

# **HUGO BOSS**

Articles of Association of  
HUGO BOSS AG, Metzingen  
(Issue: September, 2021)

## **A.**

### **General Provisions**

#### **§ 1 Name, Domicile**

- (1) The name of the Company is HUGO BOSS AG.
- (2) The Company's domicile is Metzingen.

#### **§ 2 Company Purpose**

- (1) The purpose of the Company is comprised of the following activities performed directly or indirectly:
  - the conception, production and marketing of clothing, accessories and related products in the consumer goods sector;
  - the design of fashion and cosmetic articles of all types and related products in the consumer goods sector; and,
  - the purchase, sale, granting and administration of production and marketing licenses connected to the foregoing activities.
- (2) The Company is entitled to take any action and perform any activity that promotes the Company business.
- (3) The Company may establish subsidiaries or branch operations at home and abroad and take interests in other companies. The Company may acquire or sell other enterprises, consolidate same under a single executive, enter into contracts with other companies, or confine itself to administering its share therein. The Company is entitled to transfer its operations in full or in part to subsidiaries and associated companies.

#### **§ 3 Publication**

- (1) Unless otherwise provided by law, the Company's official announcements shall be published in the electronic Federal Gazette (elektronischer Bundesanzeiger).
- (2) The Company is entitled to transfer information by means of data telecommunication to shareholders upon their consent.

## **B.**

### **Equity and Capital Stock**

#### **§ 4 Capital Stock**

- (1) The capital stock of the Company is EUR 70,400,000.00

(in words: Euros Seventy Million Four Hundred Thousand).

- (2) It is divided into 70,400,000 no-par ordinary voting shares.
- (3) In the event of a capital increase, the profit share of new stock may deviate from section 60 of the Stock Corporation Law (AktG).
- (4) The Managing Board is authorized to increase the capital stock once or several times on or before 10 May 2026 with the consent of the Supervisory Board by up to EUR 17,600,000.00 in total by issuing up to 17,600,000 new no-par value registered shares against cash and/or non-cash contributions ("Authorized Capital 2021"). The shareholders are generally entitled to preemptive rights; preemptive rights can also be exercised in such a way that the new shares are acquired by one or several credit institution(s) designated by the Managing Board or by one or several companies operating in accordance with section 53 para. 1 sentence 1 or section 53b para. 1 sentence 1 or para. 7 of the German Banking Act (Kreditwesengesetz) that undertake to offer the shares to the shareholders for subscription (known as indirect preemptive rights). However, the Managing Board is authorized to exclude the shareholders' preemptive rights in the following cases with the consent of the Supervisory Board:
  - in order to balance fractional amounts;
  - if, in the event of capital increases against cash contributions, the issue price of the new shares is not substantially lower than the stock market price of the Company's already listed shares at the time the issue price is finally determined, which should take place as close as possible to the placement of the new shares, and the pro-rata amount of the capital stock accounted for by the newly issued shares for which the preemptive rights are excluded does not exceed 10% in the aggregate. The decisive factor for the calculation of the 10% limit is the amount of the capital stock at the time this authorization enters into force upon its registration in the commercial register. Should the amount of the capital stock be lower than that at the time this authorization is exercised, this lower value is decisive. If, during the term of this authorization until its exercise, other authorizations to issue or sell shares of the Company or to issue rights that enable or oblige to subscribe for shares of the Company are exercised, and if, in doing so, the preemptive rights are excluded in accordance with or corresponding to section 186 para. 3 sentence 4 of the German Stock Corporation Act, these shares must be counted toward this limit of 10% of the capital stock. If shares have been counted toward the limit in accordance with the above sentence due to the exercise of authorizations (i) to issue new shares in accordance with section 203 para. 1 sentence 1, para. 2 sentence 1, section 186 para. 3 sentence 4 of the German Stock Corporation Act and/or (ii) to sell treasury shares in accordance with section 71 para. 1 no. 8, section 186 para. 3 sentence 4 of the German Stock Corporation Act, and/or (iii) to issue bonds that carry conversion and/or option rights or obligations in accordance with section 221 para. 4 sentence 2, section 186 para. 3 sentence 4 of the German Stock Corporation Act, this will no longer be done with effect for the future if and to the extent that the respective authorization(s) whose exercise caused the counting of the shares toward the 10% limit is or are granted once again by the Annual Shareholders' Meeting with due regard to the legal provisions;
  - in the event of capital increases against non-cash contributions, particularly to acquire companies or parts thereof, equity interests or other assets including rights and receivables.

