

Compliance Declaration

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 A1PHFF, International Securities ID DE000A1PHFF7

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 2018, the recommendations of the Government Commission "German Corporate Governance Code" in the version as amended on February 7, 2017 – officially published in the Federal Gazette on April 24, 2017 – have been and are complied with except for:

- Deviating from the recommendation in section 4.2.2 sentence 6 GCGC, the total compensation of the members of the Managing Board complies with the statutory criteria without specifically taking into consideration the relationship between the compensation of senior management and the staff overall, particularly in terms of its development over time because the Supervisory Board is of the opinion that the statutory criteria, namely the appropriateness of the tasks and the performances, the situation of the Company and the common level of compensation in the industry, are more important.
- Deviating from the recommendation in section 4.2.3 sentence 7 GCGC, a cap is indeed specified regarding the total compensation of the members of the Managing Board. Insofar as section 4.2.3 sentence 7 GCGC is understood in a sense that it also requires an explicit cap for variable compensation components, HUGO BOSS AG deviates from the recommendation, as it does not comply with this formality. However, materially also a cap for the variable compensation components exists because it can be calculated by deducting the fixed compensation component from the cap of the total compensation.
- Deviating from the recommendation in section 5.4.1 sentence 3 GCGC, the Supervisory Board has not specified a regular limit of length of membership for the members of the Supervisory Board. The company can also benefit from the experience of long-term Supervisory Board members. In the opinion of HUGO BOSS AG a regular limit of length of membership which is specified in advance is therefore not appropriate.
- Deviating from the recommendation in section 5.4.6 sentence 4 GCGC, the compensation for members of the Supervisory Board based on the success is not oriented toward sustainable growth. The compensation for members of the Supervisory Board was resolved by the general assembly of the shareholders, the compensation based on the success is contained in section 12 para. 2 of the articles of association of HUGO BOSS AG. The Managing Board and Supervisory Board will propose to the Annual General Meeting of HUGO BOSS AG, scheduled for May 7, 2020, an amendment of the compensation of the Supervisory Board contained in § 12 of the articles of association. This proposal will provide for a fixed compensation only and therefore no compensation based on the success. If the proposal is adopted by the Annual General Meeting, HUGO BOSS AG will henceforward no longer deviate from the aforementioned recommendation.
- Deviating from the recommendation in section 5.4.6 sentence 5 GCGC, the compensation of the members of the Supervisory Board is neither reported individually

in the notes nor in the management 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 does not provide information relevant to the capital market.

Metzingen, December 2019