

HUGO BOSS

Virtual Annual Shareholders' Meeting of HUGO BOSS AG on 24 May 2022

Information pursuant to section 121 para. 3 sentence 3 no. 3 of the German Stock Corporation Act (*Aktiengesetz* - "AktG") regarding the rights of shareholders

The invitation to the Virtual Annual Shareholders' Meeting already contains information regarding the rights of shareholders pursuant to section 122 para. 2, sections 126 para. 1, 127, section 131 para. 1 of the AktG, section 1 para. 2 sentence 1 no. 3 in conjunction with sentence 2 of the German COVID-19 Act¹, section 245 no. 1 of the AktG, section 1 para. 2 sentence 1 no. 4 of the German COVID-19 Act in the following, more detailed information is provided in respect of such provisions.

1. Requests for the inclusion of supplementary items in the agenda at the request of a minority (section 122 para. 2 of the AktG)

Shareholders whose combined shareholdings represent a pro-rata amount of the capital stock of at least EUR 500,000 (the latter corresponds to 500,000 no par value ordinary 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. In addition, the applicants need to prove that they had been holders of the shares for no less than 90 days prior to the receipt of the request and that they will hold the shares until a decision on the request has been made by the Managing Board. The request must have been received by the Company at least 30 days prior to the Virtual Annual Shareholders' Meeting; for the purpose of calculating the above time period, the day of receipt of the request shall not be counted. Any move from a Sunday, a Saturday or a public holiday to a preceding or succeeding business day shall not be possible. Sections 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch* - "BGB") shall not apply *mutatis mutandis*.

Requests 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 section 126a of the German Civil Code (i.e. with qualified electronic signature); 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 30 days prior to the Virtual Annual Shareholders' Meeting, i.e. until Saturday, 23. April 2022, 24.00 hrs CEST.

¹ German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic of 27 March 2020 as amended by the Act on the Further Shortening of Residual Debt Relief Proceedings and on the Adaptation of Pandemic-Related Provisions in Corporate Law, Cooperatives Law, Associations and Trust Law and in Tenancy and Lease Law of December 22, 2020, the application of which has been extended until August 31, 2022 by the Act for the Establishment of a Special Fund "Development Aid 2021" and on the Temporary Suspension of the Insolvency Filing Obligation Due to Heavy Rainfall and Floods in July 2021 as well as to Amend Other Laws of September 10, 2021.

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To the extent that the requests for inclusion which have been received in good time are subject to a publication requirement, they will be published together with the invitation of the Annual Shareholders' Meeting or otherwise immediately upon receipt, in the Federal Gazette and distributed via suitable media throughout the European Union and made available on the Company's website. The amended agenda will be notified together with the invitation of the Annual Shareholders' Meeting pursuant to section 125 para. 1 sentence 3 of the AktG.

The above shareholder rights are based on the following provisions of the AktG:

section 122; Calling of a meeting at the request of a minority (excerpt)

- (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. Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they will hold the shares until a decision on the request has been made by the Managing Board. section 121 para. 7 shall apply *mutatis mutandis*.
- (2) In the same manner, shareholders whose combined shareholding amount to at least 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.

section 121; General information (excerpts)

- (7) Time limits and dates that are calculated backwards from the date of the meeting shall be calculated disregarding the date of the meeting. Any move from a Sunday, a Saturday or a public holiday to a preceding or succeeding business day shall not be possible. sections 187 to 193 of the German Civil Code shall not apply *mutatis mutandis*. In the case of unlisted companies, the articles of association may provide for a different calculation of the time limit.

section 70; Calculation of the Duration of Shareholding

If the exercise of rights arising from a share requires the shareholder to have been the holder of such share for a certain period of time, the claim to demand transfer of title from a credit

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institution, a financial services institution or an enterprise operating under section 53 para. 1 sentence 1 or section 53b para. 1 sentence 1 or para. 7 of the German Banking Act (*Gesetz über das Kreditwesen*) is deemed equivalent to ownership. The period during which a share was owned by a predecessor in title will be attributed to the shareholder, provided that the shareholder has acquired the share without consideration, from the shareholder's trustee, as a universal successor in title, in connection with the liquidation of a community of interest, or as a result of a portfolio transfer pursuant to section 13 of the German Insurance Supervision Act (*Versicherungsaufsichtsgesetz*) or section 14 of the German Building and Loan Associations Act (*Gesetz über Bausparkassen*).