The Managing Board must only exercise the aforementioned authorizations to exclude the preemptive rights to such an extent that the pro-rata amount of the aggregate shares issued while excluding the preemptive rights does not exceed 10% of the capital stock. The decisive factor for the calculation of the 10% limit is the amount of the capital stock at the time the authorization enters into force upon its registration in the commercial register. Should the amount of the capital stock be lower than that at the time this authorization is exercised, this lower value is decisive. If, during the term of this authorization until its exercise, other authorizations to issue or sell shares of the Company or to issue rights that enable or oblige to subscribe for shares of the Company are exercised, and if, in doing so, the preemptive rights are excluded, these shares must be counted toward the limit of 10% of the capital stock. If shares have been counted toward the limit in accordance with the above sentence due to the exercise of authorizations (i) to issue new shares in accordance with section 203 para. 1 sentence 1, para. 2 sentence 1, section 186 para. 3 sentence 4 of the German Stock Corporation Act and/or (ii) to sell treasury shares in accordance with section 71 para. 1 no. 8, section 186 para. 3 sentence 4 of the German Stock Corporation Act, and/or (iii) to issue bonds that carry conversion and/or option rights or obligations in accordance with section 221 para. 4 sentence 2, section 186 para. 3 sentence 4 of the German Stock Corporation Act, this will no longer be done with effect for the future if and to the extent that the respective authorization(s) whose exercise caused the counting of the shares toward the 10% limit is or are granted once again by the Annual Shareholders' Meeting with due regard to the legal provisions.

With the consent of the Supervisory Board, the Managing Board is authorized to stipulate the further details of the share rights and the terms and conditions of the share issue. The Supervisory Board is authorized to amend the wording of section 4 paras. 1 and 2 as well as of section 4 para. 4 of the Articles of Association to reflect the respective use of the Authorized Capital 2021 and, in the event that the Authorized Capital 2021 has not been used in whole or in part by 10 May 2026, to delete section 4 para. 4 of the Articles of Association following expiration of the authorization.

- (5) The capital stock is conditionally increased by up to EUR 17,600,000.00 ("Conditional Capital 2021"). The conditional capital increase is only carried out by issuing up to 17,600,000 no-par value registered shares to the extent that the holders or creditors of convertible bonds and/or bonds with warrants, profit participation rights and/or income bonds (or combinations of these instruments) ("Bonds") that are issued or guaranteed by the Company or a group company by 10 May 2026 under the authorization resolution passed by the Annual Shareholders' Meeting on 11 May 2021, exercise the conversion/option rights arising from the Bonds or fulfill conversion/option obligations, or to the extent that shares are tendered, and no other means of satisfying such rights or obligations are implemented. Each issue of new shares will be made at the option/conversion prices to be determined in accordance with the above authorization. The new shares are entitled to participate in the profit from the beginning of the fiscal year in which they are issued.

## **§ 5 Stock**

- (1) The Company stock is issued as registered shares.
- (2) The Managing Board with Supervisory Board approval shall determine the form and content of the

stock certificate, dividend and renewal coupon.

- (3) The Company may consolidate individual shares in share certificates that securitize a multitude of individual shares (multiple share certificates). Any entitlement of the shareholders to securitize their shares is excluded.

## **C.**

### **The Managing Board**

#### **§ 6 Composition, Resolutions, Internal Procedures**

- (1) The Company's Managing Board is made up of at least two members.
- (2) The Supervisory Board determines the number of Managing Board members, their appointment and revocation of appointment as well as the content of their employment contracts in accordance with the provisions of the Companies Act and the Codetermination Law.
- (3) Members of the Managing Board shall as a rule not be older than 60 at the time of their appointment.
- (4) To the extent that the Supervisory Board has not already done so, the Managing Board may adopt its own internal rules of procedure. The rules of procedure shall require a unanimous resolution of the Managing Board and the approval of the Supervisory Board. The rules of procedure shall, however, provide that certain actions require Supervisory Board approval.

