

Invitation to the Ordinary Annual General Meeting

We invite our shareholders to the ordinary Annual General Meeting to be held on 5 June 2012, 10:00 h (admission from 9:00 h) CEST at the GERRY WEBER Event-Center at GERRY WEBER Stadium, Weststrasse 14, 33790 Halle/Westphalia.

WKN 330410

ISIN DE0003304101

1. Presentation of the adopted financial statements for the period ended 31 October 2011 of GERRY WEBER International AG and of the consolidated financial statements for the period ended 31 October 2011 approved by the Supervisory Board, the management report of GERRY WEBER International AG and the Group management report including the reports contained therein relating to the disclosures pursuant to section 289 (4), section 289 (5) and section 315(4) of the German Commercial Code (HGB) and of the report of the Supervisory Board for the fiscal year 2010/2011 (1 November 2010 - 31 October 2011.

The above documents will be made available at the Annual General Meeting and can be viewed and downloaded at www.gerryweber.com (Investors / Documents / Annual General Meeting) as of the day the AGM is convened. The Managing Board will explain these documents at the Annual General Meeting with the exception of the report of the Supervisory Board, which will be explained by the Chairman of the Supervisory Board. The Supervisory Board has adopted the separate financial statements prepared by the Managing Board and approved the consolidated financial statements. No resolution will be passed by the Annual General Meeting on this agenda item.

2. Resolution on the appropriation of the 2010/2011 profit

The Managing Board and the Supervisory Board propose to use the profit of **EUR 48,270,186.77** reported in the financial statements for the period ended 31 October 2011 as follows:

a) Distribute a dividend of **EUR 0.65** per share with full profit entitlement for the fiscal year 2010/2011; i.e. a total amount of **EUR 29,838,874.00**.

b) Carry forward the remaining amount of **EUR 18,431,312.77** to new account.

The dividend will become due as of 6 June 2012.

3. Resolution on the discharge of the Managing Board from liability for the fiscal year 2010/2011

The Managing Board and the Supervisory Board propose to discharge the members of the Managing Board who were in office in the fiscal year 2010/2011 from liability for the fiscal year 2010/2011.

4. Resolution on the discharge of the Supervisory Board from liability for the fiscal year 2010/2011

The Managing Board and the Supervisory Board propose to discharge the members of the Supervisory Board who were in office in the fiscal year 2010/2011 from liability for the fiscal year 2010/2011.

5. Resolution on the appointment of the auditors for the financial statements and the consolidated financial statements for the fiscal year 2011/2012

Based on the recommendation of the Audit Committee, the Supervisory Board proposes to appoint Mazars GmbH, Wirtschaftsprüfungsgesellschaft, Zweigniederlassung Bielefeld, Welle 15, 33602 Bielefeld, auditors for the separate and the consolidated financial statements for the fiscal year 2011/2012.

Total number of shares and voting rights at the time the Annual General Meeting is convened

At the time the Annual General Meeting is convened by way of announcement in the electronic Federal Gazette, the company's share capital amounts to **EUR 45,905,960.00** and is divided into **45,905,960** no-par shares carrying one voting right per share.

Attendance / Proof of shareholding

Subject to the presentation of a proof of shareholding (special proof of shareholding by the custodian bank as defined in section 123 (3) sentence 2 AktG), shareholders who register with the company at the address below by Tuesday, 29 May 2012 24:00 h CEST (receipt), are authorised to attend the Annual General Meeting and to exercise their voting rights.

GERRY WEBER International AG
c/o WestLB AG
vertreten durch dwpbank AG
WASHO
Einsteinring 9
85609 Aschheim-Dornach
Fax: +49 69 5099-1110
E-mail: hv-eintrittskarten@dwpsbank.de

The proof of shareholding must be provided by the custodian bank in text form (section 126 b BGB) in German or English and must refer to the beginning of the 21st day prior to the Annual General Meeting (record date), i.e. Tuesday 15 May 2012, 00:00 h CEST.

Once the registration and the proof of shareholding have been received, the admission ticket to the Annual General Meeting will be sent to the shareholder.

Admission tickets serve purely organisational purposes and do not represent additional conditions for attendance.

Relevance of the record date

In the relationship with the company, only those persons who have proven that they hold shares in the company are considered shareholders eligible to attend the AGM or exercise their voting rights. The right to attend the AGM and the scope of the voting rights are exclusively determined by the shareholder's shareholding as of the record date. Changes in the shareholding after the record date are possible (no ban on selling or buying) but are irrelevant for the right to attend and the scope of the voting rights. The relevant shareholding for the entitlement to dividend is not the shareholding on the record date but on the day stated in the profit appropriation resolution adopted by the Annual General Meeting.