2. Motions and Proposals for Election by Shareholders (sections 126 para. 1, 127 of the AktG)

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

Motions of shareholders need not be made available where one of the exclusions pursuant to section 126 para. 2 of the 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 motions and election proposals need not be made available if its total length exceeds 5,000 characters. If several shareholders file 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 motions or election proposals, respectively, as well as their respective grounds.

Any motions (together with grounds) or election proposals of shareholders pursuant to section 126 para. 1 and section 127 of the AktG must be addressed to: HUGO BOSS AG, Vorstand (Managing Board), Dieselstraße 12, 72555 Metzingen, or by e-mail: hauptversammlung@hugoboss.com. They must have been received not later than by Monday, 9 May 2022, 24.00 hrs CEST.

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The Managing Board will add the following information to election proposals of shareholders for the election of supervisory board members that have to be made available:

1. Reference to the requirements of section 96 para. 2 of the AktG,
2. Information whether an objection against the joint fulfilment (Gesamterfüllung) pursuant to section 96 para. 2 sentence 3 of the AktG has been raised and
3. Information how many seats in the supervisory board need at least to be taken by women and men, respectively, in order to meet the minimum share requirement (Mindestanteilsgebot).

In accordance with section 1 para. 2 sentence 3 of the German COVID-19-Act, shareholder motions and election nominations that are to be made accessible pursuant to sections 126, 127 of the AktG will be deemed to have been submitted at the virtual Annual Shareholders' Meeting provided that the shareholder putting forth the motion or submitting the election nomination is legitimately entitled to do so and has been registered for attendance at the virtual Annual Shareholders' Meeting.

The above shareholder rights are based on the following provisions of the AktG, which also stipulate the requirements to fulfil in order to abstain from making motions or election proposals available as well as on the following provisions of the German COVID-19-Act:

section 126 of the AktG; 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 section 125 para. 1 to para. 3 under the conditions set forth therein, provided that the shareholder has sent a 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 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. section 125 para. 3 shall apply mutatis mutandis.
- (2) A motion and the grounds therefor need not be made available where
 1. in doing so, the managing board would become criminally liable,
 2. the 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

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material respects or which are libellous,

4. a motion of such shareholder based on the same facts regarding a shareholders' meeting of the company has already been made available pursuant to section 125,
5. the same motion of such shareholder on essentially identical grounds has already been made available pursuant to section 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 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 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 motions in respect of the same subject matter to be resolved, the managing board may combine such motions and the respective grounds.

section 127 of the AktG; Proposals for election by shareholders

Section 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 section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5. The Managing Board shall add the following information to election proposals of a shareholder, that has to be made available, for the election of supervisory board members of listed stock corporations for which the Co-Determination Act (*Mitbestimmungsgesetz*), the Montan-Co-Determination Act (*Montan-Mitbestimmungsgesetz*) or the Co-Determination Supplementation Act (*Mitbestimmungsergänzungsgesetz*) applies:

1. Reference to the requirements of section 96 para. 2,
2. Information whether an objection against the joint fulfilment (*Gesamterfüllung*) pursuant to section 96 para. 2 sentence 3 has been raised and
3. Information how many seats in the supervisory board need at least to be taken by women and men, respectively, in order to meet the minimum share requirement (*Mindestanteilsgebot*).

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section 124 of the AktG; Publication of requests for additions to the agenda; proposals for resolutions (excerpts)

- (3) (sentence 4) The proposal for the election of members of the supervisory board or auditors shall state their names, actual profession and place of residence.

section 125 of the AktG; Communications to shareholders and supervisory board members

- (1) At least 21 days prior to the date of the shareholders' meeting, the managing board of a company that has not exclusively issued registered shares shall communicate the notice of the shareholders' meeting to:
1. the intermediaries who hold shares in the company in custody,
 2. the shareholders and intermediaries who have requested such communication and
 3. the shareholders' associations that have requested such communication or exercised voting rights at the preceding shareholders' meeting.

