

Bylaws  
of the Supervisory Board  
of

HUGO BOSS AG

Metzingen

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Adopted in the meeting of the Supervisory Board  
on March 15, 1993 in Metzingen

Changed in the meetings of the Supervisory Board  
on May 22, 2000 in Stuttgart,  
on December 9, 2002 in Metzingen,  
on December 9, 2004 in Metzingen,  
on September 15, 2005 in Metzingen  
on October 24, 2007 in Metzingen,  
on December 5, 2007 in Metzingen,  
on December 9, 2009 in Metzingen  
and on September 26./27., 2016 in Coldrerio.

The Supervisory Board shall exercise its duties subject to statutory provisions, the Articles of Association and these Bylaws. Its members enjoy the same rights and obligations and are not bound by any instructions.

## **§ 1 Duties of the Supervisory Board**

- (1) The duty of the Supervisory Board is, in particular, to supervise the management of the business by the Managing Board and to advise the Managing Board.
- (2) The Supervisory Board is to establish concrete objectives as to its composition and take such targets into account when preparing the election proposals to be submitted to the Annual Shareholders' Meeting. These objectives include, without limitation
  - compliance with legal provisions as applicable from time to time regarding in particular the gender quota and the requirements regarding professional qualification (familiarity with the sector in which the company is doing business). At least one member of the Supervisory Board must have expertise in the areas of accounting or auditing.
  - compliance with the provisions of the Articles of Association as amended from time to time, in particular the retirement age provided for therein.
  - knowledge, abilities and professional experience: as a group, the Supervisory Board members shall have the knowledge, abilities and professional experience required to duly and properly perform the duties incumbent on them.
  - independence: the Supervisory Board must have a certain number of independent members (as the term is defined in the German Corporate Governance Code as amended from time to time), which number is to be determined by the Supervisory Board.
  - internationality, diversity: taking into account the specifics of the company, the Supervisory Board determines the requirements to be met by the Supervisory Board members in light of the company's international business activities as well as diversity.
  - incompatibility: without prejudice to additional statutory requirements, in order to ensure the Supervisory Board's independent advice to and supervision of the Managing Board, no more than two former members of the Managing Board of HUGO BOSS AG shall be appointed to the Supervisory Board and members of the Supervisory Board are not permitted to undertake any executive role or consultancy duties for major competitors of HUGO BOSS AG or its group companies.
- (3) All Supervisory Board members have an obligation to protect the Company's interests; they must not be guided by interests of their own when arriving at decisions, nor may they use business opportunities of the Company for their own advantage. They shall disclose to the Supervisory Board any conflicts of interests, including in particular any conflicts which may arise as a result of their consultancy work or executive duties for customers, suppliers, lenders or other business associates.

- (4) In its report to the Annual Shareholders' Meeting, the Supervisory Board shall report on any conflicts of interests arising and how these have been dealt with. Any substantial and not merely temporary conflicts of interests on the part of any member of the Supervisory Board shall result in termination of that person's mandate.
- (5) All members of the Supervisory Board shall ensure that they have sufficient time available to exercise their mandate. Supervisory Board members shall have no more than three memberships in Supervisory Boards of stock listed companies outside the HUGO BOSS Group.
- (6) The Supervisory Board shall monitor the efficiency of its activities on a regular basis.
- (7) The members of the Supervisory Board are expected to attend the meetings of the Supervisory Board and of the committees to which they belong from time to time. Participation by telephone or video conference also qualifies as participation, but this should not be the rule. If a member of the Supervisory Board took part in only half or less of the meetings of the Supervisory Board or of the committees to which such member belongs in a business year, this shall be noted in the Report of the Supervisory Board to the Annual Shareholders' Meeting indicating the reasons if necessary.

## **§ 2 Election of the Chairman and of the Deputy Chairman**

- (1) Immediately after the election of the shareholder representatives by the Annual Shareholders' Meeting, the Supervisory Board shall elect among them a Chairman and a Deputy Chairman. For as long as it takes to conduct the election the meeting shall be chaired by the oldest Supervisory Board member.
- (2) The election shall be held for the period of office of the elected member of the Supervisory Board. In the event that the Chairman or the Deputy Chairman retires from the Supervisory Board during their period of office, a new election to replace the retiring member(s) shall be held without delay, but in any event no later than at the start of the next meeting of the Supervisory Board.

## **§ 3 Convening of meetings of the Supervisory Board**

- (1) Meetings of the Supervisory Board shall be held as required, but at least twice per calendar half-year. A meeting of the Supervisory Board shall also be convened whenever this is required by a member of the Supervisory Board, by the Working Committee or by the Managing Board, stating purpose and reasons for the meeting.
- (2) The meetings of the Supervisory Board are convened by the Chairman, or if he is unavailable, by his Deputy; they may also be convened by the Managing Board on behalf of the Chairman. The invitation shall be issued with two weeks' notice. It may be issued in writing, orally, by telephone, telex, fax, telegraph or e-mail. The period of notice does not include the date of issue of the invitation and the date of the meeting. In urgent cases, the Chairman of the Supervisory Board may cut the period of notice to three days. No special invitation is necessary for the meetings referred to in § 2 (1).
- (3) The invitation must be accompanied by the agenda of matters to be discussed. Motions for resolution should be submitted in good time and in such a form that

written voting by absent members of the Supervisory Board is possible. Resolutions on matters not on the agenda enclosed with the invitation are permitted only if no objection is raised by a member of the Supervisory Board.

