

GERRY WEBER International AG**Statement of Compliance with the Recommendations of the German Corporate Governance Code as amended on May 21, 2003**

In September 2002, the Managing Board and Supervisory Board of GERRY WEBER International AG adopted a set of corporate governance principles which largely correspond to the recommendations made by the government commission on the German Corporate Governance Code. They underline the commitment of the Managing Board and Supervisory Board to the transparent, responsible and value-based management and supervision of the company. The Corporate Governance Code of GERRY WEBER International AG is aimed at promoting the trust placed by investors, customers, employees and the general public in the company's management and thus at fostering its acceptance on the capital markets.

Pursuant to Article 161 of German Stock Corporation Law (AktG), the Managing Board and Supervisory Board hereby issue the following statement of compliance with the recommendations made by the government commission on the German Corporate Governance Code as amended on May 21, 2003:

GERRY WEBER International AG has complied with the recommendations of the government commission on the German Corporate Governance Code with the following exceptions:

No retention was agreed upon the conclusion of a D&O insurance policy for the Managing Board and the Supervisory Board in view of the fact that such a retention is not believed to further increase the commitment of the Managing Board and Supervisory Board (Section 3.8 (2) of the Code).

The specific details of a stock option plan or comparable remuneration system have not been depicted in view of the fact that GERRY WEBER International AG has not issued any stock options as variable remuneration components to date and does not intend to do so in future. The specific details of any stock option plan or comparable remuneration system will be disclosed in a suitable form. (Section 4.2.3 of the Code).

The remuneration of the members of the Managing Board has not been reported on an individual basis for each Managing Board member in the notes to the consolidated financial statements in view of the fact that this would not provide any additional

information. The Managing Board acts as a collective body: the incentives in place for the overall Managing Board are therefore of decisive importance (Section 4.2.4).

Managing Board and Supervisory Board are aware of the need to enact succession planning and will take appropriate steps in good time (Section 5.1.2 of the Code).

The Supervisory Board of GERRY WEBER International AG has not formed any committees, given that the formation of such committees would not be expedient in view of the number of members of the Supervisory Board. (Section 5.2 Clause 2 and Section 5.3 of the Code).

The remuneration of the members of the Supervisory Board has not been reported on an individual basis or broken down into its constituent components in the notes to the consolidated financial statements in view of the fact that this would not provide any additional information (Section 5.4.5 Clause 6 of the Code).

The consolidated financial statements and interim reports have been compiled in accordance with the national accounting standards set out in the German Commercial Code (HGB). Internationally recognized accounting principles will be adopted within the statutory period (Section 7.1.1 Clause 2 of the Code).

The consolidated financial statements have been published within 120 days of the end of the financial year and the interim reports within 60 days of the end of the respective reporting period. Efforts are currently being made to comply with the recommended deadlines in future (Section 7.1.2 of the Code).

The Managing Board and Supervisory Board of GERRY WEBER International AG have further enhanced the company's Corporate Governance procedures in the course of the past financial year and have adopted recommendations made by the government commission. The amendments made since the previous Statement of Compliance are stated below:

At its meeting on February 23, 2004, the Supervisory Board of GERRY WEBER International AG issued a Code of Procedure for the activities of the Supervisory Board (Section 5.1.3). This Code of Procedure specifies the knowledge, abilities and specialist experience required of Supervisory Board members in order for them to

fulfill their duties properly and sets out the requirements in respect of the independence of Supervisory Board members. Furthermore, an age limit has been set for members of the Supervisory Board (Section 5.4.1). The Code of Procedure also includes regulations governing the disclosure of conflicts of interest and the termination of Supervisory Board mandates in the event of significant conflicts of interest of more than a temporary nature (Sections 5.5.2 and 5.5.3). The suggestion made by the government commission in respect of the undertaking of a review of the effectiveness of the Supervisory Board has also been adopted. The first review was undertaken in early 2004; further reviews are to be undertaken on an annual basis.

Furthermore, the Code of Procedure for the Managing Board has been revised in accordance with the recommendations made by the government commission and supplemented in some areas. These include regulations governing the allocation of areas of responsibility and cooperation within the Managing Board (Section 4.2.1). Moreover, the obligation on the part of members of the Managing Board to disclose any interests of conflict has been adopted (Section 4.3.4).

The principal features of the remuneration of the Managing Board, including fixed and variable salary components, were disclosed for the first time in the 2002/2003 Annual Report, which is also available on the internet. Furthermore, the Chairman of the Supervisory Board acted on the suggestion contained in the Code at the 2004 General Meeting and informed the General Meeting of the principal features of the remuneration system and of the changes made (Section 4.2.3).

The Corporate Governance Code of GERRY WEBER International AG will be reviewed on a regular basis in the light of subsequent experience and legal requirements, as well as of the further development of national and international standards, and updated as appropriate. GERRY WEBER has already adopted a number of additional suggestions made in the Code in respect of good corporate governance. In appropriate cases, for instance, the Managing Board will convene an extraordinary General Meeting at which shareholders may discuss any takeover bid and decide on corporate actions.

Halle/Westphalia, December 2004

Managing Board and Supervisory Board of GERRY WEBER International AG