

DECLARATION OF CONFORMITY PURSUANT TO § 161 GERMAN STOCK CORPORATION ACT (AKTG)

In accordance with section 161 of the German Stock Corporation Act (AktG), the Supervisory Board and the Managing Board of GERRY WEBER International AG declare that the company has, since the publication of the last annual Declaration of Conformity on 28 November 2012, complied with the recommendations made by the Commission of the German Corporate Governance Code as last amended on 15 May 2012, save for the exceptions outlined below. Due to the size of the company, the number of Supervisory Board members and the business model, we did not comply with all recommendations of the Code.

Clause 2.3.2 – Transmission by electronic means: GERRY WEBER International AG will send the notification of the convening of the Annual General Meeting together with the convention documents by electronic means to individual domestic and foreign financial service providers, shareholders and shareholders' associations only upon request. GERRY WEBER International AG will continue to refrain from the general electronic transmission of these documents for organisational reasons. The shares of the company being bearer shares, it is not possible to identify all potential recipients.

Clause 5.2 – Chairman of the Audit Committee: The Chairman of the Supervisory Board is also the Chairman of the Audit Committee, which means that GERRY WEBER International AG does not comply with the recommendation of the Code that these positions be held by two different persons. The company is of the opinion that the dual chairmanship makes supervision more efficient and improves communication within the Supervisory Board.

Clause 5.4.1 – Age limit for members of the Supervisory Board: No age limit has been defined for the members of the Managing Board and the Supervisory Board, as abilities, qualifications and experience are regarded as the relevant criteria for appointment to these bodies. The company is of the opinion that it can only benefit from the knowledge and the experience of older Supervisory Board members.

Clause 5.4.6 – Compensation of the members of the Supervisory Board: Members of the Nomination Committee and the Audit Committee receive no additional compensation, as the company is of the opinion that the regular Supervisory Board compensation is sufficient.

Clause 7.1.2 – Consolidated financial statements: The consolidated financial statements were publicly accessible within 120 days of the end of the reporting period. The interim reports are publicly accessible within 45 days, which is in accordance with the recommendations of the German Corporate Governance Code. GERRY WEBER International AG aims to comply with the 90-day deadline for the consolidated financial statements recommended by the Code in future. So far, the company has not complied with the recommended deadlines in order to ensure a higher quality of the figures reported.

Halle/Westphalia, 27 November 2012

GERRY WEBER International AG

Managing Board and Supervisory Board