

## **Annual Meeting of HUGO BOSS AG on 12 May 2015**

### **Information pursuant to Sect. 121 (3) sentence 3 no. 3 of the German Stock Corporation Act (Aktengesetz - "AktG") regarding the rights of shareholders**

The invitation to the Annual Meeting already contains information regarding the rights of shareholders pursuant to Sects. 122 (2), 126 (1), 127 and 131 (1) AktG; in the following, more detailed information is provided in respect of such provisions.

1. Motions for the inclusion of supplementary items in the agenda at the request of a minority (Sect. 122 (2) AktG)

Shareholders whose aggregate shareholding reaches a pro rata amount of EUR 500,000 in the share capital (which corresponds to 500,000 no par value registered shares) may request that items be included in the agenda and published. Each new item must be accompanied by a statement of grounds or a proposed resolution.

Motions for inclusion in the agenda together with the respective statement of grounds or proposed resolutions must be submitted in writing or in the form prescribed in Sect. 126 a of the German Civil Code (Bürgerliches Gesetzbuch - "BGB"); such documents must be received by the Managing Board of HUGO BOSS AG at the address stated in the invitation (HUGO BOSS AG, Vorstand (Managing Board), Dieselstraße 12, 72555 Metzingen, Hauptversammlung@hugoboss.com) at least thirty days prior to the Annual Meeting, i.e. by Saturday, 11 April 2015, 24.00 hrs CEST.

To the extent that the motions for inclusion which have been received in good time are subject to a publication requirement, they will, immediately upon receipt, be published in the electronic Federal Gazette and distributed throughout Europe, made available on the Company's website and notified together with the invitation of the Annual Meeting pursuant to Sect. 125 (1) sentence 3 AktG.

The above shareholder rights are based on the following provisions of the German Stock Corporation Act:

#### **Sect. 122 Calling of a meeting at the request of a minority<sup>1</sup>**

- (1) A shareholders' meeting shall be called if shareholders whose aggregate shareholding reaches one-twentieth of the share capital request the calling of such meeting in writing, stating the purpose and the grounds therefore; such request shall be addressed to the managing board. The articles of association may provide that the right to request the calling of a shareholders' meeting is subject to different form requirements and a lower holding in the share capital. Sect. 142 (2) sentence 2 shall apply analogously.
- (2) In the same manner, shareholders whose aggregate shareholding reaches one-twentieth of the share capital or a pro rata amount of EUR 500,000 may request that items be included in the agenda and published. Each new item must be accompanied by a statement of grounds or a proposed resolution. The request within the meaning of sentence 1 must have been received by the company at least 24 days, in the case of listed companies at least 30 days, prior to the meeting; for the purpose of calculating the above time period, the day of receipt shall not be counted.
- (3) If the request is not complied with, the court may authorise the shareholders who have made

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<sup>1</sup> All translations of Sections of the German Stock Corporation Act are unofficial convenience translations.

the request to call a shareholders' meeting or publish such items. The court may also appoint the chairman of the meeting. The notice of the meeting or the publication shall contain a reference to such authorisation. The court decision may be appealed.

- (4) The company shall bear the costs of the shareholders' meeting and, in the case of paragraph 3, also the court costs if the court has granted such motion.

### **Sect. 142 Appointment of special auditors (excerpts)**

- (2) If the shareholders' meeting rejects a motion to appoint special auditors to audit any matter relating to the formation of the company or to any matter relating to the management of the company's business which has occurred within the past five years, the court shall, upon motion by shareholders whose aggregate shareholding, at the time the motion was filed, reaches one-hundredth of the share capital or a pro rata amount of EUR 100,000, appoint special auditors, provided that facts exist which give reason to suspect that improprieties or gross violations of law or the articles of association have occurred in connection with such matter; this also applies to events which date back not more than ten years provided that the corporation was listed on the stock exchange in the time of the event. The parties filing the motion shall provide evidence of the fact that they have been holders of such shares for at least three months prior to the day of the shareholders' meeting and that they will hold the shares until a decision on the motion has been rendered. Sect. 149 shall apply mutatis mutandis to agreements aimed at avoiding such special audit.

### **2. Motions and Proposals for Election by Shareholders (Sects. 126 (1) and 127 AktG)**

Shareholders may submit motions on individual agenda items (see Sect. 126 AktG); this also applies to nominations for the election of Supervisory Board members or auditors (see Sect. 127 AktG). Unlike for other motions from shareholders (counter-motions), no grounds need to be stated for proposals by shareholders for the election of Supervisory Board members or auditors.

Counter-motions of shareholders need not be made available where one of the exclusions pursuant to Sect. 126 (2) AktG exists (for the wording of the statute see below).

