The **individual payout amounts** for the STI 2025, which are allocated to the compensation awarded and due in fiscal year 2025, are therefore as follows:

PAYOUT FOR THE STI 2025

	Target amount (in EUR thousand)	Total target achievement	Payout amount (in EUR thousand)
Members of the Managing Board as of December 31, 2025			
Daniel Grieder, Chairman of the Managing Board and CEO	1,650	80%	1,323
Oliver Timm, CSO and Deputy CEO	975	80%	782
Yves Müller, CFO/COO	800	80%	642
Total	3,425		2,747

Outlook for the STI for fiscal year 2026

For fiscal year 2026, the short-term incentive (STI) for all members of the Managing Board will be granted in line with the Compensation System 2025. The **three financial performance criteria described above will remain unchanged, while a non-financial component has been added**, comprising one or more environmental, social and governance (ESG) objectives. The ESG objectives will be selected by the Supervisory Board annually, based on a predefined catalogue of criteria. Under the revised system, EBIT will account for 35% of the overall STI target achievement (previously 40%), while the sales and TNWC performance criteria will each account for 25% (previously 30% each). The ESG component will contribute 15% to the overall target achievement. The specific targets for each performance criterion will be disclosed and explained in the compensation report for fiscal year 2026.

Long-term incentive (LTI) for 2025

General functioning

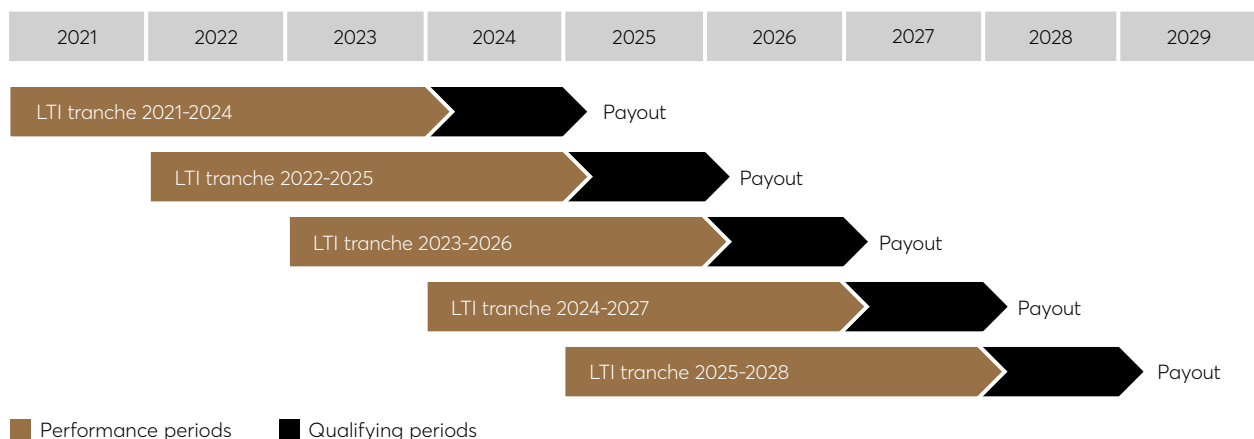
The LTI is the long-term variable compensation component. It is designed in the form of a **performance share plan** that takes into account both financial targets relevant to the Group strategy and non-financial ESG (environment, social, governance) targets. Consequently, the LTI is intended to ensure that the members of the Managing Board of HUGO BOSS pursue sustainable business practices and contribute to the Company's long-term success in alignment with the interests of the Company and its stakeholders. Accordingly, as part of the Compensation System 2021, the Supervisory Board has determined the following **four performance criteria as additively linked target figures** for the LTI:

- Relative total shareholder return (RTSR) of the HUGO BOSS share
- Return on capital employed (ROCE)
- Employee satisfaction
- The Company's performance in the field of sustainability

The targets for the RTSR and ROCE performance criteria each account for one third of the LTI, while the targets for employee satisfaction and sustainability each account for one sixth.

The LTI is granted in annual tranches. Each tranche has a **three-year performance period**, which corresponds to the Group's medium-term planning horizon and which is followed by an **additional qualifying period of one year**, during which the performance of the share price continues to be taken into account. This results in a total term of four years.

PERFORMANCE PERIODS AND QUALIFYING PERIOD OF LTI TRANCHES

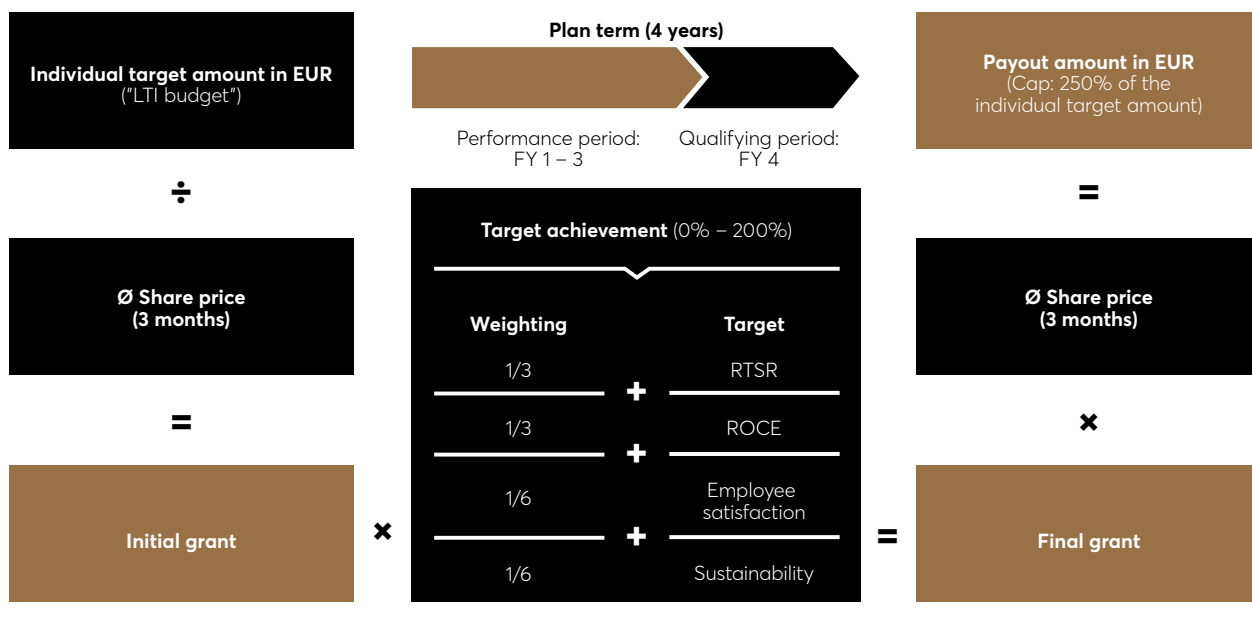


The LTI provides that the members of the Managing Board receive a **defined number ("initial grant")** of **virtual shares ("tranches")** at the beginning of the plan or at the start of their activity. The initial grant is determined by the size of a **target amount ("LTI budget")** defined in the respective service agreement divided by the price of the HUGO BOSS share for the last three months prior to the date of granting the initial grant. After the end of the performance period, the **final number of virtual shares ("final grant")** is calculated based on

the achievement of certain targets. The **final payout entitlement** is calculated by multiplying the final grant by the Company's share price during the last three months of the qualifying period. While LTI payouts under the Compensation System 2021 are settled exclusively in cash, the Compensation System 2025 provides for **settlement in cash or shares**. This option will first be implemented in the LTI 2026–2029. It further increases the Company's flexibility and is consistent with international market practice.

