

The image features four vertical, rectangular pillars standing on a light blue surface. Each pillar is covered in a dense, pixelated texture of green and brown, resembling a forest or a natural landscape. The pillars are arranged in a slightly staggered pattern, with two in the foreground and two in the background. The background is a light, hazy blue sky.

HUGO BOSS

INVITATION TO THE ANNUAL SHAREHOLDERS' MEETING

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HUGO BOSS AG, METZINGEN

- ISIN DE000A1PHFF7 (securities identification number (WKN) A1PHFF)

Shareholders are cordially invited to the Ordinary Annual Shareholders' Meeting to be held at 10 a.m. on Tuesday, 12 May 2015,

at the Internationales Congresszentrum Stuttgart ICS, Messeplazza, Saal C1, 70629 Stuttgart.

AGENDA

- 1. Presentation of the established annual financial statements for HUGO BOSS AG and the approved consolidated annual financial statements for the period ending 31 December 2014, the consolidated report of the Managing Board for HUGO BOSS AG and for the HUGO BOSS Group for the 2014 financial year, the report of the Supervisory Board, the proposal of the Managing Board for the appropriation of the net profit for the 2014 financial year and the explanatory report on disclosures pursuant to Sect. 289 (4) and (5) and Sect. 315 (2) no. 5 and (4) of the German Commercial Code ("HGB") for the 2014 financial year**

The documents referred to under Agenda Item 1 are available on the Internet via <http://group.hugoboss.com> under item "Annual Shareholders' Meeting 2015"; link to "Investor Relations/Events/Annual Shareholders' Meeting". Furthermore, the documents will be available at the Annual Shareholders' Meeting in which they will be further explained. In accordance with legal requirements, no resolution will be taken with respect to Agenda Item 1, as the Supervisory Board has already approved the annual financial statements and the consolidated annual financial statements. The annual financial statements are thereby established.

- 2. Resolution on the appropriation of the net profit for the 2014 financial year**

The Managing and Supervisory Boards propose a resolution to appropriate the net profit of HUGO BOSS AG for the 2014 financial year in the amount of 254,848,000.00 EUR as follows:

Payment of a dividend of 3.62 EUR per ordinary registered share with dividend rights (69,016,167 ordinary registered shares) for the 2014 financial year

= 249,838,524.54 EUR

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The German Stock Corporation Act ("AktG") provides that own ordinary registered shares held by HUGO BOSS AG at the time of the resolution of the Annual Shareholders' Meeting are not entitled to dividend. The amount attributable to ordinary registered shares not entitled to dividend (currently 1,383,833 ordinary registered shares), namely = 5,009,475.46 EUR, will be carried forward to new account.

If the number of own shares held by HUGO BOSS AG were to rise or fall by the time of the Annual Shareholders' Meeting, the proposal on the appropriation of the net profit to be put to the Annual Shareholders' Meeting would be adjusted accordingly. There would be no change to the distribution of 3.62 EUR per ordinary registered share with dividend rights.

3. Resolution on the grant of formal approval for the acts of the members of the Managing Board in the 2014 financial year

The Managing and Supervisory Boards propose that the members of the Managing Board incumbent in the 2014 financial year be granted formal approval for that period.

4. Resolution on the grant of formal approval for the acts of the members of the Supervisory Board in the 2014 financial year

The Managing and Supervisory Boards propose that the members of the Supervisory Board incumbent in the 2014 financial year be granted formal approval for that period.

5. Resolution on re-elections to the Supervisory Board

The term of office of the six Supervisory Board members elected by the shareholders ends with the close of the Annual Shareholders' Meeting on 12 May 2015.

Based on the proposal of the nomination committee and taking into account the targets resolved by the Supervisory Board in 2010 in relation to its composition, the Supervisory Board proposes to elect the following persons as shareholder representatives to the Supervisory Board:

- Mrs Kirsten Kistermann-Christophe, Oberursel/Germany, Head of Equity Advisor
- Mr Gaetano Marzotto, Milan/Italy, Chairman of the Supervisory Board
- Mr Luca Marzotto, Venice/Italy, Chairman of the Managing Board
- Mr Michel Perraudin, Hergiswil/Switzerland, Management Advisor
- Mr Axel Salzmann, Großhansdorf/Germany, Member of the Managing Board
- Mr Hermann Waldemer, Pully/Switzerland, Consultant

The members named above are elected for the period ending at the close of the Annual Shareholders' Meeting which resolves upon the formal approval for the acts of the members of the Supervisory Board in the 2019 financial year.

In accordance with Sects. 96 (1), 101 (1) AktG and Sect. 7 (1) sentence 1 no. 1 of the German Co-Determination Act ("MitbestG"), the Supervisory Board is composed of 6 members elected by the shareholders and 6 members elected by the employees. In the election of

the shareholder representatives, the Annual Shareholders' Meeting is not bound by election proposals.

It is intended to elect each Supervisory Board member individually in accordance with the German Corporate Governance Code (number 5.4.3 sentence 1).

Information pursuant to Sect. 125 (1) sentence 5 AktG:

The candidates named above who are proposed for election to the Supervisory Board as shareholder representatives hold offices on the supervisory boards (the constitution of which is required by law) of the companies listed under a) and/or are members of comparable German or non-German controlling bodies of the enterprises listed under b).

Mrs. Kirsten Kistermann-Christophe

a) Member of the Supervisory Board GSW Immobilien AG, Berlin/Germany

Mr. Gaetano Marzotto

a) Member of the Supervisory Board HUGO BOSS AG
 b) Member of the Supervisory Board Zignago Holding SpA, Fossalta di Portogruaro, Italy
 Chairman of the Supervisory Board Santa Margherita SpA, Fossalta di Portogruaro, Italy
 Member of the Supervisory Board Zignago Vetro SpA, Fossalta di Portogruaro, Italy
 Member of the Supervisory Board Alpitour SpA, Torino, Italy

Mr. Luca Marzotto

a) Member of the Supervisory Board of HUGO BOSS AG
 b) Chairman of the Supervisory Board Zignago Holding SpA, Fossalta di Portogruaro, Italy
 Member of the Supervisory Board Santa Margherita SpA, Fossalta di Portogruaro, Italy
 Member of the Supervisory Board H. FarmVentures SPA, Roncade, Italy
 Member of the Supervisory Board New High Glass Inc, Miami, USA
 Member of the Supervisory Board Centervue SpA, Padova, Italy
 Member of the Supervisory Board Cà del Bosco Srl – Società Agricola, Erbusco, Italy
 Member of the Supervisory Board Verti Speciali SpA, Trent, Italy
 Member of the Supervisory Board Zignano Vetro SpA, Fossalta di Portogruaro, Italy
 Member of the Supervisory Board Telecom Italia SpA, Mailand, Italy

Mr Michel Perraudin

b) Chairman of the Supervisory Board ODLO Sports Holding AG, Hünenberg, Switzerland

Mr Axel Salzmann

a) Member of the Supervisory Board and Chairman of the Audit Committee TLG Immobilien AG, Berlin/Germany

Mr Hermann Waldemer

b) Member of the Supervisory Board and Member of the Audit Committee FCA US LLC (formerly Chrysler Group LLC), Detroit, USA

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In the assessment of the Supervisory Board, there are no personal or business relationships between any of the candidates proposed for election to the Supervisory Board and the Company or its group companies, the corporate bodies of the Company or any major shareholder of the Company, which relationships are recommended to be disclosed under number 5.4.1 (4) of the German Corporate Governance Code.