#### **§ 7 Representation**

- (1) The Company may be represented either by two members of the Managing Board acting together jointly or by one Managing Board member acting jointly with a special statutorily authorised agent (Prokurist).
- (2) The Supervisory Board may grant individual members of the Managing Board the authority to represent the Company.

## **D.**

### **The Supervisory Board**

#### **§ 8 Constitution, Voting of Alternate Members, Committees**

- (1) The Company's Supervisory Board shall be constituted in accordance with the statutory regulations.
- (2) Members of the Supervisory Board shall as a rule not be older than 69 at the time of their appointment by the Annual Shareholders' Meeting.
- (3) Members of the Supervisory Board who are at the same time a member of the Managing Board of

a listed company shall not hold more than a total of three Supervisory Board positions in listed companies outside the Group.

- (4) Members of the Supervisory Board shall be elected for a term expiring at the end of the Annual Shareholders' Meeting at which shareholder approval is issued for the fourth fiscal year following the commencement of the term of office; whereby the fiscal year in which the term commences shall not be included in this calculation. Re-election to the Supervisory Board is permissible.
- (5) An alternate member may be elected for each member of the Supervisory Board. Should an alternate member replace a vacating member, then that member's term of office shall expire either at the conclusion of the Annual Shareholders' Meeting at which a supplementary election according to subsection 6 hereunder takes place or, at the latest, upon the expiration of the vacating member's term of office. The election of alternate members for the Supervisory Board members elected by the Company's employees shall be arranged in accordance with the Codetermination Law.
- (6) The supplementary election shall be for the vacating member's remaining term of office.
- (7) The Supervisory Board shall establish a committee in accordance with section 27 (3) Codetermination Law. The Supervisory Board may also establish additional committees for special duties and competencies. Such committees shall undertake the duties assigned to them on behalf and in representation of the entire Supervisory Board insofar as permissible by law.

### **§ 9 Removal and Resignation from Office**

- (1) The Annual Shareholders' Meeting may revoke its appointment of a member of the Supervisory Board prior to the expiration of that member's elected term of office.
- (2) Each member of the Supervisory Board may resign without cause upon one month prior written notice given to the Managing Board.

### **§ 10 Chairman of the Supervisory Board, Representation**

- (1) Immediately following the Annual Shareholders' Meeting at which the members of the Supervisory Board are elected and without calling its own special meeting, the Supervisory Board shall elect from among its members a Chairman and a Deputy Chairman to serve for the duration of one term.
- (2) In the event one of the aforementioned members vacates during the term of office, the Supervisory Board shall immediately conduct a supplementary election to fill the office for the remaining term.

### **§ 11 Notice of Meeting and Resolutions**

- (1) Meetings of the Supervisory Board shall be called by the Chairman or, in case this individual is unable to do so, by the Deputy Chairman, upon giving detailed notice of the meeting's order of business. The invitation to the meeting requires two weeks' prior notice and may be issued in writing, orally, by telephone, telex, telegraph or e-mail; in urgent cases the period of notice may be reduced to three days. A resolution on a matter outside the scope of the meeting's stated order of business is permissible provided that no Supervisory Board member objects to the resolution.
- (2) Resolutions of the Supervisory Board shall be made in meetings. By direction of the Chairman of the Supervisory Board, resolutions may also be passed in writing or by telex, telegraph, telephone or e-mail.