The **actual payout from the LTI** tranches granted up to and including fiscal year 2025 is calculated as follows:

LTI TARGET ACHIEVEMENT SYSTEM



The **target achievement** of the individual LTI target components is limited to a maximum of 200%, while the resulting LTI payout is capped at a total of 250% of the individual target amount.

Contribution to the long-term development of the Group

The long-term goal of HUGO BOSS is to **sustainably increase the enterprise value**. In this regard, the share price performance of HUGO BOSS is of particular importance. The RTSR therefore takes into account the relative shareholder return of HUGO BOSS compared to the relevant competitive environment. This is intended to provide an incentive to outperform competitors in the long term. The ROCE, another financial performance criterion, also sets incentives for increasing the profitability of HUGO BOSS and ensuring an efficient use of capital. The inclusion of two non-financial performance criteria in the LTI emphasizes social and environmental responsibility and the goal of sustainable business activities. As a result, the Managing Board compensation is closely aligned with the interests of shareholders and other stakeholders.

Individual LTI budget for the LTI 2025–2028 issued in fiscal year 2025

The following table shows the **grants** for the LTI 2025–2028 issued in fiscal year 2025. It includes the target amount, the number of provisionally granted virtual shares, the payout cap, and the fair value at grant date in accordance with "IFRS 2 Share-based Payment."

ALLOCATION OF LTI 2025–2028

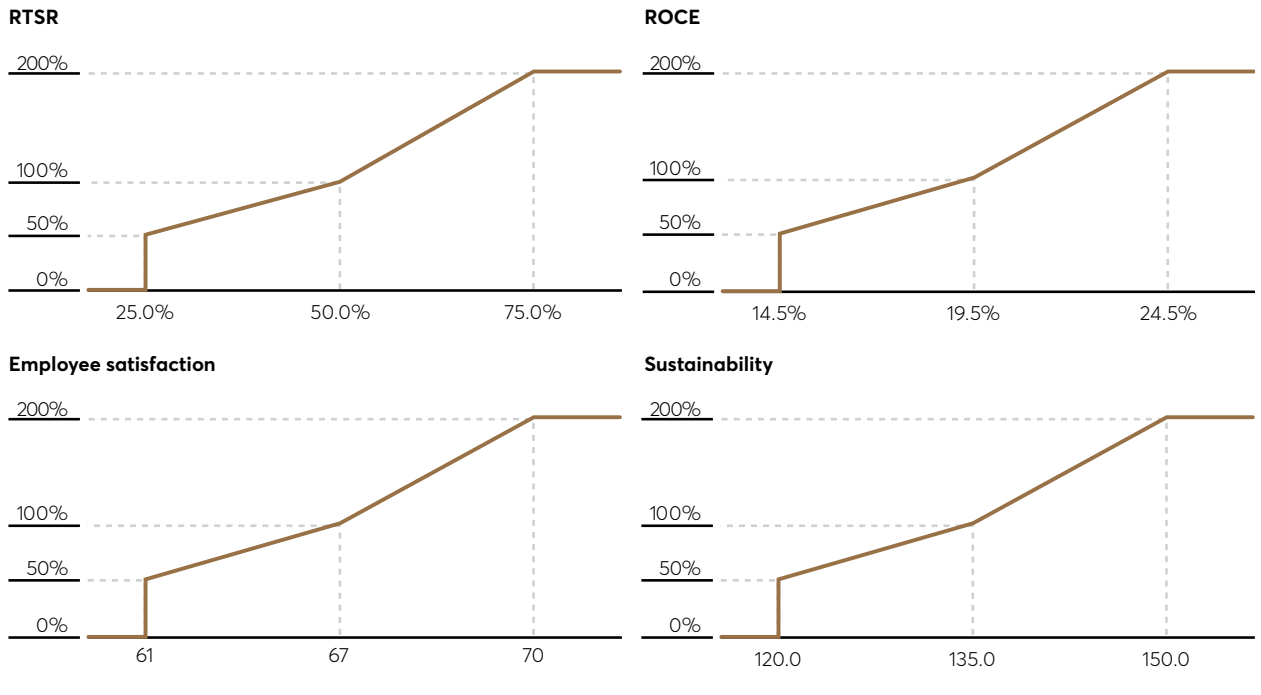
	Target amount ("LTI budget") in EUR thousand	Average share price of HUGO BOSS in Q4 2024 in EUR	Provisionally granted number of virtual shares ("initial grant")	Payout cap (250% of target amount) in EUR thousand	Fair value at grant date in EUR thousand ¹
Members of the Managing Board as of December 31, 2025					
Daniel Grieder, Chairman of the Managing Board and CEO	2,550	40.50	62,963	6,375	2,665
Oliver Timm, CSO and Deputy CEO	1,433	40.50	35,391	3,584	1,498
Yves Müller, CFO/COO	1,200	40.50	29,630	3,000	1,254

¹ Calculation based on option price model.

Financial and non-financial performance criteria for the LTI 2025–2028 issued in fiscal year 2025

The targets and thresholds set out below for the LTI's four performance criteria apply throughout the entire performance period of the tranche.

TARGET ACHIEVEMENT CORRIDORS FOR LTI TRANCHE 2025–2028



The **RTSR** is a benchmark for the sustainable increase in enterprise value. It measures the share price performance and notionally reinvested dividends of HUGO BOSS compared to a selected group of relevant competitors in the premium segment of the global apparel industry over the performance period. The composition of the peer group is shown in the following table:

RELATIVE TOTAL SHAREHOLDER RETURN (RTSR) – PEER GROUP

Burberry Group plc	Levi Strauss & Co.	SMCP Group
Capri Holdings Ltd.	Moncler Group	Tapestry Inc.
G-III Apparel Group	PVH Corp.	VF Corp.
Guess Inc. ¹	Ralph Lauren Corp.	

¹ Effective after the close of trading on January 22, 2026, the company was delisted. The Supervisory Board reserves the right to remove Guess Inc. from the peer group accordingly or to replace it with a new competitor.

The Supervisory Board is convinced that the comparison with relevant competitors in the premium segment of the global apparel industry best reflects the strategic positioning of the two brands BOSS and HUGO.

To determine the target achievement level of the **RTSR**, the TSR (share price performance and notionally reinvested dividends) of HUGO BOSS and the peer companies is determined for each year of the performance period. The TSR values of the individual companies are then ranked by size and assigned to percentile ranks. The average value of the percentile ranks of HUGO BOSS in the three years of the performance period determines the target achievement. Achieving 100% of the target corresponds to reaching the 50th percentile of the peer group. Under the Compensation System 2025, thus for the first time for the LTI 2026–2029, this threshold will rise to the 55th percentile, reflecting the pay-for-performance approach and best practices. If the TSR of HUGO BOSS is in the 75th percentile or higher, i.e., HUGO BOSS is among the 25% best companies, target achievement is 200%. Higher percentile ranks do not lead to any further increase in target achievement. If the 25th percentile is achieved, target achievement corresponds to 50%. If the TSR of HUGO BOSS is below the 25th percentile, i.e., HUGO BOSS is among the bottom 25% of companies, target achievement is 0%. Target achievement between the specified targets (50%; 100%; 200%) is interpolated on a linear basis.