Whenever possible, all documents regarding matters on the agenda should be supplied at the same time as the invitation, in any event, sufficiently early to permit preparation for the meeting.

- (4) The members of the Managing Board shall attend the meetings of the Supervisory Board unless otherwise directed in particular cases by the Supervisory Board.
- (5) Meetings of the Supervisory Board are chaired by the Chairman of the Supervisory Board; if he is unavailable, by his Deputy.
- (6) Where necessary, the shareholder representatives and the employee representatives shall prepare the Supervisory Board meetings separately - with the assistance of all or some members of the Managing Board, if desired.

#### **§ 4 Resolutions**

- (1) Resolutions of the Supervisory Board are passed at meetings; meetings may also be held by means of a video conference or a conference call. Members of the Supervisory Board who are not present in a meeting, may participate in voting on resolutions by notifying, or authorizing another member of the Supervisory Board to notify, their written, telexed, faxed or telegraphed vote to the Chairman of the Supervisory Board. If directed by the Chairman of the Supervisory Board, votes on resolutions may also be taken using indirect procedures (notified in writing, by telex, telegraph, fax, telephone or e-mail).
- (2) The Supervisory Board shall be quorate if at least half of its total membership takes part in the voting. Supervisory Board members who abstain shall also be counted for the purposes of establishing whether the quorum is present. Supervisory Board resolutions shall require the majority of the votes cast save where some other majority is prescribed by law. In the event of parity, any Supervisory Board member may demand a second vote. The Chairman of the Supervisory Board - or, if he is unavailable, his Deputy - shall decide when the vote is to be taken again. If the result is again parity when the second vote is taken, the Supervisory Board Chairman shall have two votes. The person chairing the meeting shall decide how the vote is to be taken. If votes are made in writing, by telegraph, telex, telephone or e-mail, the provisions shall apply mutatis mutandis. The above shall apply mutatis mutandis to resolutions taken in committees, with the provision that the chairman of the respective committee and his deputy shall officiate instead of the Supervisory Board Chairman and his Deputy, save where precluded by mandatory legislation.
- (3) The Chairman of the Supervisory Board is empowered to issue on behalf of the Supervisory Board the statements necessary to enforce the resolutions of the Supervisory Board.

#### **§ 5 Minutes of the meetings and resolutions**

- (1) Minutes, to be signed by the Board person chairing the meeting shall be recorded for the meetings of the Supervisory Board. The minutes shall contain the place and

date of the meeting, the names of those present, the agenda of matters discussed, the essence of the discussions and the resolutions of the Supervisory Board.

- (2) Resolutions passed using indirect procedures must be recorded in writing by the Chairman of the Supervisory Board and signed by him.
- (3) Copies of the minutes in German together with an English translation shall be supplied to each member of the Supervisory Board without delay. The German version alone shall be legally binding.

## **§ 6 Committees**

- (1) The Supervisory Board shall form a Mediation Committee in accordance with section 27 paragraph 3 of the Codetermination Act, a Personnel Committee, a Working Committee, an Audit Committee and a Nomination Committee. The Personnel Committee, the Working Committee and the Audit Committee shall be equally represented. The committees shall report regularly to the Supervisory Board on their work. The Personnel Committee shall be comprised of the Chairman of the Supervisory Board and three further members of the Supervisory Board elected from its ranks. The Working Committee shall be comprised of the Chairman of the Supervisory Board and five further members of the Supervisory Board elected from its ranks. The Audit Committee shall comprise a minimum of four members to be elected by the Supervisory Board; the total number of members of the Audit Committee shall be determined by the Supervisory Board and has to be an even number at any time. Chairman of the Audit Committee shall not be a former member of the Managing Board of HUGO BOSS AG. At least one member of the audit committee must be independent and have expertise in the area of accounting or auditing. The Nomination Committee shall be comprised of two shareholder representatives elected by the shareholder representatives. If a member of the Committee resigns prior to the end of his period of office, the Supervisory Board shall immediately replace such departing member in compliance with the aforementioned composition rules.
- (2) The Personnel Committee shall be responsible for decisions relating to the Managing Board members' contracts for services and other contractual issues pertaining to the members of the Managing Board (including former members of the Managing Board and surviving dependents of members of the Managing Board), as far as such decisions do not relate to the compensation of members of the Managing Board. Decisions on the compensation of members of the Managing Board (including former members of the Managing Board and surviving dependents of members of the Managing Board) shall, in the same way as the regular discussion and review of the compensation system, be taken by the full Supervisory Board provided, however, that such decisions shall be prepared by the Personnel Committee by way of the drafting of proposals. The Personnel Committee further decides on matters under Section 114 Aktiengesetz (contracts with members of the Supervisory Board) and Section 115 Aktiengesetz (granting loans to members of the Supervisory Board); as well as any issues pertaining to senior staff that require consent (including granting loans to senior staff Section 89(2) Stock Corporation Act). Where legally permitted, it represents the Company towards members of the Managing Board, former members of the Managing Board and surviving dependants of members of the Managing Board. The fulfilment of the resolutions and the execution of the respective documents are in the responsibility of the Chairman of the Supervisory Board.