- (3) The meetings of the Supervisory Board shall be chaired by the Chairman, or in case this individual is unable to do so, by the Deputy Chairman.
- (4) The Supervisory Board shall be deemed to be quorate if at least one-half of the total number of members participates, in the passing of resolutions. In ascertaining whether a quorum is present, abstaining Supervisory Board members shall be included in the count. Resolutions of the Supervisory Board require a majority vote, unless other majorities are prescribed by law. In the event of an equality of votes, any Supervisory Board member may request a second vote. The Chairman of the Supervisory Board, or in the event of his absence his Deputy, shall determine when the second vote is to be held. If the second vote also produces an equality of votes, the Chairman of the Supervisory Board shall be entitled to two votes. The Chairman shall determine the voting procedure. The provisions shall apply analogously in the event of voting in writing, by telegraph, telex, telephone or e-mail. The above provisions shall apply analogously to resolutions passed in committees, provided that the Chairman of the committee and his Deputy shall act in place of the Chairman of the Supervisory Board and his Deputy, unless otherwise stipulated by mandatory statutory provisions.
- (5) Minutes shall be prepared for each meeting and shall be signed by the meeting Chairman. The Chairman of the Supervisory Board shall sign resolutions passed in writing or by telegraph, telex, telephone or e-mail.
- (6) The Chairman of the Supervisory Board is authorised to submit declarations on behalf of the Supervisory Board which are necessary to carry out the resolutions of the Supervisory Board.
- (7) Furthermore, the Supervisory Board may issue its own set of internal procedures in accordance with statutory provisions and the terms of these Articles of Association.

## **§ 12 Compensation**

- (1) Each of the members of the Supervisory Board shall receive a fixed compensation in the amount of EUR 80,000 per year. The Chairman of the Supervisory Board shall receive 2.5 times the aforementioned compensation under sentence 1 and the Deputy-Chairman 1.75 times that compensation. In addition, each member of the Working Committee shall receive a fixed compensation in the amount of EUR 30,000 per year, each member of the Audit Committee a fixed compensation in the amount of EUR 30,000 per year, each member of the Personnel Committee a fixed compensation in the amount of EUR 30,000 per year and the Chairman of the respective committee shall receive twice that amount. Each member of the Nomination Committee shall receive a fixed compensation in the amount of EUR 20,000 per year. However, compensation for service on board committees in addition to the fixed annual compensation pursuant to the first sentence above will not exceed the maximum compensation due for service on any three committees. In the event the Supervisory Board forms a committee for transactions with related parties, the chairman and members of any such committee will receive no compensation. The chairman and members of the Mediation Committee will also receive no compensation.
- (2) Remuneration in accordance with subsection 1 is payable after the Annual Shareholders' Meeting that grants formal approval of the acts of the Supervisory Board for the previous financial year. Persons who were members of the Supervisory Board or of a committee for only part of the financial year are remunerated on a pro-rata basis for each month or part-month of their membership. The Company

pays the expenses of each member of the Supervisory Board. Any potential value-added tax is reimbursed by the Company where members of the Supervisory Board are entitled to invoice the Company separately for value-added tax and exercise that right.

- (3) In its own interests the Company maintains a reasonable level of financial-loss and professional-liability insurance for its governing bodies and senior executives, under which members of the Supervisory Board are covered at the Company's expense.
- (4) The provisions contained in this Section 12 will enter into effect upon registration of the corresponding amendment to the Articles of Association and will also apply as of the time of registration on a prorata basis for the year in which the entry is made.

## **E.**

### **The Annual Shareholders' Meeting**

#### **§ 13 Site of the Annual Shareholders' Meeting**

- (1) The Annual Shareholders' Meeting shall be convened at the Company's principal office, a place within a radius of 50 kilometres of the principal office of the Company or at the seat of a German stock exchange.
- (2) The person chairing the meeting shall be entitled to allow for video and sound transmission of all or part of the Annual Shareholders' Meeting.

#### **§ 14 Notice of Meeting**

The Annual Shareholders' Meeting must be called within the statutory period.

#### **§ 15 Participation and Voting Rights**

- (1) Only those shareholders who are entered in the share register and have registered in due time are authorised to participate in the Annual Shareholders' Meeting and to exercise their voting rights. The registration must reach the Company in text form at the address specified in the invitation not later than at least six days prior to the Annual Shareholders' Meeting. In case of invitation by the Managing Board, a shorter time period calculated in days may be stipulated by the Managing Board in the invitation; in case of invitation by the Supervisory Board, a shorter time period calculated in days may be stipulated by the Supervisory Board in the invitation. With regard to the calculation of the respective time period the day of the Annual Shareholders' Meeting and the day of receipt shall not be counted.
- (2) The Managing Board has the power and authority to allow shareholders to participate in the Annual Shareholders' Meeting without being present on site and without using a representative and to use electronic means of communication to exercise any or all of their rights, in their entirety or in part. The Managing Board also has the power and authority to adopt further conditions for participation and the exercise of rights pursuant to the first sentence above.