The **ROCE** represents the return on capital employed and is determined by dividing the EBIT by average capital invested. The degree of **employee satisfaction** is measured by the "Employee Trust Index" as part of an employee survey conducted annually by Great Place to Work. The **sustainability performance** is determined by the Company's relative performance in the annual Dow Jones Best-in-Class Index (formerly: Dow Jones Sustainability Index, DJSI)/Corporate Sustainability Assessment (CSA), in which the sustainability performance of listed companies is assessed by the independent index provider S&P Global.

Target achievement for the performance criteria ROCE, employee satisfaction, and sustainability performance is measured for each fiscal year during the three-year performance period against the respective target value set before the start of the tranche and determined using of the above performance corridors.

The Supervisory Board sets a **target**, a **minimum target**, and a **maximum target** for ROCE, employee satisfaction, and sustainability in each case. If the target is fully met, the target achievement is 100%. An achievement of the minimum target corresponds to a target achievement of 50%. If the target value is below the minimum target, target achievement is 0%. If the target value is greater than or equal to the maximum target, target achievement is 200%. A further increase in the target value does not lead to a further increase in target achievement above 200%. Target achievement between the specified targets (50%, 100%, 200%) is interpolated on a linear basis.

Annual target achievement levels of the performance criteria for the LTI 2025–2028 issued in fiscal year 2025

Target achievement for the LTI's performance criteria is determined on an annual basis. For fiscal year 2025, the Supervisory Board has determined the following **target achievement for the LTI 2025–2028**:

TARGET ACHIEVEMENT 2025 OF THE LTI 2025–2028 (ON A PRELIMINARY BASIS)

Target component	Target weighting	Target value (based on target achievement of 100%)	Performance corridor (Min/Max)	Actual value 2025	Target achievement 2025
RTSR	33%	50.0%	25.0% to 75.0%	9.1%	0%
ROCE	33%	19.5%	14.5% to 24.5%	17.3%	79%
Employee satisfaction	17%	67.0	61 to 70	75.0	200%
Sustainability performance	17%	135.0	120.0 to 150.0	140.0	133%
Total	100%				83%

For fiscal year 2025, the **target achievement level** (on a preliminary basis) of the LTI 2025–2028 is 83%.

Payout from the LTI 2022–2025 issued in fiscal year 2022

The following table provides an overview of the **overall target achievement** of the LTI 2022–2025 awarded in fiscal year 2025 (payout in fiscal year 2026):

FINAL TARGET ACHIEVEMENT LTI 2022–2025

Target component	Target weighting	Target value (based on target achievement of 100%)	Performance corridor (Min/Max)	Actual value 2022	Actual value 2023	Actual value 2024	Actual value (average 2022–2024)	Final target achievement
RTSR	33%	50.0%	25.0% to 75.0%	90.9%	72.7%	9.1%	57.6%	130%
ROCE	33%	19.3%	9.3% to 29.3%	21.6%	21.5%	16.4%	19.8%	105%
Employee satisfaction	17%	65	60 to 70	71	70	67	69	188%
Sustainability performance	17%	120.0	107.5 to 132.5	183.3	164.2	152.6	166.7	200%
Total	100%							143%

The final target achievement level of the LTI 2022–2025 is 143%. The **individual payout amounts resulting from the LTI 2022–2025** (payout in fiscal year 2026) are as follows:

PAYOUT FOR THE LTI 2022–2025

	Target amount ("LTI budget") in EUR thousand	Average share price of HUGO BOSS in Q4 2021 in EUR	Provisionally granted number of virtual shares ("initial grant")	Final target achievement	Finally granted number of virtual shares ("Final Grant")	Average share price of HUGO BOSS in Q4 2025 in EUR	Payout amount in EUR thousand ¹
Members of the Managing Board as of December 31, 2025							
Daniel Grieder, Chairman of the Managing Board and CEO	2,400	53.78	44,627	143%	63,809	38.35	2,447
Oliver Timm, CSO and Deputy CEO	1,000	53.78	18,595	143%	26,588	38.35	1,020
Yves Müller, CFO/COO	938	53.78	17,433	143%	24,926	38.35	956
Former Members of the Managing Board							
Ingo Wilts, Member of the Managing Board until February 28, 2022	250	53.78	4,649	143%	6,648	38.35	255
Total	4,588		85,304		121,971		4,678

Under the separation agreement dated May 2022, former member of the Managing Board Dr. Heiko Schäfer was entitled to payments for the pro-rata earned tranches of the LTI 2020–2023, LTI 2021–2024, and LTI 2022–2025 totaling EUR 1,357 thousand, which became due in September 2022.

Total number of virtual shares outstanding at the end of fiscal year 2025

The following overview outlines the **total number of virtual shares (initial grant)** held by current members of the Managing Board at the end of fiscal year 2025:

TOTAL NUMBER OF VIRTUAL SHARES (INITIAL GRANT) AT THE END OF FISCAL YEAR 2025 (IN UNITS)

	LTI 2025–2028	LTI 2024–2027	LTI 2023–2026	LTI 2022–2025	Balance at the end of fiscal year 2025
Daniel Grieder, Chairman of the Managing Board and CEO	62,963	40,947	47,857	44,627	196,394
Oliver Timm, CSO and Deputy CEO	35,391	19,557	19,941	18,595	93,484
Yves Müller, CFO/COO	29,630	18,844	19,941	17,433	85,848
Total	127,984	79,348	87,739	80,655	375,726

Outlook on the financial and non-financial performance criteria of LTI 2026–2029

In fiscal year 2026, the LTI 2026–2029 will be granted to all members of the Managing Board under the Compensation System 2025. In this context, the two **financial performance criteria**, RTSR and ROCE, will continue to apply. At the same time, the **non-financial components** under the Compensation System 2021 – employee satisfaction and the Company's relative sustainability performance – will be replaced by a dedicated ESG component, comprising one or more objectives selected by the Supervisory Board from a predefined catalogue, similar to the STI structure. The Supervisory Board will ensure that the ESG objectives differ between the STI and LTI.

Special compensation (sign-on, bonuses)

The compensation system does not provide for the possibility of special compensation for extraordinary performance, which may be granted at the discretion of the Supervisory Board. However, under certain circumstances, it may be necessary to grant additional **special compensation** elements on a temporary basis. These involve one-off payments to new members of the Managing Board, for example to compensate for the loss of variable compensation from former employers, in order to attract the Managing Board member to HUGO BOSS (**sign-on**). In addition, the Supervisory Board is able to compensate a member of the Managing Board in the event they take on additional responsibility on an interim basis for these temporary increased duties (**bonus**). Any special compensation is limited in its amount, as it falls under the maximum compensation defined in section III in accordance with Sec. 87a (1) sentence 2 No. 1 AktG.

In fiscal year 2025, the Supervisory Board **did not make use** of the option to grant additional special compensation to Managing Board members.

Malus and clawback regulations

Under the compensation system, the service agreements of the members of the HUGO BOSS Managing Board shall contain malus and clawback regulations that enable the Supervisory Board, under certain conditions, to reduce **variable compensation components that have not yet been paid out (malus)** or **to reclaim variable compensation components that have already been paid out (clawback)**. The Supervisory Board is therefore able, at its reasonable discretion, to withhold or reclaim part or all of the variable compensation if the member of the Managing Board is in breach of a material obligation to exercise due diligence within the meaning of Sec. 93 AktG, a material obligation under the service agreement or of the essential rules and conduct principles laid down in the Company's Code of Conduct (compliance malus and compliance clawback). The Supervisory Board is also entitled to claim back a variable compensation that has already been paid if it becomes apparent after the payment that the audited and approved consolidated financial statements on which the calculation of the amount of the payment was based were incorrect and therefore had to be corrected in accordance with the relevant accounting rules (performance clawback).