Detailed curricula vitae of the candidates proposed for election are available on the Internet via <http://group.hugoboss.com/>, link to Investor Relations/Annual Shareholders' Meeting.

Disclosure pursuant to number 5.4.3 sentence 3 of the German Corporate Governance Code: It is intended to elect Mr. Michel Perraudin from among the Supervisory Board members as Chair of the Supervisory Board at the Supervisory Board meeting which is scheduled to be held after the Annual Shareholders' Meeting.

6. Appointment of auditors and group auditors for the 2015 financial year as well as of auditors for the review (prüferische Durchsicht) of the condensed financial statements and of the interim report of the Managing Board for the first half of the 2015 financial year

Based on the recommendation of the audit committee, the Supervisory Board proposes to resolve:

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft
Mittlerer Pfad 15
70499 Stuttgart

is appointed as auditor of the financial statements and group auditor of the consolidated financial statements for the 2015 financial year and to review the condensed financial statements and the interim report of the Managing Board (Sect. 37w and Sect. 37y of the German Securities Trading Act ("WpHG")) for the first half of the 2015 financial year, if these are reviewed.

7. Resolution on the authorisation of the Company to purchase own shares, if required excluding tender rights, and to use these shares, if required excluding statutory subscription rights, and authorisation to cancel repurchased own shares and to reduce the Company's share capital

The authorisation issued by the Annual Shareholders' Meeting on 21 June 2010 pursuant to Sect. 71 (1) no. 8 AktG to purchase and use own shares expires on 20 June 2015. In order to maintain the Company's flexibility in the future, it is intended – by way of the proposed resolution – to cancel the aforesaid authorisation and to grant a new authorisation permitting the Company to purchase and use own shares acquired under this or earlier authorisations, which new authorisation expires on 11 May 2020.

The Managing Board and the Supervisory Board propose to resolve as follows:

- a) The Company is authorised to purchase own shares in accordance with Sect. 71 (1) no. 8 AktG. This authorisation expires on 11 May 2020. The authorisation is limited to a total of 10% of the issued share capital existing at the time of the resolution of the Annual Shareholders' Meeting or – if lower – at the time the authorisation is exercised. The authorisation may be exercised in whole or in part, once or several times, by the Company or an enterprise controlled or majority-owned by the Company or by third parties acting on behalf of the Company or an enterprise controlled or majority-owned by the Company.

Own shares may be purchased on the stock exchange or by way of a public purchase offer made to all shareholders or by way of a public invitation to all shareholders to submit offers for sale or by way of issuing tender rights to the shareholders.

- aa) If the shares are purchased on the stock exchange or by way of a public purchase offer, the purchase price per share paid by the Company must not be more than 10% above or below, as applicable, the arithmetic mean of the closing auction prices of the Company's no-par value shares in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange during the last ten stock exchange trading days before conclusion of the transaction imposing a legal obligation (if the acquisition is made via the stock exchange) or before publication of the decision to make a public purchase offer (if the acquisition is made by way of a public purchase offer), excluding incidental acquisition costs. If, after the announcement of a public purchase offer, the purchase price offered or the limits of the offered purchase price range deviate significantly, the offer may be adjusted. In this case, the relevant amount is based on the corresponding price prevailing on the last trading day before the announcement of the adjustment; the 10% limit with regard to the stipulation of the permissible purchase price per share is to be applied to this amount.

The volume of a public purchase offer may be limited. Where, in the context of a public purchase offer, the volume of the shares offered exceeds the volume intended to be repurchased, tender rights, if any, may be partially excluded such that shares may be purchased in proportion to the number of shares offered (tender quota) rather than in proportion to the number of shares held in the Company by the offering shareholders (shareholding quota). In addition, tender rights, if any, may be partially excluded to the extent that priority is given to smaller lots of up to 100 shares offered per shareholder or the number of shares is rounded in accordance with commercial rounding principles in order to avoid fractions of shares.

bb) If the shares are purchased by way of a public invitation to all shareholders to submit offers for sale, the Company specifies a purchase price range per share within which shares may be offered for sale. The purchase price range may be adjusted if, during the offer period, the share price deviates significantly from the share price prevailing at the time of publication of the invitation to submit offers for sale. The purchase price per share to be paid by the Company, which is calculated by the Company on the basis of the offers for sale received, must not be more than 10% above or below (but excluding incidental acquisition costs), as applicable, the arithmetic mean of the closing auction prices of the Company's no-par value shares in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange during the last three stock exchange trading days before the effective cut-off date described below. The cut-off date is the date on which the Company's Managing Board makes its final and formal decision regarding the acceptance of the offers for sale.

The volume of offers accepted may be limited. If, due to the limited volume, not all of several equal offers for sale can be accepted, tender rights, if any, may be partially excluded such that shares can be purchased on the basis of tender quotas rather than shareholding quotas. In addition, tender rights, if any, may be partially excluded such that priority is given to smaller lots of up to 100 shares offered per shareholder or the number of shares is rounded in accordance with commercial rounding principles in order to avoid fractions of shares.

cc) If the shares are purchased by means of issuing tender rights to shareholders, such rights may be allocated for each share of the Company. A fixed number of tender rights determined by reference to the ratio of the Company's issued share capital to the volume of shares to be repurchased by the Company will entitle a shareholder to sell one share of the Company back to the Company. Tender rights may also be allocated in such a way that one tender right is allocated for a certain number of shares based on the ratio of the Company's issued share capital to the repurchase volume. Fractions of tender rights will not be allocated; in these cases, the relevant partial tender rights will be excluded. The price or the limits of the offered purchase price range (in each case excluding incidental acquisition costs) for which a share of the Company may be sold to the latter when exercising a tender right, will be subject to the provisions of the above paragraph bb), with the relevant cut-off date being the date of publication of the repurchase offer with associated tender rights and, in the event of adjustments, with the relevant cut-off date being the date of publication of the adjustment. Further details of the tender rights, in particular their content, term and, if appropriate, their tradability, are determined by the Managing Board of the Company.

b) The Managing Board is authorised to sell the Company's own shares with the Supervisory Board's consent in a manner other than on the stock exchange or by way of an offer to all shareholders if the shares are sold for cash at a price which is not significantly lower than the stock exchange price of the Company's shares of the same class at the time of the sale. The shareholders' subscription rights are excluded in this context. However, this authorisation is subject to the condition that the shares sold by excluding subscription rights in accordance with Sect. 186 (3) sentence 4 AktG must not exceed 10% in total of the issued share capital either at the time the authorisation enters into effect or – if

lower – at the time it is exercised. Shares are to be counted towards this 10% limit of the issued share capital if they were issued by excluding subscription rights pursuant to Sect. 186 (3) sentence 4 AktG during the term of this authorisation until the sale of own shares from authorised capital by excluding subscription rights pursuant to Sect. 186 (3) sentence 4 AktG.