The same applies accordingly to the making available of election proposals. In addition, the Managing Board needs not make available proposals for the election of Supervisory Board members and auditors if these proposals do not contain the name, the practiced profession and the place of residence of the proposed candidates, or, in the case of a legal entity, its corporate name and registered office, and if, in the case of proposals for the election of Supervisory Board members, no information has been provided about their membership in other statutory supervisory boards the establishment of which is required by law. Information about their membership in comparable German and foreign supervisory bodies of commercial enterprises shall be enclosed.

The statement of the grounds for counter-motions and election proposals need not be made available if its total length exceeds 5,000 characters. If several shareholders file counter-motions in respect of the same subject matter to be resolved or if they submit the same election proposals, the Managing Board may combine such counter-motions and election proposals as well as their respective grounds.

Any motions (together with grounds) or election proposals of shareholders pursuant to Sect. 126 (1) and Sect. 127 AktG must be addressed to: HUGO BOSS AG, Hauptversammlung/Rechtsabteilung, Dieselstraße 12, 72555 Metzingen, or by telefax: +49 (0) 7123/942018 or by e-mail: Hauptversammlung@hugoboss.com. They must have been received not later than by Monday, 27 April 2015, 24.00 hrs CEST.

The above shareholder rights are based on the following provisions of the German Stock Corporation Act:

### **Sect. 126 Motions by shareholders**

- (1) Motions by shareholders, including the shareholder's name, the grounds for the motion and any comments of the management, are to be made available to the relevant entitled persons set forth in Sect. 125 (1) to (3) under the conditions set forth therein, provided that the shareholder has sent a counter-motion to the relevant address stated in the convening notice against a proposal of the managing board and the supervisory board with respect to a particular item of the agenda, including the grounds for the counter-motion, no later than 14 days prior to the meeting of the company. For the purposes of calculating such time period, the day of receipt shall not be counted. In the case of listed companies, the aforementioned motions must be made available on the website of the company. Sect. 125 (3) shall apply mutatis mutandis.
- (2) A counter-motion and the grounds therefor need not be made available where
  1. in doing so, the managing board would become criminally liable,
  2. the counter-motion would result in a resolution of the shareholders' meeting which is illegal or violates the articles of association,
  3. the grounds contain statements which are manifestly false or misleading in material respects or which are libellous,
  4. a counter-motion of such shareholder based on the same facts regarding a shareholders' meeting of the company has already been made available pursuant to Sect. 125,
  5. the same counter-motion of such shareholder on essentially identical grounds has already been made available pursuant to Sect. 125 in respect of at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the share capital represented has voted in favour of such counter-motion,
  6. the shareholder indicates that he will neither attend nor be represented at the shareholders' meeting, or
  7. the shareholder has failed at two shareholders' meetings within the past two years to make or cause to be made on his behalf a counter-motion communicated by him.

The statement of the grounds need not be made available if its total length exceeds 5,000 characters.

- (3) If several shareholders file counter-motions in respect of the same subject matter to be resolved, the managing board may combine such counter-motions and the respective grounds.

### **Sect. 127 Proposals for election by shareholders**

Sect. 126 shall apply analogously to a proposal by a shareholder for the election of members of

the supervisory board or external auditors. Such proposal need not be substantiated. The managing board is under no obligation to make available the proposal even if it does not contain the information required under Sect. 124 (3) sentence 3 and Sect. 125 (1) sentence 5.

### **Section 124 Publication of requests for additions to the agenda; proposals for resolutions (excerpts)\***

- (3) The proposal for the election of members of the supervisory board or auditors shall state their names, actual profession and place of residence.<sup>2</sup>

### **Section 125 Communications to shareholders and supervisory board members**

- (1) At least 21 days prior to the date of the shareholders' meeting, the managing board shall communicate the notice of the shareholders' meeting to those credit institutions and shareholders' associations that exercised voting rights on behalf of shareholders at the preceding shareholders' meeting or that have requested such communication. The day of the communication shall not be counted. If the agenda has to be amended in accordance with Section 122 (2), such amended agenda shall be communicated in the case of stock exchange listed companies. The communication shall indicate the possibilities of exercising voting rights by a proxy, including by a shareholders' association. In the case of stock exchange listed companies, any nomination for the election of supervisory board members must be accompanied by details on the membership in other supervisory boards whose establishment is required by law; details on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.
- (2) The managing board shall provide the same communication to shareholders who make such request or are registered as shareholders in the company's stock register at the beginning of the 14th day before the meeting. The articles may constrain communication to electronic means.
- (3) Every member of the supervisory board may request that the managing board send the same communication to him / her.
- (4) Upon request, every member of the supervisory board and every shareholder shall be sent the resolutions adopted at the shareholders' meeting.
- (5) Financial services institutions and enterprises operating under Section 53 (1), 1st sentence, or Section 53b (1), 1st sentence, or Section 53b (7) of the German Banking Act (KWG) shall be treated as equivalent to credit institutions