In fiscal year 2025, the Supervisory Board **did not make use** of the option to reduce or reclaim variable compensation components via malus or clawback.

Share Ownership Guidelines

The Share Ownership Guidelines (SOG) are an essential part of the compensation system of the Managing Board. In order to further align the interests of the Managing Board and shareholders, the SOG are intended to oblige the members of the Managing Board to **buy and hold shares in HUGO BOSS AG**. The size of the share ownership obligation (SOG target) is measured based on the individual gross basic fixed compensation of each member of the Managing Board. The Chairman of the Managing Board must invest two times and all other ordinary members of the Managing Board (including Deputy CEO) must invest one time their annual gross fixed basic compensation and maintain these shares for the entire duration of their Managing Board activities.

The **required number of shares** must be held within five years, being built up on a linear basis and reviewed annually by the Group General Counsel at the end of each year. The annual minimum holding may be exceeded at any time. The rules and time limits of the Market Abuse Regulation must be observed when buying and selling the shares. According to the compensation system, **the number of shares to be held** is determined based on the average closing price of the HUGO BOSS shares in Deutsche Börse's Xetra trading in the month prior to the appointment of the respective member of the Managing Board or prior to the respective last adjustment of the fixed basic compensation of the Managing Board member. The members of the Managing Board are entitled to contribute any **existing pre-held shares**. The following table shows the **shares held** by the active members of the Managing Board as of December 31, 2025.

SHARES DIRECTLY HELD BY MEMBERS OF THE MANAGING BOARD

	Contributed existing pre-held shares acquired prior to Managing Board activity	Shares acquired during Managing Board activity	Number of shares as of December 31, 2025	XETRA closing price on December 30, 2025	Total value of shares as of December 31, 2025 (in EUR thousand)
Daniel Grieder, Chairman of the Managing Board and CEO	40,000	94,500	134,500	36.15	4,862
Oliver Timm, CSO and Deputy CEO	1,333	16,500	17,833	36.15	645
Yves Müller, CFO/COO	0	21,000	21,000	36.15	759
Total	41,333	132,000	173,333	36.15	6,266

The SOG apply for all three Managing Board members. As of December 31, 2025, Daniel Grieder, and Yves Müller have already **exceeded the requirements of the SOG** both in terms of the review that was due in fiscal year 2025 and in terms of the total period of five years. While Oliver Timm exceeded the threshold in the 2025 review, he remains below the SOG requirements over the total five-year assessment period under his new service agreement. This is primarily attributable to the share price performance of HUGO BOSS in the month preceding the renewal of Oliver Timm's service agreement in May 2025 and the corresponding adjustment of his base salary effective June 2025.

Maximum compensation

MAXIMUM LIMITS OF COMPENSATION (LIMITATION OF VARIABLE COMPENSATION AND MAXIMUM COMPENSATION)

Compensation component	Cap
Short-term variable compensation	150% of the target amount
Long-term variable compensation	250% of the target amount
Maximum compensation (Compensation System 2021)	Chairman of the Managing Board: EUR 11,000,000 Ordinary Managing Board member: EUR 5,500,000
Maximum compensation (Compensation System 2025)	Chairman of the Managing Board and CEO: EUR 12,000,000 Deputy CEO: EUR 8,000,000 Ordinary Managing Board member: EUR 6,000,000

The compensation of the members of the Managing Board is limited in two respects. Firstly, the **performance-related components are subject to maximum limits**, which amount to 150% of the target amount for the STI and 250% for the LTI. These limits were complied with in all cases with respect to the performance-related compensation awarded and due in fiscal year 2025, as shown in the following table:

**COMPLIANCE WITH THE MAXIMUM COMPENSATION FOR THE PERFORMANCE-RELATED COMPENSATION
OF THE MANAGING BOARD AWARDED AND DUE IN FISCAL YEAR 2025**

		Daniel Grieder Chairman of the Managing Board and CEO			Oliver Timm CSO and Deputy CEO			Yves Müller CFO/COO		
(in EUR thousand)		Target compen- sation	Max.	Payout	Target compen- sation	Max.	Payout	Target compen- sation	Max.	Payout
Short-term variable compensation	STI 2025	1,650	2,475	1,323	975	1,463	782	800	1,200	642
Long-term variable compensation	LTI 2022–2025	2,400	6,000	2,447	1,000	2,500	1,020	938	2,344	956
Total		4,050	8,475	3,770	1,975	3,963	1,802	1,738	3,544	1,598

		Dr. Heiko Schäfer Member of the Managing Board (until May 31, 2022)			Ingo Wilts Member of the Managing Board (until February 28, 2022)		
(in EUR thousand)		Target compen- sation	Max.	Payout	Target compen- sation	Max.	Payout
Short-term variable compensation	STI 2025	–	–	–	–	–	–
Long-term variable compensation	LTI 2022–2025 ¹	725	n.a.	158	250	625	255
Total		725	n.a.	158	250	625	255

¹ Under the separation agreement dated May 2022, former member of the Managing Board Dr. Heiko Schäfer was entitled to a payment for the pro-rata earned tranches of the LTI 2020–2023, LTI 2021–2024, and LTI 2022–2025 totaling EUR 1,357 thousand, which became due in September 2022.

Secondly, in accordance with Sec. 87a (1) sentence 2 No. 1 AktG, the Supervisory Board has determined a **maximum compensation** that limits the total amount payable for the compensation awarded for a particular fiscal year, including basic compensation, fringe benefits, pension expenses, any special compensation, and short- and long-term variable components. Under the Compensation System 2021, the maximum compensation was EUR 11,000 thousand for the Chairman and EUR 5,500 thousand for ordinary members of the Managing Board. Under the Compensation System 2025, the maximum compensation is set at EUR 12,000 thousand for the Chairman, EUR 8,000 thousand for the Deputy CEO, and EUR 6,000 thousand for ordinary members of the Managing Board. The moderate increase reflects the Supervisory Board's objective to ensure that Managing Board compensation remains competitive and supports the long-term retention of highly qualified executives. When determining the maximum, potential future adjustments and fluctuations in fringe benefits were taken into account, and an additional differentiation was introduced for the Deputy CEO role. The maximum compensation remains a **theoretical ceiling** that can only be attained under outstanding performance combined with a substantial increase in the share price. In practice, the actual compensation continues to be below this theoretical maximum. In all cases, strict adherence to the maximum will be ensured, with reductions applied should any individual components exceed the cap.

The LTI installment initiated in fiscal year 2022 concluded in fiscal year 2025, allowing for the **final assessment of compliance with the maximum compensation set for fiscal year 2022**. As shown in the following table, neither under the Compensation System 2021 nor under the Compensation System 2025 was the maximum compensation exceeded by any member of the Managing Board.