The Managing Board is further authorised, subject to the consent of the Supervisory Board to offer and transfer own shares to third parties in a manner other than on the stock exchange or by way of an offer to all shareholders provided that this occurs

- aa) for the purposes of acquiring companies or parts thereof or participating interests therein, or for the purposes of a merger, or for the purposes of acquiring other assets;
- bb) to float shares of the Company on foreign stock exchanges on which shares of the Company have not previously been admitted to trading. The price at which these shares are floated on foreign stock exchanges must not be more than 5% below the arithmetic mean of the closing auction prices of the Company's no-par value shares in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange during the last three stock exchange trading days preceding their flotation on the foreign stock exchange, excluding incidental acquisition costs; or
- cc) to offer the shares for sale to current or former employees of the Company or its affiliated enterprises.

Shareholders' statutory subscription rights in respect of these own shares are excluded in accordance with Sects. 71 (1) no. 8, 186 (3) and (4) AktG to the extent that these shares are used in line with the above authorisations. Furthermore, the Managing Board is authorised, subject to the consent of the Supervisory Board, to exclude the subscription rights of shareholders for fractional amounts if the Company's own shares are sold by means of an offer made to all shareholders.

In addition, the Managing Board is authorised, subject to the consent of the Supervisory Board, to cancel own shares without any further resolution of the Annual Shareholders' Meeting being required either for the cancellation of the shares or the implementation of such cancellation. Cancellation may also be implemented in accordance with Sect. 237 (3) no. 3 AktG without a capital reduction and in such a manner that the proportion of the issued share capital attributable to the remaining no-par value shares of the Company is increased as a result of the cancellation in accordance with Sect. 8 (3) AktG. The Managing Board is authorised to amend the number of shares specified in the Articles of Association accordingly pursuant to Sect. 237 (3) no. 3 2nd half-sentence AktG.

The above authorisations may be exercised in whole or in part, once or several times, individually or collectively. The above authorisations also cover the use of the Company's own shares which were repurchased under earlier authorisations to repurchase own shares and those acquired in accordance with Sect. 71d sentence 5 AktG or shares which are acquired (i) by a company controlled or majority-owned by the Company or (ii) by a third party acting on behalf of the Company or a company controlled or majority-owned by the Company.

- c) The authorisation issued by the Annual Shareholders' Meeting on 21 June 2010 to acquire the Company's own shares is cancelled from the date on which the authorisation under Agenda Item 7 lit. a) and b) comes into effect.

8. Resolution on the authorisation of the Company to use equity derivatives in connection with purchases of own shares pursuant to Sect. 71 (1) no. 8 AktG and on the exclusion of tender and subscription rights

Supplementary to the authorisation to purchase own shares pursuant to Sect. 71 (1) no. 8 AktG proposed to be resolved under Agenda Item 7, the Company is also to be authorised to purchase own shares using equity derivatives. The objective is not to increase the volume of shares which may be purchased, but merely to open up further options for purchasing own shares within, and counting towards, the limit specified in Agenda Item 7, which is further limited by lit. a) of the following resolution proposal.

The Managing Board and the Supervisory Board therefore propose to resolve as follows:

- a) Supplementary to the authorisation to purchase own shares pursuant to Sect. 71 (1) no. 8 AktG proposed to be resolved under Agenda Item 7 of the Ordinary Annual Shareholders' Meeting of 12 May 2015, the Company's own shares may – in addition to the ways described under Agenda Item 7 – also be purchased by way of equity derivatives. The Managing Board is authorised to acquire options which grant the Company the right to acquire own shares when the option is exercised (call options). Furthermore, the Managing Board is authorised to sell options which oblige the Company to purchase own shares when the option is exercised by its holder (put options). Own shares may also be purchased by way of a combination of call and put options or forward contracts (call options, put options as well as combinations of call and put options and forward contracts, in the following collectively referred to as equity derivatives). The authorisation becomes effective upon adoption of the resolution on 12 May 2015 and expires on 11 May 2020. The authorisation may be exercised in whole or in part, once or in several different transactions by the Company as well as its subsidiaries or by third parties acting on behalf of the Company or a subsidiary. The volume of share purchases by way of equity derivatives is limited to a maximum of 5% of the issued share capital existing at the time of the resolution by the Annual Shareholders' Meeting or – if lower – at the time the authorisation is exercised.
- b) Equity derivatives must be agreed with one or several credit institution(s), one or several enterprises operating in accordance with Sect. 53 (1) sentence 1 or Sect. 53b (1) sentence 1 or (7) of the German Banking Act ("KWG") or a group or consortium of credit institutions and/or such enterprises. The terms and conditions must ensure that

the equity derivatives are based only on shares acquired in accordance with the principle of equal treatment of shareholders; this is satisfied by acquiring the shares on the stock exchange. The premium paid by the Company for call options or received for put options or paid or received for a combination of call and put options must not be significantly higher or lower than the theoretical fair value as calculated using recognised financial mathematical models. The term of each individual equity derivative must not exceed 18 months and must be selected in such a way that the purchase of shares by way of exercising the equity derivatives cannot take place after 11 May 2020.

- c) The purchase price per share to be paid when a put option is exercised or when a forward purchase falls due must not be more than 10% above or below the arithmetic mean of the closing auction price in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange during the last three stock exchange trading days before the corresponding option transaction or forward purchase is agreed, in each case excluding incidental acquisition costs, but taking into account the premium received for the option. A call option may only be exercised if the purchase price payable is not more than 10% below or above the arithmetic mean of the closing auction price in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange during the three stock exchange trading days before the purchase of the shares, in each case excluding incidental acquisition costs but taking into account the premium paid for the option.
- d) Furthermore, it may be agreed with one or several of the credit institutions, financial service providers and/or equivalent enterprises indicated under lit. b) that the credit institution, the financial service provider and/or the equivalent enterprise deliver(s) a previously specified quantity of shares or a previously specified equivalent value, in euros, of the Company shares within a previously defined period. In this context, the price at which the Company purchases own shares must show a discount to the arithmetic mean of the volume weighted average prices of the share in electronic trading on the Frankfurt Stock Exchange, calculated during a predetermined number of stock exchange days. However, the price per share must not be lower than the above-mentioned mean by more than 20%. Furthermore, the credit institution(s), financial service provider(s) and/or equivalent enterprise(s) indicated under lit. b) must undertake to buy the shares on the stock exchange at prices within the range that would apply if the shares were purchased on the stock exchange directly by the Company.
- e) If some of the Company's own shares are purchased by way of equity derivatives in accordance with the above provisions, all rights of shareholders to enter into such equity derivatives transactions with the Company, if any, as well as all shareholder tender rights, if any, are excluded.
- f) As regards the use of the Company's own shares purchased by way of equity derivatives, the provisions specified in lit. b) of the resolution on Agenda Item 7 of the Annual Shareholders' Meeting of 12 May 2015 apply analogously. Shareholders' subscription rights to the Company's own shares are excluded insofar as these shares are used in accordance with the authorisations specified in lit. b) of the resolution proposed under Agenda Item 7.