- (3) The members of the Working Committee shall support and advise the Chairman of the Supervisory Board. Subject to the statutory rules and regulations, the Working Committee shall be responsible for preparing the meetings of the Supervisory Board in close cooperation with the Managing Board.
- (4) In the interims between the meetings of the Supervisory Board, the monitoring duties shall be assumed by the Working Committee in particular; the monitoring duties of the individual Supervisory Board members are not affected thereby. The Working Committee shall adopt resolutions on the convening of extraordinary meetings of the Supervisory Board whenever the situation and developments at the Company so require; competence for convening such meetings is governed by § 3(2) in this case, too. The Working Committee shall be responsible for decisions on transactions requiring consent to the extent that the Supervisory Board has delegated its corresponding authority to the Working Committee.

The Working Committee shall pass resolutions to amend the Articles of Association where such amendments are confined to the wording of the Articles of Association (Section 179 Paragraph. 1 Sentence 2 of the Aktiengesetz; Section 20 of the Articles of Association).

Where legally permitted, the Working Committee is entitled to make decisions on urgent matters in lieu of the complete Supervisory Board. In such cases the Working Committee shall immediately inform the Supervisory Board in writing – and, at the next Supervisory Board meeting, deliver a detailed oral report – about any such decision, its grounds and the necessity for a decision of the Working Committee.

Where staff issues are involved that do not concern senior staff, resolutions are only admissible if the member of the Working Committee elected as a further member of the Working Committee pursuant to paragraph (1) above has participated in the deliberations. In such events, the Working Committee shall act as an extended Working Committee.

- (5) The Chairman of the Supervisory Board shall chair the meetings of the Personnel Committee and of the Working Committee.
- (6) The Audit Committee shall be engaged in the supervision of the accounting process, the effectiveness of the internal controls system, the risk management system and the internal audit system as well as the external audit. In particular the audit committee shall have the following duties:
  - Preliminary examination of the annual accounts and the Group accounts, the management report of HUGO BOSS AG and the Group and the proposal for appropriation of profits; discussion of the audit report with the auditor; preparation of the resolution of the Supervisory Board regarding approval of the annual accounts and the Group accounts.
  - Examination (and discussion with the Managing Board) of the quarterly accounts (interim report).
  - Preparation of the proposal by the Supervisory Board to the Annual Shareholders' Meeting regarding appointment of an auditor and in particular examination of the independence of such auditor and of any additional services performed by him.
  - In consultation with the Managing Board, issue of the instruction to the auditor (with agreement on fees) for the annual and Group accounts in accordance with the resolution of the Annual Shareholders' Meeting,

- including stipulation of focal issues for the audit and agreement on the reporting duties of the auditor to the Supervisory Board.
- Examination that the provisions of law and the enterprise's internal policies are abided (Compliance).
- (7) the Nomination Committee shall have the duty to identify suitable candidates for the election of shareholders' representatives in the Supervisory Board and to propose those candidates to the Supervisory Board for recommendation to the Shareholders' Meeting.
- (8) In other respects the provisions of the Articles of Association and the Bylaws of the Supervisory Board – where legally permitted - shall apply analogously to the Committees of the Supervisory Board.

## **§ 7 Duty of secrecy**

- (1) The members of the Supervisory Board are required to maintain secrecy regarding confidential data and secrets of the Company, i.e. industrial and business secrets of which they become aware during their duties as members of the Supervisory Board. This duty of secrecy also applies following their retirement from office. On expiry of their period of office, they must return all confidential documents to the Chairman of the Supervisory Board.
- (2) In the event that a member of the Supervisory Board intends passing to third parties information which cannot be guaranteed not to be confidential or relating to secrets of the Company, the member is obliged to notify the Chairman of the Supervisory Board in advance and give him the opportunity to deliver an opinion.
- (3) Written reports by the Managing Board to the Supervisory Board including the reports under Appendix 2 of the Bylaws of the Managing Board are handed to the members of the Supervisory Board in person unless otherwise decreed by the Supervisory Board in particular cases. Each member of the Supervisory Board is entitled, in particular, to inspect the audit reports of the auditors, dependent company reports and any special report.