COMPLIANCE WITH THE MAXIMUM COMPENSATION OF THE MANAGING BOARD AWARDED AND DUE IN FISCAL YEAR 2022

(in EUR thousand)		Daniel Grieder Chairman of the Managing Board and CEO			Oliver Timm CSO and Deputy CEO			Yves Müller CFO/COO		
		Target compensation	Max.	Payout	Target compensation	Max.	Payout	Target compensation	Max.	Payout
Fixed compensation	Basic compensation 2022	1,300	1,300	1,300	750	750	750	750	750	750
	Fringe benefits 2022	132	132	132	15	15	15	20	20	20
	Pension allowance 2022	0	0	0	0	0	0	0	0	0
Total		1,432	1,432	1,432	765	765	765	770	770	770
Short-term variable compensation	STI 2022	1,500	2,250	2,250	650	975	975	613	919	919
Long-term variable compensation	LTI 2022–2025	2,400	6,000	2,447	1,000	2,500	1,020	938	2,344	956
Total		3,900	8,250	4,697	1,650	3,475	1,995	1,550	3,263	1,875
Pension	Service costs 2022	520	520	520	300	300	300	300	300	300
Other	Special compensation 2022	0	0	0	100	100	100	0	0	0
Total		5,852	10,202	6,649	2,815	4,640	3,160	2,620	4,333	2,945

Compensation-related legal matters

Regulations for the termination of Managing Board activity

In the event of premature termination of the service agreement (in the absence of due cause for terminating the service agreement by the Company), the respective member of the Managing Board is entitled to a **severance payment**, which is always limited to the amount of the total compensation, including fringe benefits, for a period of 24 months, but is not compensated more than the remaining term of the agreement ("severance payment cap"). For these purposes, the total compensation is calculated on the basis of the total compensation received for the last full fiscal year and, where appropriate, on the basis of the predicted total compensation for the current fiscal year. In the event of termination of a Managing Board agreement, the payment of any outstanding variable compensation components is made in accordance with the originally agreed targets and comparison parameters and according to the due dates or holding periods specified in the agreement.

The service agreements do not provide for any severance payment in the event of premature termination of the service agreement for due cause for which the respective member of the Managing Board is responsible. In the event of regular termination, the service agreements do not include a severance payment scheme.

The service agreements do not provide an extraordinary right to termination in the event of a **change of control** (acquisition of more than 30% of the voting rights in HUGO BOSS AG). This also applies to new appointments or extension agreements. There are no other compensation agreements.

Post-contractual non-compete clause

A **post-contractual non-compete clause** has been agreed for all members of the Managing Board. For a period of twelve months after termination of the service agreement, members of the Managing Board are not entitled, directly or indirectly, to work for, or to form or invest, in any other company in the area of premium or luxury fashion and/or accessories. This post-contractual non-compete clause applies to the countries in which HUGO BOSS and the affiliated companies of HUGO BOSS within the meaning of Sec. 15 et seq. AktG are operating at the time of termination of the service agreement. HUGO BOSS is obliged to pay the member of the Managing Board a monthly amount of one twenty-fourth of the annual target compensation (basic compensation as well as STI and LTI with a respective target achievement of 100% each) for the duration of this post-contractual non-compete clause. Any severance payments are to be credited to the payment for the post-contractual non-compete clause.

Individualized disclosure of the compensation of the Managing Board

Compensation awarded and due to current members of the Managing Board in fiscal year 2025 pursuant to Sec. 162 AktG

The following table shows the non-performance-related and performance-related compensation components awarded and due to **current members of the Managing Board** (active as of December 31, 2025) in the past fiscal year, including the respective relative share in accordance with Sec. 162 AktG. These include the basic compensation paid in the fiscal year, the fringe benefits accrued in the fiscal year, the pension allowance paid in the fiscal year, the STI 2025 awarded in fiscal year 2025 (payout in fiscal year 2025), the LTI 2021–2025 awarded in fiscal year 2025 (payout in fiscal year 2025), and any special compensation.

COMPENSATION AWARDED AND DUE

		Daniel Grieder Chairman of the Managing Board and CEO				Oliver Timm CSO and Deputy CEO				Yves Müller CFO/COO			
		2025		2024		2025		2024		2025		2024	
		in EUR thou- sand	in %	in EUR thou- sand	in %	in EUR thou- sand	in %	in EUR thou- sand	in %	in EUR thou- sand	in %	in EUR thou- sand	in %
Fixed compensation	Basic compensation	1,400	27	1,375	23	1,075	37	900	23	900	36	881	27
	Fringe benefits	103	2	155	3	49	2	48	1	23	1	23	1
	Pension allowance	0	0	0	0	0	0	0	0	0	0	0	0
Total		1,503	29	1,530	26	1,124	38	948	24	923	37	904	28
Short-term incentive	STI 2025	1,323	25	0	0	782	27	0	0	642	25	0	0
	STI 2024	0	0	842	14	0	0	455	12	0	0	441	14
Long-term incentive	LTI 2022–2025	2,447	46	0	0	1,020	35	0	0	956	38	0	0
	LTI 2021–2024	0	0	3,500	60	0	0	2,500	64	0	0	1,875	58
Total		3,770	71	4,342	74	1,802	62	2,955	76	1,598	63	2,316	72
Other	Special compensation	0	0	0	0	0	0	0	0	0	0	0	0
Total compensation		5,274	100	5,872	100	2,926	100	3,903	100	2,521	100	3,220	100

Compensation awarded and due to former members of the Managing Board in fiscal year 2025

The following table shows the non-performance-related and performance-related compensation components awarded and due to **former members of the Managing Board** who terminated their activities within the last ten fiscal years, including the respective relative share in accordance with Sec. 162 AktG:

COMPENSATION AWARDED AND DUE

		Dr. Heiko Schäfer Member of the Managing Board (until May 31, 2022)				Ingo Wilts Member of the Managing Board (until February 28, 2022)			
		2025		2024		2025		2024	
		in EUR thousand	in %	in EUR thousand	in %	in EUR thousand	in %	in EUR thousand	in %
Fixed compensation	Basic compensation	0	0	0	0	0	0	0	0
	Fringe benefits	0	0	0	0	0	0	0	0
	Pension allowance	0	0	0	0	0	0	0	0
Total		0	0	0	0	0	0	0	0
Short-term incentive	STI 2025	0	0	0	0	0	0	0	0
	STI 2024	0	0	0	0	0	0	0	0
Long-term incentive	LTI 2022–2025 ¹	158	100	0	0	255	100	0	0
	LTI 2021–2024 ¹	0	0	577	100	0	0	1,233	100
Total		158	100	577	100	255	100	1,233	100
Other	Pension payments	0	0	0	0	0	0	0	0
	Deferred compensation payments	0	0	0	0	0	0	0	0
Total compensation		158	100	577	100	255	100	1,233	100

¹ Under the separation agreement dated May 2022, former member of the Managing Board Dr. Heiko Schäfer was entitled to a payment for the pro-rata earned tranches of the LTI 2020–2023, LTI 2021–2024, and LTI 2022–2025 totaling EUR 1,357 thousand, which became due in September 2022.

In fiscal years 2025 and 2024, no non-performance-related or performance-related compensation components were awarded and due to former members who were part of the Managing Board in the past ten fiscal years.

Target compensation and actual compensation of the current members of the Managing Board for fiscal year 2025

The following table shows the respective **target compensation** of the members of the Managing Board active as of December 31, 2025, for fiscal year 2025. This includes the target compensation agreed for the fiscal year in the event of a target achievement of 100%, supplemented by details of the minimum and maximum compensation achievable on an individual basis. In addition, the allocation for the fiscal year are stated as **actual compensation** according to the GCGC. This actual compensation comprises the fixed compensation paid out in the fiscal year, the fringe benefits accrued in the fiscal year, the pension allowance due for the fiscal year, the payout due in March 2026 from the STI 2025, and the payout due in March 2026 from the LTI 2022–2025. The ongoing pension commitments also include the service costs incurred for the fiscal year in accordance with IFRS.