Report of the Managing Board to the Annual Shareholders' Meeting on Agenda Item 7 in accordance with Sect. 71 (1) no. 8 AktG in conjunction with Sect. 186 (3) sentence 4 and (4) sentence 2 AktG

Under Item 7 of the Agenda, a proposal is made to the Annual Shareholders' Meeting that, for a period of 5 years ending 11 May 2020, the Managing Board be authorised, in accordance with Sect. 71 (1) no. 8 AktG, to purchase the Company's own shares up to a total of 10% of the issued share capital existing on the date on which the resolution is passed by the Annual Shareholders' Meeting or, if lower, on the date the authorisation is exercised. According to the proposed resolution, the Company is authorised to purchase own shares, even restricting the principle of equal treatment of all shareholders and any tender rights of shareholders, and to use such own shares purchased under this authorisation or earlier authorisations excluding shareholders' subscription rights.

At earlier Annual Shareholders' Meetings, the Company had already passed resolutions authorising the purchase of shares. The last of these resolutions dated 21 June 2010 permitted the purchase of shares until 20 June 2015. Now, in line with previous practice, the Company shall be reauthorised to purchase own shares. This authorisation is subject to the statutory restriction that any shares which have been newly acquired together with any existing own shares not yet used must not exceed the limit specified in Sect. 71 (2) sentence 1 AktG of 10% of the issued share capital. Own shares may be purchased on the stock exchange or by way of a public purchase offer made to all shareholders. Thus, all shareholders are given equal opportunities to sell shares to the Company in the event that the Company exercises the authorisation to acquire own shares. However, the authorisation also permits the Company to purchase shares, restricting the principle of equal treatment of all shareholders and any potential tender rights of shareholders.

Details:

Purchase of own shares excluding a potential tender right

Own shares shall first be purchased on the stock exchange, or by way of a public purchase offer made to all shareholders of the Company, or by way of a public invitation to all shareholders to submit offers for sale.

In the event of a public purchase offer or a public invitation to all shareholders to submit offers for sale, the number of shares offered by the shareholders may exceed the number of shares required by the Company. In this case, the shares must be allotted proportionally. Priority may then be given to small offers or smaller lots of up to a maximum of 100 shares. The objective is to avoid fractional amounts in determining the quotas to be purchased and small residual amounts and thus to simplify the technical procedure of the share repurchase. This also makes it possible to avoid de facto disadvantages to small shareholders. In addition, the scaling down can also be effected by allotting the number of shares to be

purchased in proportion to the number of shares offered (tender quota) rather than in proportion to the number of shares held in the Company because this permits the purchase process to be technically handled on a commercially reasonable scale. Finally, rounding in accordance with commercial rounding principles shall be permitted to avoid fractions of shares. To this extent the purchase quota and the number of shares to be purchased from individual shareholders can be rounded as necessary to make the purchase of whole shares feasible for technical purposes. The Managing Board believes that the inherent exclusion of any potential further tender rights of the shareholders is objectively justified and proportionate towards the shareholders.

In addition to purchasing shares on the stock exchange or by way of a public purchase offer made to all shareholders or by way of a public invitation to all shareholders to submit offers for sale, the authorisation also permits shares to be purchased by way of tender rights that were granted to the shareholders. These tender rights are structured in such a way that the Company is only obliged to purchase whole shares. Any tender rights that cannot be exercised in this connection are forfeited. This procedure ensures equal treatment of shareholders and simplifies the technical handling procedure for share repurchasing.

Use of purchased own shares and exclusion of subscription rights

In accordance with statutory provisions, it is permissible to re-sell the Company's own shares so purchased by way of a public offer made to all shareholders or on the stock exchange. It is ensured by way of the aforementioned options to sell the purchased own shares that the shareholders' right to equal treatment is protected when the shares are sold.

When selling the Company's own shares by way of a public offer made to all shareholders, the Managing Board shall be authorised, subject to the consent of the Supervisory Board, to exclude shareholders' subscription rights for fractional amounts. This exclusion of the subscription right for fractional amounts is necessary to facilitate the technical handling of the sale of own shares by way of a public offer to sell made to all shareholders. The fractions of own shares excluded from the shareholders' subscription rights will be sold either on the stock exchange or will be used on the best possible terms for the Company otherwise.

The proposed authorisation allowing the exclusion of shareholders' subscription rights where the purchased shares are to be sold for cash at a price which is not significantly lower than the stock exchange price of the Company's shares of the same class at the time of the sale makes use of the option to simplify the exclusion of subscription rights under Sect. 71 (1) no. 8 AktG in conjunction with Sect. 186 (3) sentence 4 AktG. The fact that the shares can only be sold at a price that is not substantially lower than the relevant stock exchange price of the Company's shares gives due consideration to the principle of protecting the shareholders' anti-dilution interests. The final purchase price for the Company's own shares will be determined shortly before the sale. The Managing Board will ensure that any discount on the stock exchange price is as low as possible given the market conditions prevailing at the time of placement. In any event, the discount on the stock exchange price at the time

of exercising the authorisation will not exceed 5% of the current stock exchange price. This authorisation is subject to the condition that the Company's own shares sold must not exceed 10% of the issued share capital either at the time the authorisation enters into effect or – if lower – at the time the authorisation is exercised. Shares are to be counted towards this 10% limit of the issued share capital if they were issued by excluding subscription rights from authorised capital pursuant to Sect. 186 (3) sentence 4 AktG during the term of this authorisation. It is ensured by counting these shares that the purchased own shares are not sold by excluding subscription rights in accordance with Sect. 186 (3) sentence 4 AktG if this would result in the exclusion of shareholders' subscription rights for more than 10% in total of the issued share capital by way of a direct or indirect application of Sect. 186 (3) sentence 4 AktG. This restriction, and the fact that the stock exchange price must be used as a point of reference for the issue price, ensure that the financial and voting interests of shareholders will remain appropriately safeguarded. Shareholders may acquire the number of shares required to maintain their participating interest at almost identical conditions on the stock exchange. Besides, the authorisation is in the interest of the Company, as it will ensure a greater degree of flexibility and will provide the opportunity to broaden the Company's shareholder base by specifically issuing shares to cooperation partners, institutional investors or financial investors. In addition, the authorisation shall permit the Company to respond swiftly and flexibly to favourable stock exchange conditions.