The day of the communication shall not be counted. If the agenda must be amended in accordance with Section 122 para. 2, such amended agenda shall be communicated in the case of stock exchange listed companies. The communication shall indicate the option of exercising voting rights by a proxy, including by a shareholders' association. In the case of listed companies, any nomination for the election of supervisory board members must be accompanied by details of their memberships in other supervisory boards whose establishment is required by law; details of their memberships in comparable domestic and foreign controlling bodies of business enterprises should also be provided.

- (2) The managing board of a company that has issued registered shares shall provide the same communication to persons registered in the share register, as well as to the shareholders and intermediaries who have requested such communication and to the shareholders' associations that have requested such communication or exercised voting rights at the preceding shareholders' meeting, by the beginning of the 21st day before the shareholders' meeting.
- (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) The minimum requirements as regards the content and format of the information contained in the communications in accordance with section 125 para. 1 sentence 1 and

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para. 2 are specified in Commission Implementing Regulation (EU) 2018 / 1212. Section 67a para. 2 sentence 1 shall apply to section 125 para. 1 and para. 2 mutatis mutandis. In the case of listed companies, the intermediaries who hold shares in the company in custody are obligated pursuant to sections 67a and 67b to forward and communicate the information specified in section 125 para. 1 and para. 2, unless the intermediary knows that the shareholder receives it from another party. The same shall apply to non-listed companies, with the proviso that the provisions of Commission Implementing Regulation (EU) 2018 / 1212 shall not be applied.

section 1 of the German COVID-19-Act; Stock corporations; public partly limited partnerships; European companies (SEs); mutual insurance companies (excerpt)

(2) (sentence 3) Shareholder motions or election nominations that have to be made accessible pursuant to sections 126, 127 of the AktG shall be deemed to have been proposed at the shareholders' meeting if the shareholder submitting the motion or the election nomination is duly authorized and registered for the shareholders' meeting.

3. Shareholders' right to submit questions (section 1 para. 2 sentence 1 no. 3 of the German COVID-19-Act)

According to section 1 para. 2 sentence 1 no. 3 of the German COVID-19 Act shareholders need to be granted a right to submit questions. This right to submit questions is not equivalent to the right to receive information within the meaning of section 131 of the AktG.

The Managing Board of HUGO BOSS AG made the decision with the consent of the Supervisory Board to give shareholders or their proxies – following their proper registration – the possibility of submitting questions to the Managing Board using the Online Service in line with the procedure specified by the Company at shareholdermeeting.hugoboss.com under "Annual Shareholders' Meeting 2022", subitem "Service for the AGM". No questions can be asked during the Annual Shareholders' Meeting.

Questions must relate to matters pertaining to the Company, the legal and business relations of the Company with affiliated enterprises, and on the situation of the group and of the enterprises included in the consolidated financial statements to the extent that such information is required for the proper assessment of items on the agenda.

In order to facilitate the preparation of the shareholders for the Annual Shareholders' Meeting, the Company intends to make the planned speeches and reports of the Chairman of the Managing Board available in full or in part or in a summary in good time before the Annual Shareholders' Meeting at shareholdermeeting.hugoboss.com under "Annual Shareholders' Meeting 2022".

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Questions must be received by the Company through the Online Service by no later than 22 May 2022, 24:00 hrs CEST. Due to technical reasons, the length of a question may possibly be limited to a certain number of characters; however, the number of questions a shareholder – or its proxy – can submit will not be affected thereby.

The Managing Board will decide, at its due discretion, how it will answer the questions. It can hereby summarize questions. Questions in foreign languages will not be entertained. The Managing Board preserves the right to answer frequently asked questions upfront on the Company's website.

In answering questions, the Managing Board reserves the right to name questioners unless the questioner has expressly objected to being named.

The above shareholder rights are based on the following provision of the German COVID-19-Act:

section 1 of the German COVID-19-Act; Stock corporations; public partly limited partnerships; European companies (SEs); mutual insurance companies (excerpt)

- (2) The Managing Board may decide that the meeting shall be held as a virtual shareholders' meeting without the physical presence of the shareholders or their representatives, provided that: [...]
3. shareholders are given the right to ask questions by electronic communication, [...]