TARGET COMPENSATION AND ACTUAL COMPENSATION ACCORDING TO GCGC IN FISCAL YEAR 2025

		Daniel Grieder Chairman of the Managing Board and CEO				Oliver Timm CSO and Deputy CEO			
(in EUR thousand)		Target compensation	Minimum compensation	Maximum compensation	Allocation	Target compensation	Minimum compensation	Maximum compensation	Allocation
Fixed compensation	Basic compensation 2025	1,400	1,400	1,400	1,400	1,075	1,075	1,075	1,075
	Fringe benefits 2025	103	103	103	103	49	49	49	49
	Pension allowance 2025	0	0	0	0	0	0	0	0
Total		1,503	1,503	1,503	1,503	1,124	1,124	1,124	1,124
Short-term incentive	STI 2025	1,650	0	2,475	1,323	975	0	1,463	782
Long-term incentive	LTI 2025–2028	2,550	0	6,375	–	1,433	0	3,584	–
	LTI 2022–2025	0	0	0	2,447	0	0	0	1,020
Total		4,200	0	8,850	3,770	2,408	0	5,047	1,802
Pension	Service costs 2025	560	560	560	560	360	360	360	360
Other	Special compensation 2025	0	0	0	0	0	0	0	0
Total compensation		6,263	2,063	10,913	5,834	3,892	1,484	6,531	3,286

		Yves Müller CFO/COO			
(in EUR thousand)		Target compensation	Minimum compensation	Maximum compensation	Allocation
Fixed compensation	Basic compensation 2025	900	900	900	900
	Fringe benefits 2025	23	23	23	23
	Pension allowance 2025	0	0	0	0
Total		923	923	923	923
Short-term incentive	STI 2025	800	0	1,200	642
Long-term incentive	LTI 2025–2028	1,200	0	3,000	–
	LTI 2022–2025	0	0	0	956
Total		2,000	0	4,200	1,598
Pension	Service costs 2025	360	360	360	360
Other	Special compensation 2025	0	0	0	0
Total compensation		3,283	1,283	5,483	2,881

Compensation of the members of the Supervisory Board in fiscal year 2025

Principles of the compensation system for the Supervisory Board

The **compensation of the members of the Supervisory Board** as determined by the Annual General Meeting is governed by Art. 12 of the Articles of Association of HUGO BOSS AG and provides both the abstract and the specific framework for the compensation of the members of the Supervisory Board. This ensures that the compensation of the members of the Supervisory Board always complies with the compensation system, which was adopted by the Annual General Meeting on May 27, 2020, and confirmed unchanged by the Annual General Meeting on May 14, 2024.

The compensation of the members of the Supervisory Board comprises **only fixed components**. The compensation consists of two components: a fixed compensation, depending on the position of the respective Supervisory Board member, and additional compensation for the respective committee activities. The compensation regulation thus also takes into account the requirements of the GCGC.

Structure and application of the compensation system of the Supervisory Board in fiscal year 2025

Each ordinary member of the Supervisory Board receives a **fixed annual compensation** of EUR 80 thousand (base amount). The Chairman receives 2.5 times (EUR 200 thousand) and the Deputy Chairman receives 1.75 times (EUR 140 thousand) this base amount.

In addition, **members of the Working Committee, the Audit Committee, and the Personnel Committee** will be paid an additional EUR 30 thousand each, and the Chairman of any of these committees will receive an additional EUR 60 thousand each. Members of the Nomination Committee receive an additional EUR 20 thousand. No compensation is paid for the Chairman and members of the Mediation Committee. Additional compensation will only be paid for the three highest remunerated positions on committees. This regulation leads to the setting of an individual **maximum compensation** for each member of the Supervisory Board in accordance with the positions held by the respective member in the committees.

COMPENSATION FOR SUPERVISORY BOARD ACTIVITY AND MEMBERSHIP IN A COMMITTEE

Compensation for Supervisory Board function			
Chairman EUR 200,000 2.5 times the base amount	Deputy Chairman EUR 140,000 1.75 times the base amount	Ordinary Member EUR 80,000 Base amount	
Compensation for membership in a committee			
Working Committee	Audit Committee	Personnel Committee	Nomination Committee
Chairman EUR 60,000	Chairman EUR 60,000	Chairman EUR 60,000	Chairman -
Ordinary Member EUR 30,000	Ordinary Member EUR 30,000	Ordinary Member EUR 30,000	Ordinary Member EUR 20,000

No further compensation is granted beyond the compensation described above. Consequently, the current system does not foresee variable compensation components or attendance fees.

The compensation is **paid out** following the Annual General Meeting which decides on the approval of the Supervisory Board for the respective past fiscal year. Members of the Supervisory Board who have been members of the Supervisory Board or a committee for only part of the fiscal year receive pro rata compensation for each month of service or part thereof. Members of the Supervisory Board are reimbursed for expenses incurred in connection with the performance of their duties. Any value-added tax (VAT) is reimbursed by the Company if the members of the Supervisory Board are entitled to invoice the Company separately for the VAT and exercise this right.

In fiscal year 2025, the compensation system for the Supervisory Board was applied in full as set out in Art. 12 of the Company's Articles of Association. In fiscal year 2025, the members of the Supervisory Board **did not receive any further compensation or benefits** for services provided individually, in particular consulting and mediation services. Furthermore, no loans or advances were granted to the members of the Supervisory Board, nor were there any contingent liabilities in their favor.

Individualized disclosure of the compensation of the Supervisory Board

The following table shows the **compensation components that were awarded and due to current and former members of the Supervisory Board in fiscal year 2025**, including the respective relative share in accordance with Sec. 162 AktG. In accordance with Art. 12 of the Company's Articles of Association, the total amount of the compensation of the Supervisory Board is due following the Annual General Meeting that decides on the approval of the Supervisory Board for the respective past fiscal year. The disclosure for fiscal year 2025 relates to the fixed compensation awarded for the Supervisory Board's activities in fiscal year 2025 (payout in fiscal year 2026) and the compensation awarded for committee membership in fiscal year 2025 (payout in fiscal year 2026).

COMPENSATION AWARDED AND DUE

		Fixed compensation (base amount)		Compensation for committee work		Total compensation	
		2025	2024	2025	2024	2025	2024
Current members of the Supervisory Board							
Stephan Sturm Chairman (since May 15, 2025)	in EUR thous.	126	0	95	0	221	0
	in %	57	0	43	0	100	0
Sinan Piskin Deputy Chairman	in EUR thous.	140	140	90	90	230	230
	in %	61	61	39	39	100	100
Iris Epple-Righi	in EUR thous.	80	80	30	30	110	110
	in %	73	73	27	27	100	100
Katharina Herzog	in EUR thous.	80	80	30	30	110	110
	in %	73	73	27	27	100	100
Dr. Claudia Hülsken (since May 15, 2025)	in EUR thous.	50	0	19	0	69	0
	in %	72	0	28	0	100	0
Andreas Kurali (since May 15, 2025)	in EUR thous.	50	0	38	0	88	0
	in %	57	0	43	0	100	0
Daniela Liburdi	in EUR thous.	80	80	49	30	129	110
	in %	62	73	38	27	100	100
Luca Marzotto	in EUR thous.	80	80	73	60	153	140
	in %	52	57	48	43	100	100
Laura Micati (since May 15, 2025)	in EUR thous.	50	0	19	0	69	0
	in %	72	0	28	0	100	0
Michael Murray (since May 15, 2025)	in EUR thous.	50	0	32	0	82	0
	in %	61	0	39	0	100	0
Tanja Silvana Nitschke	in EUR thous.	80	80	30	30	110	110
	in %	73	73	27	27	100	100
Christina Rosenberg	in EUR thous.	80	80	30	30	110	110
	in %	73	73	27	27	100	100
Former members of the Supervisory Board							
Andreas Flach (until May 15, 2025)	in EUR thous.	30	80	11	30	41	110
	in %	73	73	27	27	100	100
Gaetano Marzotto (until May 15, 2025)	in EUR thous.	30	80	18	50	48	130
	in %	63	62	38	38	100	100
Bernd Simbeck (until May 15, 2025)	in EUR thous.	30	80	22	60	52	140
	in %	58	57	42	43	100	100
Robin J. Stalker (until May 15, 2025)	in EUR thous.	30	80	22	60	52	140
	in %	58	57	42	43	100	100
Hermann Waldemer (until May 15, 2025)	in EUR thous.	74	200	55	150	129	350
	in %	57	57	43	43	100	100

In fiscal years 2025 and 2024, no compensation was awarded or due to any **other former members** of the Supervisory Board who had served during the past ten fiscal years.