Furthermore, the Company shall continue to have the opportunity to offer its own shares in the context of mergers or in connection with the acquisition of companies, parts of companies, participating interests in companies or other assets. In transactions of this type, sellers frequently request that they receive consideration in the form of shares rather than in cash, and this particular method of financing acquisitions is increasingly required in international competition, too. The proposed authorisation will give the Managing Board (subject to the consent of the Supervisory Board) the necessary discretionary powers to be able to respond swiftly and flexibly to opportunities for acquisitions of companies, parts of companies or participating interests in companies on both German and international markets. Other assets to be acquired may include receivables (loans or bonds) from the Company or group companies. Where such receivables are contributed to the Company by way of a contribution in kind, the liability will cease to exist and the Company's equity base will be reinforced at the same time. The proposed exclusion of subscription rights provides for this objective. When defining the valuation ratios, the Managing Board will ensure that the interests of the shareholders are appropriately safeguarded. Generally, when determining the value of the shares granted as consideration, the Managing Board will use the stock exchange price as a point of reference. The authorisation does not provide for a schematic link to the stock exchange price, specifically in order not to jeopardise the successful outcome of negotiations as a result of fluctuations of the stock exchange price.

In addition, this authorisation is designed to permit the Managing Board, subject to the consent of the Supervisory Board, to use the Company's own shares for flotation on foreign stock exchanges where the Company's shares have not previously been listed. The Company is facing intense competition on the international capital markets. It is of paramount importance for the future growth of the Company's business that the Company is able to raise equity capital on reasonable market conditions at any time. This objective is served by the option to float the Company's shares on foreign stock exchanges, because this helps to broaden the Company's foreign shareholder base and to make its shares a stronger investment proposition. The proposed exclusion of subscription rights makes this type of flotation on foreign stock exchanges possible. In order to protect the shareholders' interests, the resolution contains clearly defined restrictions on the price at which the Company's shares may be floated on foreign stock exchanges.

In addition, the Managing Board shall be authorised, subject to the consent of the Supervisory Board, to offer the Company's own shares for sale to current or former employees of the Company or its affiliated enterprises. This is an authorisation to issue shares that are referred to as employee shares. The proposed exclusion of subscription rights is a precondition for the issue of such employee shares. Companies are entitled to use their own shares for the issue of employee shares without obtaining the authorisation of their respective annual shareholders' meeting (Sect. 71 (1) no. 2 AktG). However, this only applies to shares issued to employees within one year of their purchase (Sect. 71 (3) sentence 2 AktG). In derogation of this, the proposed resolution will permit the Managing Board to issue own shares as employee shares without having to observe any time limit. The Managing Board will decide on the terms and conditions of issue within the scope offered by Sect. 71 (1) no. 2 AktG. In particular, the Managing Board may offer shares, within a scope that is customary and reasonable, at a price below the current stock exchange price in order to create an incentive for their purchase. Since using the Company's existing own shares instead of a capital increase or cash compensation may make sense financially, this authorisation is intended to increase flexibility.

Finally, the authorisation also permits the cancellation of purchased own shares. Cancellation may either be effected in such a manner that the issued share capital of the Company is formally reduced or, without formally reducing the issued share capital, by a simple cancellation of the redeemed shares leading simultaneously to a share capital increase of the remaining shares. . The rights of the shareholders will not be prejudiced in either of the aforementioned cases.

The Managing Board will report to the Annual Shareholders' Meeting following the exercise of the authorisation to purchase the Company's own shares in accordance with Sect. 71 (3) sentence 1 AktG, if applicable in conjunction with Sect. 160 (1) no. 2 AktG.

Report of the Managing Board to the Annual Shareholders' Meeting on Agenda Item 8 in accordance with Sects. 71 (1) no. 8 and 186 (4) sentence 2 AktG

In addition to the options for purchasing own shares stipulated in Agenda Item 7, the Company shall also be given the option of purchasing own shares by means of specific equity derivatives. The aim of this is not to increase the total volume of shares which may be purchased, but only to open up further options for purchasing own shares. The Company's options for flexibly structuring the purchase of own shares are expanded through these additional alternatives.

In certain circumstances, it may be advantageous for the Company to purchase call options, sell put options, or purchase own shares via a combination of call and put options or forward purchases instead of acquiring own shares directly. Each such alternative is limited from the outset to a maximum of altogether 5% of the issued share capital existing at the time of the resolution by the Annual Shareholders' Meeting or – if lower – at the time the authorisation is exercised. The term of the options must be selected in such a way as to ensure that, when exercising the options, the shares cannot be purchased after 11 May 2020. This ensures that the Company cannot purchase own shares after expiry of the authorisation to purchase own shares which is valid until 11 May 2020 unless a new authorisation has been issued. Furthermore, the term of the equity derivatives cannot exceed 18 months in each case. This ensures that obligations under individual options transactions and forward purchases are appropriately limited in time.

If the Company purchases a call option, it will receive, in return for payment of an option premium, the right to purchase from the seller (writer) of the option within a specified period or at a specified date a pre-defined number of shares of the Company at a pre-agreed price (strike price). The exercise of the call option makes economic sense for the Company when the market price of the Company's shares is above the strike price and the Company then acquires the shares from the writer at the lower strike price. The same applies if by exercising the option, a block of shares is acquired which could only have been acquired otherwise at higher cost.

Through the use of call options, the Company's liquidity situation is also eased as it is under no obligation to pay the purchase price agreed for the shares until the Company exercises its call option. These aspects may in individual cases justify that the Company uses call options for a planned purchase of own shares. The option premium is to be determined on market terms which means that – taking into account the strike price, the term of the option and the volatility of the Company's shares, among other factors – it must substantially reflect the value of the call option. When exercising a call option, from the Company's perspective, the consideration paid for the acquisition of the share is increased by the market value of the option. The Company could realise such value if the option is not exercised. It constitutes a cash-equivalent benefit which thus, in case of the exercise of the option, increases the purchase price as a cost item. It also reflects the market value of what was originally paid as option premium and thus has to be taken into account as part of the share purchase price.

By entering into put options, the Company grants the respective holder of a put option the right to sell shares in the Company to the Company within a specified period or at a specific date at a price fixed in the put option (strike price). As consideration for this obligation to purchase own shares under the put option, the Company receives an option premium to be determined based on market terms which means that – taking into account the strike price, the term of the option and the volatility of the Company's shares, among other factors – it must substantially reflect the value of the put option. Exercising the put option only makes economic sense for the holder of the put option in the event that the share price at the time the put option is exercised is lower than the strike price as, in this instance, the holder can sell the share at the strike price to the Company which is higher than the achievable market price. At the same time, the Company may buy protection in the market against too high a risk arising from the development of the share price. The use of put options for the repurchase of shares offers the Company the advantage that the strike price is already fixed when the option transaction is concluded, while the cash outflow does not occur until the exercise date. From the point of view of the Company, the consideration payable for the acquisition of the shares is reduced by the market value of the option premium. Although the Company cannot purchase own shares in this way if the holder of the put option does not exercise the option because the share price is higher than the strike price on the exercise date or during the exercise period, it ultimately and without further consideration retains the option premium received.