### 3. Shareholders' information right (Sect. 131 (1) AktG)

At the Annual Meeting, each shareholder shall upon request be provided with information by the Managing Board regarding the matters of the Company to the extent that such information is necessary for a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the Company's legal and business relations with any affiliated company. If a company makes use of the simplified procedure pursuant to Sect. 266 (1) sentence 3, Sect. 276 or Sect. 288 of the German Commercial Code (Handelsgesetzbuch - "HGB"), each shareholder may demand that, at the Annual Meeting for approval of the annual financial statements, such annual financial statements be presented to him in the form that would have been

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<sup>2</sup> • The text printed here is Section 124 (3), 4th sentence, of the German Stock Corporation Act (AktG), to which the text in Section 127, 3rd sentence, of the German Stock Corporation Act (AktG) should, in fact, refer.

used if such provisions on simplified procedure had not been applied. The duty of the managing board of a parent company (Sect. 290 (1), (2) HGB) to provide information at the Annual Meeting in which the consolidated financial statements and the consolidated management report (Lagebericht) are presented shall also extend to the situation of the group and the companies included in the consolidated financial statements. The information provided shall comply with the principles of conscientious and accurate account.

The Managing Board may refuse to provide information under the conditions set forth in Sect. 131 (3) AktG (for the wording of the statute see below).

The provision of information may not be refused for any other reasons.

If information has been provided to a shareholder outside the Annual Meeting by reason of his status as a shareholder, such information shall be provided to any other shareholder at the Annual Meeting upon request of the respective shareholder, even if such information is not necessary for a proper evaluation of the agenda item. In such case, the Managing Board may not refuse to provide information under nos. 1 to 4 above.

A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in notarial form in the minutes of the meeting.

Pursuant to Sect. 16 (3) of the articles of association, the chairman of the meeting is authorised to apply appropriate time restrictions to the right to speak and question for the entire course of the Annual Meeting, for individual agenda items or individual speakers.

The above shareholder rights are based on the following provision of the German Stock Corporation Act:

### **Sect. 131 Shareholder's information right**

- (1) At the shareholders' meeting, each shareholder shall upon request be provided with information by the managing board regarding the matters of the company to the extent that such information is necessary for a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated company. If a company makes use of the simplified procedure pursuant to Sect. 266 (1) sentence 3, Sect. 276 or Sect. 288 HGB, each shareholder may request that, at the shareholders' meeting for approval of the annual financial statements, such annual financial statements be presented to him in the form that would have been used if such provisions on simplified procedure had not been applied. The duty of the managing board of a parent company (Sect. 290 (1), (2) HGB) to provide information at the shareholders' meeting in which the consolidated financial statements and the consolidated management report are presented shall also extend to the situation of the group and the companies included in the consolidated financial statements.
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association or the rules of procedure pursuant to Sect. 129 may entitle the chairman of the meeting to set a reasonable time limit for shareholders' questions or speeches, and to determine more detailed rules in this respect.
- (3) The managing board may refuse to provide information
  1. to the extent that, in accordance with sound business judgment, the provision of such information is likely to cause not insignificant damage to the company or an affiliated

company;

2. to the extent that such information relates to the carrying amounts for tax purposes or the amount of certain taxes;
3. regarding the difference between the value at which items are recognised in the annual balance sheet and the higher value of such items (höherer Wert), unless the shareholders' meeting approves the annual financial statements;
4. regarding the accounting and valuation methods, to the extent that disclosure of such methods in the notes suffices to provide a fair view of the actual asset, financial and earnings situation of the company within the meaning of Sect. 264 (2) HGB; the foregoing shall not apply if the shareholders' meeting approves the annual financial statements;
5. to the extent that the provision thereof would render the managing board criminally liable;
6. to the extent that, in the case of credit institutions or financial services institutions, information on accounting and valuation methods applied and setoffs made need not be given in the annual financial statements, the management report, the consolidated financial statements or the consolidated management report;
7. to the extent that the information is continuously accessible on the website of the company for a period of at least seven days prior to and during the shareholders' meeting.

The provision of information may not be refused for any other reasons.

- (4) If information has been provided to a shareholder outside the shareholders' meeting by reason of his status as a shareholder, such information shall be provided to any other shareholder at the shareholders' meeting upon request of the respective shareholder, even if such information is not necessary for a proper evaluation of the agenda item. The managing board may not refuse to provide such information on the grounds of sub-paragraph (3) sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (Sect. 290 (1), (2) HGB), a joint venture (Sect. 310 (1) HGB) or an associated company (Sect. 311 (1) HGB) provides information to a parent company (Sect. 290 (1), (2) HGB) for purposes of the inclusion of the company into the consolidated financial statements of the parent company and such information is needed for such purposes.
- (5) A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting.