

FAQs on the conversion of preferred shares into ordinary shares and the introduction of registered shares

Conversion of preferred shares into ordinary shares

1. What was the difference between the historic preferred shares and the ordinary shares?

Preferred shares and ordinary shares differed with regard to the voting rights that were attached to them and their dividend entitlement. In contrast to the ordinary shares the preferred shares did not carry a voting right. After the share conversion all shareholders have a voting right, i.e. every shareholder may vote at the Annual Shareholders' Meeting. Besides, preferred shares granted the shareholders a preference in terms of dividends. In line with this, holders of preferred shares received a dividend per preferred share from the balance sheet profit that was EUR 0.01 higher than that received by holders of ordinary shares but amounted to at least EUR 0.01 per preferred share. After the share conversion all shareholders receive the same dividend amount.

2. Why did HUGO BOSS AG have both preferred and ordinary shares?

The division into two share classes at HUGO BOSS AG was due to historical reasons.

3. Why did HUGO BOSS AG convert the preferred shares into ordinary shares?

Through this change, HUGO BOSS AG has simplified its share structure and now complies with the principle of "one share – one vote", which stipulates that from a corporate governance perspective each share should carry a voting right. In addition, the Company anticipates an increase in trading liquidity, which should support a higher weighting of HUGO BOSS AG in the MDAX. As a result, the attractiveness of HUGO BOSS AG on the capital market is expected to increase.

4. Who decided on the conversion?

The conversion of preferred shares into ordinary shares was decided by the Annual Shareholders' Meeting. The resolution to convert preferred shares into ordinary shares required the approval of the holders of preferred shares and the holders of ordinary shares. Both groups of shareholders agreed to the proposal of the Company with a majority of 99.99% each.

5. When did the conversion take place?

The transition from bearer shares to registered shares and the conversion of preferred shares into ordinary shares took place on June 15th, 2012 after the close of stock market trading.

6. Were all preferred shares converted into ordinary shares?

Yes, all preferred shares were converted on a mandatory basis into ordinary shares.

HUGO BOSS

7. How did the number of ordinary shares change?

The number of ordinary shares increased by the number of former preferred shares and now amounts to 70,400,000 shares.

8. Did the Company's share capital change as a result of the conversion?

After the conversion the Company's share capital remained at EUR 70,400,000.00, divided into 70,400,000 shares.

9. What is the free float of the ordinary shares after the conversion?

The free float, i.e. the portion of the shares that is not in the fixed ownership of one investor as a larger package and is therefore available for trading on the stock exchange, increased significantly. The proportion of ordinary shares in free float rose from 10.5% to 32.5%.

10. In how far have the ticker symbol, the German securities identification number (WKN) and the international securities identification number (ISIN) of the HUGO BOSS shares changed after the conversion?

| Since June 15th, 2012 | Registered ordinary shares | Until June 15th, 2012 | Ordinary bearer shares | Preferred bearer shares |
|-----------------------|----------------------------|-----------------------|------------------------|-------------------------|
| WKN | A1PHFF | WKN | 524550 | 524553 |
| ISIN | DE000A1PHFF7 | ISIN | DE0005245500 | DE0005245534 |
| Ticker symbol | BOSS | Ticker symbol | BOS | BOS3 |

11. Before the conversion HUGO BOSS AG was represented in the MDAX with its preferred shares. What effects does the conversion have on inclusion and weighting in the index?

Following the conversion of the preferred shares without voting rights into ordinary shares, the ordinary shares replaced the preferred shares in the MDAX. The resulting increase of the free float adjusted market capitalization will probably increase the weighting in the index.

12. How to treat the conversion of preferred shares into ordinary shares for tax purposes?

According to prevailing view, the conversion of preferred shares into ordinary shares is a transaction which does not result in a profit realization. The conversion shall simply represent a modification of the shareholders' rights of membership and shall consequently not result in realized gains.