In case options are used, the consideration payable by the Company for the shares is the respective strike price (in each case excluding incidental acquisition costs but taking into account the market value of the option). The strike price can be higher or lower than the stock exchange price of the share of the Company at the date of entering into the option transaction and on the date of the acquisition of the shares by way of exercising the option.

The purchase price per share payable when a put option is exercised or a forward purchase falls due must not be more than 10% above or below, as applicable, the arithmetic mean of the closing auction prices of the Company's no-par value shares in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange during the last three stock exchange trading days before the relevant option transaction or forward purchase is agreed, in each case excluding incidental acquisition costs but taking into account the premium received for the option. A call option can only be exercised if the purchase price payable is not more than 10% above or below, as applicable, the arithmetic mean of the closing auction prices of the Company's no-par value shares in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange during the last three stock exchange trading days before the purchase of the shares, in each case excluding incidental acquisition costs but taking into account the premium paid for the option. The Company may also enter into equity derivatives under which shares are delivered at a discount to a weighted average price.

The obligation to agree options and other equity derivatives only with one or several credit institution(s) or equivalent enterprises and to ensure that options and other equity derivatives are only satisfied with shares acquired in accordance with the principle of equal treatment of shareholders prevents disadvantages to shareholders in the event of purchases of own shares using equity derivatives.

To comply with the principle of equal treatment required under Sect. 71 (1) no. 8 AktG, it is sufficient if shares are purchased on the stock exchange at the stock exchange price for a share of the Company prevailing at the time of purchase. Since the price for the option (option price) is determined on market terms, shareholders not participating in the option transactions are not subject to any value-related disadvantage. On the other hand, the option of agreeing equity derivatives enables the Company to exploit market opportunities as soon as they arise and enter into corresponding equity derivatives. Any potential rights of shareholders to agree such equity derivatives with the Company are excluded, as are any potential shareholder tender rights. This exclusion is necessary to permit the use of equity derivatives in connection with the repurchase of own shares and to achieve the associated advantages for the Company. Agreeing corresponding equity derivatives with all shareholders would not be feasible.

Therefore, after weighing the interests of the shareholders and the interests of the Company, the Managing Board considers the authorisation to withhold or limit potential shareholder rights to agree equity derivatives with the Company and potential shareholder tender rights to be generally justified on account of the advantages arising for the Company from the use of equity derivatives.

With regard to the use of the Company's own shares purchased using equity derivatives, this does not differ from the options of use proposed under Agenda Item 7. Regarding the reasons for excluding shareholder subscription rights in connection with the use of the shares, reference is therefore made to the report by the Managing Board on Agenda Item 7.

As of the date of convocation of the Annual Shareholders' Meeting, the reports of the Managing Board on Agenda Items 7 and 8 to be rendered to the Annual Shareholders' Meeting pursuant to Sect. 71 (1) no. 8 in conjunction with Sect. 186 (4) sentence 2 AktG (the complete wording of which is set forth above) are available for inspection by the shareholders at the offices of HUGO BOSS AG, Dieselstr. 12, 72555 Metzingen as well as during the Annual Shareholders' Meeting itself, and are also available on the Internet via <http://group.hugoboss.com/>, link to Investor Relations/Annual Shareholders' Meeting.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

As at the date of the notice of the 2015 Annual Shareholders' Meeting, the total number of shares in the Company amounts to 70,400,000 ordinary registered shares and the total number of voting rights is 70,400,000 of which 1,383,833 voting rights from own ordinary registered shares are suspended.

REQUIREMENTS FOR ATTENDANCE AT THE ANNUAL SHAREHOLDERS' MEETING AND EXERCISE OF VOTING RIGHTS

APPLICATION FOR REGISTRATION

Only those shareholders who are entered in the share register of the Company 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 (Textform) in German or English at the address specified below by 24:00 CEST on Tuesday, 5 May 2015, at the latest.

HUGO BOSS AG
c/o Computershare Operations Center
80249 München
or by fax to: +49 89 30903-74675
or by e-mail to: anmeldestelle@computershare.de

Further information on the registration procedure is provided on the registration form (which may also be used to assign a proxy) sent to you together with the Invitation to the Annual Shareholders' Meeting, as well as on the above-mentioned website.

Credit institutions, associations of shareholders and individuals, institutions or companies of equal status pursuant to Sect. 135 (8) or Sect. 135 (10) in connection with Sect. 125 (5) AktG are not entitled to exercise the voting rights associated with shares not owned by them, but recorded under their name in the Company's share register, unless they have been authorised by the relevant shareholder.

After receipt of the registration by the Company, shareholders shall be sent admission tickets for the Annual Shareholders' Meeting. In order to ensure timely receipt of the admission tickets, we ask shareholders – without wishing to restrict shareholders' right to attend the Annual Shareholders' Meeting – to please make sure that the registration is sent to the Company at their earliest convenience.

Holders of American Depositary Receipts (ADR) may contact BNY Mellon Shareowner Services, P.O. Box 30170, College Station, TX 77842-3170, USA, e-mail: shrrelations@cpushareownerservices.com, for further information.

FREE DISPOSABILITY OF SHARES

A shareholder's registration for the Annual Shareholders' Meeting will not entail share blocking, i.e., even after having registered for attendance, shareholders remain free to dispose of their shares. The right to attend and vote is based on the shareholding evidenced by entry in the Company's share register as at the date of the Annual Shareholders' Meeting. This shareholding will correspond to the number of shares registered at the end of the closing date of the registration period (24:00 CEST on Tuesday, 5 May 2015), since applications for a modification of the registration in the Company's share register received from 6 May 2015 through 12 May 2015 will be processed and considered only with effect after the Annual Shareholders' Meeting on 12 May 2015. The technical record date is therefore the end of 5 May 2015.

PROXY VOTING

Shareholders who are registered in the Company's share register may also have their voting right exercised at the Annual Shareholders' Meeting by proxies – including a credit institution or an association of shareholders – by issuing a corresponding proxy. Should the shareholder issue a proxy to more than one person, the Company may reject one or several of them. Even in the event of appointment of a proxy, timely registration of the shareholder or the proxy in accordance with the foregoing provisions is necessary.