- (3) The Managing Board has the power and authority to allow shareholders to cast their votes in writing or through the use of electronic means of communication without attending the Annual Shareholders' Meeting in person (postal voting). The Managing Board will determine the procedural particulars pursuant to the first sentence above.
- (4) If it is not possible for a member of the Supervisory Board to attend the Annual Shareholders' Meeting due to health reasons, absence for business reasons or a stay abroad for an important reason, he or she may also participate in the Annual Shareholders' Meeting by means of video and audio transmission.

### **§ 16 Chairman of the Annual Shareholders' Meeting**

- (1) The Annual Shareholders' Meeting shall be chaired by the Chairman of the Supervisory Board, or in case this individual is unable to do so, by the Deputy Chairman.
- (2) The Chairman of the Annual Shareholders' Meeting shall determine the order of discussion of agenda topics, as well as the manner and order of voting.
- (3) The Chairman of the Meeting shall be authorised to apply appropriate time restrictions to the right to speak and question for the entire course of the Annual Shareholders' Meeting, for individual agenda items or individual speakers.

### **§ 17 Resolutions**

- (1) Every no-par-value share shall have one vote at the Annual Shareholders' Meeting.
- (2) Unless otherwise provided by law, resolutions at the Annual Shareholders' Meeting shall be passed by the majority of votes cast. Inasmuch as the law requires in addition to a voting majority a share capital majority, the simple majority of the share capital present at the resolution vote shall suffice, to the extent allowed by law.

## **F.**

### **Annual Statement of Accounts, Disposition of Profits**

#### **§ 18 Fiscal Year, Annual Statement of Accounts**

- (1) The fiscal year shall be the calendar year.
- (2) The Managing Board shall prepare within the first three months of the new year both, the annual financial statement and the management report, as well as – where applicable – within the first five months of the new year the consolidated financial statements and the consolidated management report for the preceding year, and forward them to the Supervisory Board and the independent auditor without undue delay. At the same time the Managing Board shall submit to the Supervisory Board the proposal it intends to put to the Annual Shareholders' Meeting for the appropriation of profits.
- (3) If the Annual Shareholders' Meeting approves the annual financial statements, then up to half the

year's net income may be allocated to other revenue reserves.

### **§ 19 Disposition of Profits**

The Annual Shareholders' Meeting determines the disposition of annual profits. Instead of or in addition to a distribution in cash it can resolve on a distribution in kind.

## **G. Concluding Provisions**

### **§ 20 Amendment to the Articles of Association**

Amendments to these Articles of Association which only affect the wording hereof may be made by the Supervisory Board.

### **§ 21 Formation Expenses**

The Company shall bear the expenses incurred in the formation of the stock corporation up to a total amount of DEM 80,000.00.

### **§ 22 Capital Contribution and Acquisition Provisions**

Prior to the conversion of the Hugo Boss Limited Liability Company (Gesellschaft mit beschränkter Haftung, GmbH) Clothing Factory, into the stock corporation, the subscribing partners Uwe Holy and Jochen Holy contributed their interest in the civil law partnership

„Holy Grundstücksgesellschaft (GbR)“ domiciled in Metzingen

as non-cash capital in return for company rights (company shares equally DEM 300,000.00 each) so that the total property of the aforementioned partnership was transferred to Hugo Boss Limited Liability Company (Gesellschaft mit beschränkter Haftung, GmbH) Clothing Factory.

These non-cash capital contributions corresponded at the time of the contribution to 6,000 shares of stock each with a nominal value of DEM 50.00 for the subscribing partners, Uwe Holy and Jochen Holy. The value of the non-cash capital contribution in excess of the nominal value of the initial capital contribution (stock) equaling DEM 9,383.22 was allocated to capital surplus.