

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 December 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 (Directors and Officers)- 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-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

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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 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.
- Deviating from section 7.1.2 sentence 4 the consolidated financial statements 2009 have not been publicly accessible within 90 days of the end of the financial year 2009 but were only published on April 12, 2010. Contrary to initial planning it was not possible to make the consolidated financial statements publicly accessible at an earlier point in time due to changes in the composition of the supervisory board in February 2010 and the time necessary for the new members of the supervisory board to become familiar with their new positions.

Metzingen, April 2010