The granting of proxy, its revocation and the proof of authorisation towards the Company require text form (Textform) in accordance with Sect. 134 (3) sentence 3 AktG; Sect. 135 AktG remains unaffected. The proxy section in the Invitation to the Annual Shareholders' Meeting or the form available on the Company's website at <http://group.hugoboss.com> under item "Annual Shareholders' Meeting 2015," link to "Investor Relations/Events/Shareholders' Meeting" may be used by shareholders for appointing a proxy and by shareholders or the proxy for furnishing proof of authorisation; however, it is also possible for shareholders to issue a separate proxy in text form (Textform). The following address, fax number and e-mail address are available for furnishing proof of authorisation and revocation thereof until the beginning of the vote:

HUGO BOSS AG
c/o Computershare Operations Center
80249 München
Fax: +49 89 30903-74675
E-mail: VollmachtHV2015@hugoboss.com

To this end, on the day of the Annual Shareholders' Meeting, there will also be an entry and exit checkpoint for the Annual Shareholders' Meeting from 9:00 a.m. CEST at the Internationales Congresszentrum Stuttgart ICS, Messepiazza, Saal C1, 70629 Stuttgart.

If a credit institution, an institution or a company treated as equivalent to credit institutions pursuant to Sect. 135 (10) and Sect. 125 (5) AktG, an association of shareholders or any of the individuals to whom the provisions of Sect. 135 (1) to (7) AktG apply mutatis mutandis pursuant to Sect. 135 (8) AktG is authorised by proxy, the proxy shall be kept by the proxy

holder in a verifiable form; moreover, the proxy must be complete and may only contain declarations associated with the exercise of the voting rights. Therefore, if you wish to grant proxy to a credit institution, association of shareholders or other institutions, companies or individuals equivalent thereto under Sect. 135 AktG, please coordinate the form of the proxy with the proxy holder. In these cases, the proxy may be granted only to one specific proxy holder. However, pursuant to Sect. 135 (7) AktG, breach of the foregoing and certain other requirements specified in Sect. 135 AktG regarding the granting of proxy to the parties referred to in this paragraph does not operate to invalidate votes cast.

VOTING BY COMPANY-APPOINTED PROXIES

We offer our shareholders the option of having Company-appointed proxies represent them in the exercise of their voting rights. In this respect, the Company stipulates the following rules: Proxies may exercise voting rights only in accordance with expressly issued instructions on the individual agenda items. There is no proxy in the absence of such express instruction. The proxy and instruction form sent together with the Invitation to the Annual Shareholders' Meeting may be used to grant proxy. The granting of proxy (with instructions), its revocation and the proof of authorisation to the Company must be in text form (Text-form). Authorisations for proxies with express instructions must have been received by the Company at the latest by Friday, 8 May 2015, 24:00 CEST, at the address specified below:

HUGO BOSS AG
Herrn Martin Schürmann/Frau Ulrike Zahlten
c/o Computershare Operations Center
80249 München
or by fax: +49 8930903-74675
or by e-mail: VollmachtHV2015@hugoboss.com

On the day of the Annual Shareholders' Meeting itself, the entry and exit checkpoint for the Annual Shareholders' Meeting at the Internationales Congresszentrum Stuttgart ICS, Messepiazza, Saal C1, 70629 Stuttgart, will be available from 9:00 a.m. CEST for the issue, revocation and modification of instructions to Company-appointed proxies.

The Company-appointed proxies will not accept instructions on questions of procedure. Neither will these proxies accept any instructions for requests to speak, to raise objections against resolutions of the Annual Shareholders' Meeting or to ask questions or submit proposals.

Further information on the procedure to appoint a proxy is provided on the registration form sent to you together with the Invitation to the Annual Shareholders' Meeting, as well as on the above-mentioned website.

PUBLICATION ON THE COMPANY'S WEBSITE

Immediately after the Annual Shareholders' Meeting has been called, the following information and documents will be available on the Company's website at <http://group.hugoboss.com> under the item "Annual Shareholders' Meeting 2015"; link to "Investor Relations/Events/Annual Shareholders' Meeting" (cf. Sect. 124a AktG):

1. The contents of the notice of meeting together with information relating to the absence of a resolution to be adopted on Agenda Item 1 and the total number of shares and voting rights as at the date of the notice of meeting;
2. the documents to be provided to the meeting, namely the documents mentioned in Agenda Item 1;
3. forms that may be used for proxy voting.

SHAREHOLDERS' RIGHTS PURSUANT TO SECT. 122 (2), SECT. 126 (1), SECT. 127, 131 (1) AKTG

Addition to the agenda pursuant to Sect. 122 (2) AktG

Shareholders whose combined shareholdings represent a proportionate interest in the issued share capital of at least 500,000 EUR may request that items be placed on the agenda and announced. Such a request must be sent in written or electronic form as provided for in Sect. 126a of the German Civil Code ("BGB") (i.e. with a qualified electronic signature in accordance with the German Electronic Signature Act [Signaturgesetz]) to the Company's Managing Board (HUGO BOSS AG, Managing Board, Dieselstraße 12, 72555 Metzingen, Hauptversammlung@hugoboss.com) and must be received by the Company no later than 30 days prior to the Annual Shareholders' Meeting; the day of receipt and the day of the Annual Shareholders' Meeting shall not be included in calculating this period. The last possible date of receipt is therefore Saturday, 11 April 2015, 24:00 CEST. Further details on the requirements for exercising the right and its limitations are available on the Company's website at <http://group.hugoboss.com> under the item "Annual Shareholders' Meeting 2015"; link to "Investor Relations/Events/Annual Shareholders' Meeting" under "Information pursuant to Sect. 121 (3) sentence 3 no. 3 AktG regarding the rights of shareholders".

Shareholder motions and election nominations pursuant to Sect. 126 (1), 127 AktG

Shareholders may submit motions on individual agenda items (cf. Sect. 126 AktG); this also applies to nominations for the election of Supervisory Board members or auditors (cf. Sect. 127 AktG).

Pursuant to Sect. 126 (1) AktG, shareholder motions, including the shareholder's name, the grounds for the motion and any opinion expressed by the management, shall be made available to the eligible persons mentioned in Sect. 125 (1) to (3) AktG (this includes, inter alios, shareholders who so request) on the conditions specified therein, provided the shareholder has submitted a counter-motion (including the grounds therefor) to a proposal

by the Managing Board and/or the Supervisory Board on a specific agenda item at the address specified below at least 14 days prior to the Annual Shareholders' Meeting. The date of receipt shall not be counted. The last possible date of receipt is therefore Monday, 27 April 2015, 24:00 CEST. A counter-motion need not be made available if one of the exclusion criteria pursuant to Sect. 126 (2) AktG is met. Further details on the requirements for exercising the right and its limitations are available on the Company's website at <http://group.hugoboss.com> under the item "Annual Shareholders' Meeting 2015"; link to "Investor Relations/Events/Annual Shareholders' Meeting" under "Information pursuant to Sect. 121 (3) sentence 3 no. 3 AktG regarding the rights of shareholders".

The right of a given shareholder to submit counter-motions during the Annual Shareholders' Meeting on the various agenda items even without prior notice to the Company remains unaffected. We hereby advise that counter-motions that have been submitted to the Company in advance and in good time will be considered at the Annual Shareholders' Meeting only if they are made at the meeting.