The **employee representatives who are members of a trade union** will donate their compensation to the Hans Böckler Foundation in line with the guidelines of the German Trade Union Confederation.

Comparative presentation of compensation and earnings development

The following comparative presentation shows the annual change in the compensation awarded and due to current and former members of the Managing Board and Supervisory Board, the **Company's earnings development** (in terms of sales, EBIT, the Group's net income, and net income of HUGO BOSS AG) and the **compensation of employees on a full-time equivalent basis**, the latter being based on the average wages and salaries of HUGO BOSS employees throughout the Group in the respective fiscal year.

COMPARATIVE INFORMATION – MANAGING BOARD AND SUPERVISORY BOARD COMPENSATION IN COMPARISON WITH EMPLOYEE COMPENSATION AND EARNINGS DEVELOPMENT

(Annual change in %)	2025 vs. 2024	2024 vs. 2023	2023 vs. 2022	2022 vs. 2021	2021 vs. 2020
Key earnings figures					
Group sales	(1)	3	15	31	43
Group's operating result (EBIT)	8	(12)	22	47	197
Group's net income	16	(17)	22	54	166
Net income of HUGO BOSS AG	(9)	(19)	54	41	163
Employee compensation					
Employees HUGO BOSS Group	2	2 ¹	(1) ²	14 ³	9
Compensation of the Managing Board					
Members of the Managing Board as of December 31, 2025					
Daniel Grieder (Chairman since 06/2021)	(10)	95	(18)	81	–
Oliver Timm (since 01/2021)	(25)	152	(16)	(8)	–
Yves Müller (since 12/2017)	(22)	3	44	(1)	70
Former members of the Managing Board					
Dr. Heiko Schäfer (from 03/2020 until 05/2022)	(73)	(20)	(49)	(15)	59
Ingo Wilts (from 08/2016 until 02/2022)	(79)	(29)	(13)	16	36
Mark Langer (Chairman from 05/2016 until 07/2020, Ordinary member from 01/2010 until 05/2016)	–	–	(12)	(12)	24
Bernd Hake (from 03/2016 until 07/2019)	–	–	–	–	–
Christoph Auhagen (from 12/2009 until 04/2016)	–	–	–	–	–
Claus-Dietrich Lahrs (Chairman from 08/2008 until 02/2016)	–	–	–	–	–

¹ In absolute terms, the Group-wide average compensation of employees on a full-time equivalent basis increased slightly to EUR 53 thousand in fiscal year 2024 (2023: EUR 52 thousand), reflecting salary increases which were partly offset by lower bonus payments.

² In absolute terms, the Group-wide average compensation of employees on a full-time equivalent basis remained broadly stable in fiscal year 2023, amounting to EUR 52 thousand (2022: EUR 52 thousand), as salary increases were broadly offset by lower bonus payments and currency effects.

³ The increase largely reflected salary increases against the backdrop of the high level of global inflation, measures implemented in fiscal year 2021 in connection with COVID-19 to reduce working hours and personnel costs, as well as currency effects.

(Annual change in %)	2025 vs. 2024	2024 vs. 2023	2023 vs. 2022	2022 vs. 2021	2021 vs. 2020
Compensation of the Supervisory Board					
Members of the Supervisory Board as of December 31, 2025					
Stephan Sturm (since 05/2025; Chairman since 05/2025)	–	–	–	–	–
Sinan Piskin (since 11/2008; Deputy Chairman since 05/2020)	0	0	0	0	62
Iris Epple-Righi (since 05/2020)	0	0	0	0	99
Katharina Herzog (since 05/2020)	0	0	0	0	99
Dr. Claudia Hülsken (since 05/2025)	–	–	–	–	–
Andreas Kurali (since 05/2025)	–	–	–	–	–
Daniela Liburdi (since 05/2023)	17	55	–	–	–
Luca Marzotto (since 02/2010)	0	0	0	0	45
Laura Micati (since 05/2025)	–	–	–	–	–
Michael Murray (since 05/2025)	–	–	–	–	–
Tanja Silvana Nitschke (since 05/2015)	0	0	0	0	68
Christina Rosenberg (since 05/2020)	0	0	0	0	106
Former members of the Supervisory Board					
Hermann Waldemer (until 05/2025; Chairman until 05/2025)	(63)	0	0	0	57
Andreas Flach (until 05/2025)	(63)	55	–	–	–
Gaetano Marzotto (until 05/2025)	(63)	0	0	0	80
Bernd Simbeck (until 05/2025)	(63)	0	0	198	–
Robin J. Stalker (until 05/2025)	(63)	0	0	0	96
Anita Kessel (until 05/2023)	–	–	(65)	0	49
Martin Sambeth (until 05/2023)	–	–	(65)	0	73
Antonio Simina (until 08/2021; Deputy Chairman until 05/2020)	–	–	–	–	(16)
Kirsten Kistermann-Christophe (until 05/2020)	–	–	–	–	–
Fridolin Klumpp (until 05/2020)	–	–	–	–	–
Michel Perraudin (Chairman until 05/2020)	–	–	–	–	–
Axel Salzmann (until 05/2020)	–	–	–	–	–

CEO Investment Opportunity

While the resolution to approve the Compensation System 2021 for the members of the Managing Board was passed by a large majority at the 2021 Annual General Meeting (approval rate: 93.83%), the Compensation Report 2024 of HUGO BOSS was resolved with a lower majority of 67.96% at the 2025 Annual General Meeting. The Supervisory Board and Managing Board primarily attribute this outcome to possible concerns regarding the CEO Investment Opportunity, an **agreement established between Daniel Grieder and the Marzotto family** prior to his appointment as Chief Executive Officer at HUGO BOSS in June 2021. At the same time, the voting result is not seen as a fundamental criticism of the key elements of the compensation system or the structure of the compensation report itself.

With the aim of taking the voting result into account, **addressing the feedback gathered from capital market participants and further enhancing the level of transparency**, HUGO BOSS has expanded its disclosures on the CEO Investment Opportunity already in the 2023 Compensation Report. These additional details, as outlined below, aim to both acknowledge the concerns raised and provide a clearer understanding of the agreement. In doing so, the Supervisory Board seeks to ensure **full transparency regarding the CEO Investment Opportunity** and to reaffirm its view that the agreement does not create a conflict of interest with other shareholders of HUGO BOSS and instead is fully aligned with shareholder interests.