The Managing Board, at its free and dutiful discretion, decide how it answers questions; it may also provide that questions must be submitted by electronic communication no later than one days before the meeting.

4. Objections to resolutions (section 245 no. 1 of the AktG, section 1 para. 2 sentence 1 no. 4 of the German COVID-19-Act)

Shareholders who exercised their voting right personally or by proxy will be provided with the possibility of filing objections against resolutions of the virtual Annual Shareholders' Meeting for recording in the minutes in accordance with section 245 para. 1 of the AktG, section 1 para. 2 sentence 1 no. 4 of the German COVID-19-Act. Corresponding declarations can be made in accordance with the procedure established for that purpose using the Online Service in line with the procedure specified by the Company at shareholdermeeting.hugoboss.com under "Annual Shareholders' Meeting 2022", subitem "Service for the AGM" starting from the opening of the virtual Annual Shareholders' Meeting up to its closing by the person chairing the meeting. The notary public has authorized the Company to receive objections via the Online Service,

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which will provide the notary public with the objections.

You will be granted access to the Online Service after entering your shareholder number and the related individual access number, which you can find in the documents sent to you. You will receive the data necessary to access the Online Service together with the Invitation to the Annual Shareholders' Meeting provided you are registered in the shareholder register as a shareholder at the beginning of 3 May, 2022. Shareholders whose registration in the shareholder register only takes place after that point in time will be provided with the access data for the Online Service by the Company upon request. Shareholders who have registered for electronic mailing of the Invitation to the Annual Shareholders' Meeting and who have entered their own access password for this purpose must use the access password chosen by them upon registration instead of the individual access number. Special rules concerning the use of the Online Service apply in the event of registrations by a proxy, e.g., by an intermediary (notably credit institutions), a shareholder association or a proxy advisor. Please see the aforementioned website for further details.

The above shareholder rights are based on the following provisions of the AktG and the German COVID-19-Act:

section 245 of the AktG; Authority to bring an action for avoidance (excerpt)

The following shall have authority to bring an action for avoidance:

1. Any shareholder attending the shareholders' meeting, provided he / she has already acquired the shares prior to the agenda having been published by notice and provided he / she raised an objection concerning the resolution and had it recorded in the minutes.

section 1 of the German COVID-19-Act; Stock corporations; public partly limited partnerships; European companies (SEs); mutual insurance companies (excerpt)

- (2) The Managing Board may decide that the meeting shall be held as a virtual shareholders' meeting without the physical presence of the shareholders or their representatives, provided that: [...]
4. shareholders who have exercised their voting rights in accordance with section 1 para. 2 no. 2 are given the opportunity to object to a resolution adopted by the shareholders' meeting by way of derogation from section 245 no. 1 of the German Stock Corporation Act, with the need to be physically present at the shareholders' meeting being waived.

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5. Voting confirmation (section 129 para. 5 of the AktG)

Confirmations on whether and how votes were counted pursuant to section 129 para. 5 of the AktG can be obtained within one month as of the date of the Annual Shareholders' Meeting after successfully logging into our Internet Service at shareholdermeeting.hugoboss.com under "Annual Shareholders' Meeting 2022", subitem "Service for the AGM".

Alternatively, anyone who has voted can address their request to our Shareholder Hotline (Tel. +49 7123 94 80910, E-Mail: hv-service.hugoboss@adeus.de).

The above shareholder rights are based on the following provisions of the AktG:

section 129 of the AktG; Voting confirmation (excerpt)

- (5) The person voting may request confirmation from the company within one month of the day of the shareholders' meeting as to whether and how his vote was counted. The company shall provide the confirmation in accordance with the requirements of Article 7 para. 2 and Article 9 para. 5, second subparagraph, of the Implementing Regulation (EU) 2018/1212. If the confirmation is given to an intermediary, the intermediary shall send the confirmation to the shareholder without undue delay. Section 67a para. 2 sentence 1 and para. 3 shall apply accordingly.