No grounds need be provided for election nominations by shareholders pursuant to Sect. 127 AktG. Election nominations are made available only if they include the name, profession exercised and place of residence of the nominee and, in the case of election of Supervisory Board members, information on their membership in other supervisory boards to be created pursuant to applicable law (cf. Sect. 127 sentence 3 in conjunction with Sect. 124 (3) and Sect. 125 (1) sentence 5 AktG). Pursuant to Sect. 127 sentence 1 AktG in conjunction with Sect. 126 (2) AktG, there are other grounds that, if present, make it unnecessary to make nominations available on the website. In all other respects, the requirements and rules for disclosure of motions apply mutatis mutandis; in particular, Monday, 27 April 2015, 24:00 CEST, is again the last possible date by which election nominations must have been received at the address set forth below in order to still be made available. Further details on the requirements for exercising the right and its limitations are available on the Company's website at <http://group.hugoboss.com> under the item "Annual Shareholders' Meeting 2015"; link to "Investor Relations/Events/Annual Shareholders' Meeting" under "Information pursuant to Sect. 121 (3) sentence 3 no. 3 AktG regarding the rights of shareholders".

Any shareholder motions (including the grounds therefor) or election nominations by shareholders pursuant to Sect. 126 (1) and Sect. 127 AktG must be sent exclusively to the following address:

HUGO BOSS AG
Hauptversammlung/Rechtsabteilung
Dieselstraße 12
72555 Metzingen
or by fax to: +49 7123 9480273
or by e-mail to: Hauptversammlung@hugoboss.com

After receipt, shareholder motions and election nominations to be made available (including the name of the shareholder and – in the case of motions – the grounds therefor) will be made available online at <http://group.hugoboss.com> under the item "Annual Shareholders' Meeting 2015"; link to "Investor Relations/Events/Annual Shareholders' Meeting". Any opinions expressed by the management will also be published on the aforementioned website.

Shareholders' rights to information pursuant to Sect. 131 (1) AktG

At the Annual Shareholders' Meeting, shareholders and proxies may request from the Managing Board information on Company matters, provided the information is necessary to properly evaluate the relevant agenda item (cf. Sect. 131 (1) AktG). The right to information extends to the Company's legal and business relations with any affiliate and the group's position and that of the entities included in its consolidated financial statements. As a general rule, requests for information must be made orally at the Annual Shareholders' Meeting during the discussion period.

The information provided shall comply with the principles of conscientious and accurate reporting. The Managing Board may refuse to provide the information subject to the conditions of Sect. 131 (3) AktG.

Pursuant to Sect. 16 (3) of the Articles of Association, as regards the shareholders' right to speak and to ask questions, the Chairman of the meeting is authorised to apply appropriate time restrictions for the entire course of the Annual Shareholders' Meeting, for individual agenda items or for individual speakers.

Further details on the requirements for exercising the right and its limitations are available on the Company's website at <http://group.hugoboss.com> under the item "Annual Shareholders' Meeting 2015", link to "Investor Relations/Events/Annual Shareholders' Meeting" under "Information pursuant to Sect. 121 (3) sentence 3 no. 3 AktG regarding the rights of shareholders".

The voting results will be posted after the Annual Shareholders' Meeting on the same website at <http://group.hugoboss.com> under the item "Annual Shareholders' Meeting 2015".

The Invitation to the Annual Shareholders' Meeting has been submitted for publication to those media which may be presumed to distribute the information throughout the European Union.

Metzingen, March 2015

The Managing Board

GETTING TO THE ANNUAL MEETING

ARRIVING BY CAR

The New Stuttgart Trade Fair Centre is 13 kilometres away from the Stuttgart city centre and is located directly next door to Stuttgart Airport. Please follow the signs to the Trade Fair Centre/Airport.

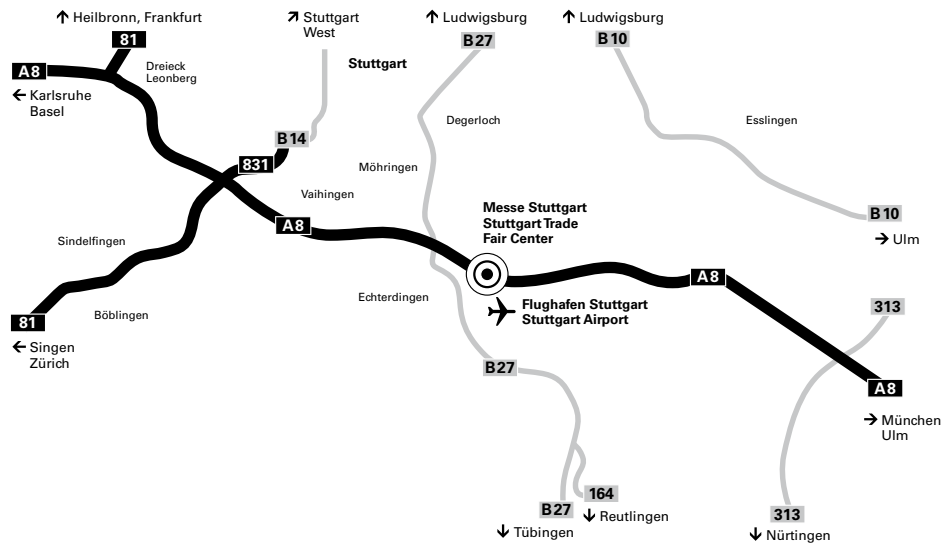
ARRIVING VIA THE A8 MOTORWAY

From the direction of Stuttgart: Leave the motorway at the "Echterdinger Ei" junction and go to the access road for airport and trade fair centre. Please follow the signs of the parking guidance system.

From the direction of Munich: There is an exit on the A8 motorway which leads you to the multi-storey car park over the motorway. Please follow the signs of the parking guidance system.

ARRIVAL VIA THE B27 TRUNK ROAD

From the direction of Stuttgart or Tübingen: From both directions the car parks at the western edge of the trade fair site are accessible. The multi-storey car park over the A8 motorway can also be reached. Please follow the signs of the parking guidance system.



ARRIVAL BY PLANE

The airport terminals are approx. 200 metres from the trade fair site and can be easily reached on foot.

ARRIVAL BY TRAIN

Stuttgart is directly connected to 13 European capitals via the rail network (ICE, IC and InterRegio trains).

From Stuttgart Main Station: Rapid-transit trains (S2 and S3 lines) run between Stuttgart Main Station and Stuttgart Airport / New Stuttgart Trade Fair Centre. The travelling time is 27 minutes.

UNDERGROUND GARAGE P22/23 AT THE MESSEPIAZZA

Note: Only parking fees of the underground garage P22/23 will be refunded by HUGO BOSS.

We would like to ask you to exchange your parking ticket for a free exit ticket at the counter of the wardrobe in the foyer of hall C1.

Please follow the signs ICS and P22/23.

VENUE: ICS – C1