Exercise of voting rights / Voting by proxy

Shareholders who do not attend the Annual General Meeting in person may have their voting right and/or their other rights exercised by a proxy, e.g. the custodian bank, a shareholders' association or another person of their choice, on the basis of a written power of attorney which meets applicable legal requirements. The granting, revocation and proof of power of attorney must be sent to the company in text form to the following address:

GERRY WEBER International AG
Vorstand
Neulehenstraße 8
33790 Halle/Westfalen
Fax: +49 5201 5857.

The proof of power of attorney may also be e-mailed to HV-Vollmacht2012@gerryweber.com. The form sent together with the admission ticket may be used to grant power of attorney. When granting power of attorney to banks or equivalent persons as defined in section 135 (8) and (10) AktG (e.g. shareholders' associations), special aspects must usually be taken into account, information on which should be obtained from the respective proxy.

Exercise of voting rights / Voting by the company's designated proxy

We also offer our shareholders the possibility to grant power of attorney to a designated proxy of the company who is bound by instructions. This designated proxy may represent the shareholders at the Annual General Meeting and exercise their voting rights. The following rules apply only to this service:

Power of attorney may be granted to the designated proxy in text form to the above address or by e-mail to HV-Vollmacht2012@gerryweber.com. The power of attorney is effective only if it contains instructions for the exercise of the voting rights for the individual items on the agenda. The form on the admission ticket sent to the

shareholder may be used to grant power of attorney to the designated proxy and to issue instructions for the voting. The designated proxy will exercise the voting right exclusively on the basis of the instruction issued by the shareholder. If no instructions are issued, the power of attorney granted to the company's designated proxy is invalid. Powers of attorney / instructions received by the company after Monday, 4 June 2012, 16:00 h CEST, will not be considered for representation by the company's designated proxy.

Requests for additions to the agenda

Pursuant to section 122 (2) AktG, shareholders whose shares together make up one-twentieth of the share capital (equivalent to 2,295,298 shares) or the pro rata amount of EUR 500,000 can request that items be added to the agenda and announced. Each new item must be accompanied by an explanation or a resolution proposal. The request must be made in writing to the Managing Board and must be received by the latter no later than thirty days prior to the Annual General Meeting, i.e. by Saturday 5 May 2012, 24:00 CEST at the latest. Please send any such requests to the following address:

GERRY WEBER International AG
Vorstand
Neulehenstraße 8
33790 Halle/Westfalen

For further information on supplementary requests, visit www.gerryweber.com (Investors / Documents / Annual General Meeting).

Shareholders' motions and election proposals

Countermotions with grounds against a proposal by the Managing Board and the Supervisory Board on a specific item of the agenda pursuant to section 126 (1) AktG and proposals by shareholders for the election of Supervisory Board members or auditors must be addressed solely to the address below. Countermotions and election proposals sent to another address will not be considered.

GERRY WEBER International AG
Hauptversammlung 2012
Neulehenstraße 8
33790 Halle/Westfalen
Fax: +49 5201 5857

Motions and election proposals which are to be made public and are received no later than 14 days prior to the Annual General Meeting, i.e. by Monday, 21 May 2012, 24:00 h CEST, at the above address will be made available on the Internet at www.gerryweber.com (Investors / Documents / Annual General Meeting) provided that the applicant(s) have given proof of their capacity as shareholder(s) and subject to section 126 (2) and (3) AktG. Any statements by the managements regarding the motions and election proposals received will also be published on the above website.

Apart from the reasons listed in section 126 (2) AktG, the Managing Board is not obliged to publish election proposals which do not contain the name, profession and place of residence of the candidate. Nor do proposals for the election of Supervisory Board members have to be made public if they do not contain information on the proposed Supervisory Board candidates' memberships of other statutory supervisory boards and comparable controlling bodies as defined in section 125 (1) sentence 5 AktG.

Shareholders' right to information

Pursuant to section 131 AktG, the Managing Board must provide every shareholder, upon request from the latter, with information on the company's affairs at the Annual General Meeting if this information is required to properly assess an item on the agenda and no right of refusal to give information applies. The Managing Board's obligation to provide information also applies to the legal and business relations of GERRY WEBER International AG with its affiliated companies. As the consolidated financial statements and the Group management report will also be presented at the Annual General Meeting, the obligation of the Managing Board of GERRY WEBER International AG as parent company to provide information at the Annual General Meeting also applies to the situation of the GERRY WEBER Group and the companies covered by the consolidated financial statements.

Publications on the website and in the electronic Federal Gazette

The information and documents defined in section 124a AktG can be viewed and downloaded on the Internet at **www.gerryweber.com** (Investors / Documents / Annual General Meeting). All documents that must be made available to the Annual General Meeting by law will be available at the Annual General Meeting. The invitation to the Annual General Meeting on 5 June 2012 was published in the electronic Federal Gazette on 27 April 2012.

Halle/Westphalia, April 2012
GERRY WEBER International AG

The Managing Board