

HUGO BOSS

“Declaration of the Managing Board and Supervisory Board of HUGO BOSS AG pursuant to section 161 AktG (German Stock Corporation Act)”

HUGO BOSS AG, Metzingen
- Securities ID Nos. 524 550, 524 553 -

The Managing Board and Supervisory Board of HUGO BOSS AG herewith declare pursuant to section 161 para. 1 sentence 1 AktG (German Stock Corporation Act) that since the Compliance Declaration of March 2009 the recommendations of the Government Commission “German Corporate Governance Code” initially as amended on June 06, 2008 – officially published in the electronic Federal Gazette on August 08, 2008 – and since its effectiveness in the version as amended on June 18, 2009 – officially published in the electronic Federal Gazette on August 05, 2009 have been and are complied with except for:

- Section 2.1.2 sentence 1: In addition to ordinary shares with voting rights, at HUGO BOSS AG there are also preference shares without voting rights. This division has historic reasons.

- Deviating from the recommendation in section 3.8 sentence 4 (old version) and the reproduction of the legal regulation in section 3.8 sentence 4 (new version) the D&O insurance for members of the Managing Board does not contain a deductible. Also, deviating from section 3.8 sentence 4 (old version) and section 3.8 sentence 5 (new version), the D&O insurance for members of the Supervisory Board does not contain a deductible. HUGO BOSS AG covers the D&O (Directors and Officers)-risk via an appropriate liability insurance for its members of executive bodies and senior management (Leitungsverantwortliche) in which also members of the Supervisory Board are included. Members of the Managing and of the Supervisory Board of HUGO BOSS AG hold their offices responsibly and in the interest of the company. HUGO BOSS AG is of the opinion that a deductible is no appropriate means for further improving the sense of responsibility. Further, the introduction of a deductible would not lead to a significant reduction of premium payments. However, HUGO BOSS AG will adhere to the amended legal requirements for members of the Managing Board at the latest upon expiry of the legal transitional period.

- Deviating from the recommendation in section 4.2.3 sentence 10 (old version), sentence 11 (new version), in some Managing Board contracts the calculation of the severance pay cap is based on the total compensation of the past full financial year or, if the member of the Managing Board has already served on the board for two full financial years, on the average of the past two full financial years.

- Deviating from section 5.4.6 para. 3 the compensation of the members of the Supervisory Board is not reported individually in the Corporate Governance Report. Also, payments made by the enterprise to the members of the Supervisory Board or advantages extended for services provided

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individually, in particular, advisory or agency services, are not listed on an individual basis in the Corporate Governance Report.. The compensation paid to the members of the Supervisory Board is demonstrated in total in the notes. In the view of HUGO BOSS AG, individual reporting of compensation in the Corporate Governance Report does not provide information relevant to the capital market.

Metzingen, December 2009

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HUGO BOSS AG, Metzingen
- Securities ID Nos. 524 550, 524 553 -

The Managing Board and Supervisory Board of HUGO BOSS AG herewith declare pursuant to section 161 AktG (German Stock Corporation Act) that since the Compliance Declaration of January 2008 the recommendations of the Government Commission "German Corporate Governance Code" initially as amended on June 14, 2007 – officially published in the electronic Federal Gazette on July 20, 2007 – and since its effectiveness in the version as amended on June 06, 2008 – officially published in the electronic Federal Gazette on August 08, 2008 have been and are complied with except for:

The recommendations based on section 2.1.2 sentence 1, 3.8 paragraph 2, 4.2.3 sentences 8 and 10, 4.2.5., 5.4.3. sentence 2 and 5.4.7 paragraph 3 old version, respectively 5.4.6 paragraph 3 new version, have not been and are not complied with.

Metzingen, March 2009