Third-party agreement and thus not part of the compensation system

Prior to Daniel Grieder assuming his duties, the CEO Investment Opportunity was agreed between Daniel Grieder and the Marzotto family and is intended to provide an additional incentive for a substantial and sustainable increase in the share price of HUGO BOSS. The arrangement runs for the duration of his service agreement and was correspondingly extended in connection with the renewal of his service agreement in March 2024, under which Daniel Grieder was appointed Chairman of the Managing Board and CEO of HUGO BOSS AG until December 31, 2028. As such, the CEO Investment Opportunity represents a **third-party agreement** between Daniel Grieder and the Marzotto family and is thus explicitly **not part of the compensation system** in accordance with Sec. 87a AktG. Therefore, it is also not to be included in the maximum compensation of Daniel Grieder.

No conflicts of interest existing

The Supervisory Board discussed the CEO Investment Opportunity at a plenary meeting on June 16, 2020, and noted it with approval. In the opinion of the Supervisory Board, there are **no conflicts of interest**, particularly in regard to any other shareholder of HUGO BOSS, arising from the CEO Investment Opportunity as it is directly and solely tied to the long-term share price performance of HUGO BOSS. Ultimately, all shareholders in HUGO BOSS benefit from a sustainable increase in the share price.

Sustainable increase in share price required

The CEO Investment Opportunity was implemented by setting up an **investment vehicle** titled ZPG HOLDING S.à.r.l. ("ZPG"). ZPG bought 625,000 HUGO BOSS shares in mid-2021 for an average share price of EUR 46.40 and will hold these shares until the occurrence of a so-called **liquidity event**. In this context, Daniel Grieder invested a total amount of EUR 1.5 million in ordinary shares in ZPG, with the rest of the

investment provided by PFC S.p.A. and Zignago Holding S.P.A., each controlled by the Marzotto family, and a third-party bank financing. PFC S.p.A. and Zignago Holding S.P.A. hold the remainder of ordinary shares and certain preference shares, with limited economic rights ranking senior to the ordinary shares. Liquidity events are the exercise of a call option by ZPG, the exercise of a put option by Daniel Grieder, or ZPG selling the HUGO BOSS shares to a third party.

The **call option** may be exercised by ZPG either in the event that Daniel Grieder leaves HUGO BOSS or in a period of 120 days following the ordinary expiration of his employment contract with HUGO BOSS. If the call option is exercised based on a reason for which Daniel Grieder is responsible (e.g., termination by Daniel Grieder not based on good cause), he will receive the lower of either the fair market value of his ZPG shares or the amount of his initial investment. If the call option is exercised without Daniel Grieder having given cause for it (e.g., termination by HUGO BOSS not based on good cause), he will receive the fair market value of his ZPG shares.

The **put option** may be exercised by Daniel Grieder once the average HUGO BOSS share price during a period of 120 days exceeds specific thresholds. The minimum share price required for exercising the put option is EUR 75.10, representing an increase of 62% compared to the average purchase price of HUGO BOSS shares (EUR 46.40) and a 108% increase compared to the share price of HUGO BOSS as of December 30, 2025. The consideration, both in the event of exercising the put option or in case ZPG sells its HUGO BOSS shares to a third party, is the fair market value of the ZPG shares held by Daniel Grieder.

The **fair market value** of the ZPG shares held by Daniel Grieder is linked to the difference between the average purchase price of HUGO BOSS shares (EUR 46.40) and the average share price of HUGO BOSS shares during the 120 days prior to the liquidity event. If the average share price of HUGO BOSS during the 120 days prior to the liquidity event ranges between EUR 46.40 and EUR 75.00, Daniel Grieder will receive back the contributed amount of EUR 1.5 million. If the average share price during the 120 days prior to the liquidity event is less than EUR 46.40, the amount will be correspondingly lower depending on the average share price. By contrast, if the average share price during the 120 days prior to the liquidity event is EUR 75.10 or higher, the fair market value of the ZPG shares held by Daniel Grieder increases depending on the share price performance of HUGO BOSS. For example, an average share price of EUR 75.10 would result in a fair market value of EUR 7.1 million, an average share price of EUR 100.00 in a fair market value of EUR 14.8 million, and an average share price of EUR 126.00 in a fair market value of EUR 23.6 million.

Liquidity event not occurred as of year-end 2025

Against the backdrop of the challenging and volatile trading environment for consumer discretionary stocks in 2025, the share price of HUGO BOSS fluctuated between EUR 31.90 and EUR 46.56 throughout the fiscal year. As of December 30, 2025, the share price of HUGO BOSS was EUR 36.15 and thus well below the minimum threshold of EUR 75.10 required to exercise the put option. Consequently, as of the end of fiscal year 2025, there were **no conditions in place that could have caused a potential liquidity event**. Also, since the CEO investment opportunity was established, the average share price of HUGO BOSS has never reached the minimum threshold of EUR 75.10 over a consecutive 120-day period, thereby preventing the exercise of the put option.

This underscores the **ambitious nature of the CEO Investment Opportunity**, as it requires a successful long-term business development, ultimately driving a sustainable increase in the share price. In the view of the Supervisory Board, even once the minimum share price is reached, the CEO Investment Opportunity offers a strong incentive not to exercise the put option immediately, as its fair value is expected to increase further in line with potential share price appreciation. > [Our Share](#)

In summary, the Supervisory Board of HUGO BOSS is convinced that the **CEO Investment Opportunity aligns with the interests of all shareholders**. By providing an additional incentive for the consistent, successful, and sustainable execution of the Company's Group strategy, it supports long-term business success for HUGO BOSS, significant share price appreciation, and enhanced shareholder value.

Metzingen, March 9, 2026

HUGO BOSS AG
The Managing Board The Supervisory Board

Report of the Independent Auditor on the Audit of the Remuneration Report in Accordance with Section 162 (3) Aktg

To HUGO BOSS AG, Metzingen/Germany

Audit Opinion

We conducted a formal audit of the remuneration report of HUGO BOSS AG, Metzingen, for the financial year from January 1 to December 31, 2025 to assess whether the disclosures required under Section 162 (1) and (2) German Stock Corporation Act (AktG) have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the disclosures required under Section 162 (1) and (2) AktG have been made, in all material respects, in the accompanying remuneration report. Our audit opinion does not cover the content of the remuneration report.

Basis for the Audit Opinion

We conducted our audit of the remuneration report in accordance with Section 162 (3) AktG and in compliance with the IDW Auditing Standard: Audit of the Remuneration Report pursuant to Section 162 (3) AktG (IDW AuS 870 (09.2023)). Our responsibilities under those requirements and this standard are further described in the "Auditor's Responsibilities" section of our report. Our audit firm has applied the requirements of the IDW Quality Management Standards. We have fulfilled our professional responsibilities in accordance with the German Public Auditor Act (WPO) and the Professional Charter for German Public Auditors and German Sworn Auditors (BS WP/vBP) including the requirements on independence.

Responsibilities of the Executive Board and the Supervisory Board

The executive board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of Section 162 AktG. In addition, they are responsible for such internal control as they have determined necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud (i.e. fraudulent financial reporting and misappropriation of assets) or error.

Auditor's Responsibilities

Our objective is to obtain reasonable assurance about whether the disclosures required under Section 162 (1) and (2) AktG have been made, in all material respects, in the remuneration report, and to express an opinion on this in a report on the audit.

We planned and conducted our audit in such a way to be able to determine whether the remuneration report is formally complete by comparing the disclosures made in the remuneration report with the disclosures required under Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have neither audited the correctness of the content of the disclosures, nor the completeness of the content of the individual disclosures, nor the adequate presentation of the remuneration report.

Stuttgart/Germany, March 9, 2026

Deloitte GmbH

Wirtschaftsprüfungsgesellschaft

Marco Koch
Wirtschaftsprüfer
(German Public Auditor)

Constantin Fuchs
Wirtschaftsprüfer
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