

# GERRY WEBER

## INTERNATIONAL AG

**GERRY WEBER International Aktiengesellschaft  
Halle/Westphalia**

**WKN 330410  
ISIN DE0003304101**

### **Invitation to the Ordinary Annual General Meeting**

We invite our shareholders to the ordinary Annual General Meeting to be held on 6 June 2013, 10:00 h (admission from 9:00 h) CEST at the GERRY WEBER Event-Center at GERRY WEBER Stadium, Weststrasse 14, 33790 Halle/Westphalia.

#### **A G E N D A**

- 1. Presentation of the adopted financial statements for the period ended 31 October 2012 of GERRY WEBER International AG and of the consolidated financial statements for the period ended 31 October 2012 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 2011/2012 (1 November 2011 - 31 October 2012).**

The above documents will be made available at the Annual General Meeting and can be viewed and downloaded at [www.gerryweber.com](http://www.gerryweber.com) (Investors/Annual General Meeting) as of the day the Annual General Meeting 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, as the law does not provide for a resolution to be passed about the adopted financial statements, the approved consolidated financial statements and the other documents.

## **2. Resolution on the appropriation of the 2011/2012 profit**

The Managing Board and the Supervisory Board propose to use the profit of **EUR 60,710,452.44** reported in the financial statements for the period ended 31 October 2012 as follows:

- a) Distribute a dividend of **EUR 0.75** per share with full profit entitlement for the fiscal year 2011/2012; i.e. a total amount of **EUR 34,429,470.00**;
- b) Allocate an amount of **EUR 20,000,000.00** to the revenue reserves;
- c) Carry forward the remaining amount of **EUR 6,280,982.44** to new account.

The dividend will become due as of 7 June 2013.

## **3. Resolution on the discharge of the Managing Board from liability for the fiscal year 2011/2012**

The Managing Board and the Supervisory Board propose to discharge the members of the Managing Board who were in office in the fiscal year 2011/2012 from liability for the fiscal year 2011/2012.

## **4. Resolution on the discharge of the Supervisory Board from liability for the fiscal year 2011/2012**

The Managing Board and the Supervisory Board propose to discharge the members of the Supervisory Board who were in office in the fiscal year 2011/2012 from liability for the fiscal year 2011/2012.

## **5. Resolution on the appointment of the auditors for the financial statements and the consolidated financial statements for the fiscal year 2012/2013**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes to appoint PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Niederlassung Bielefeld, Kreuzstraße 35, 33602 Bielefeld, auditors for the separate and the consolidated financial statements for the fiscal year 2012/2013.

## **6. Resolution on the cancellation of the existing authorised capital and the creation of new authorised capital with the possibility to exclude shareholders' subscription right as well as on the corresponding amendment of section 5 (3) of the statutes**

The authorisation to increase the share capital by up to EUR 11,475,000.00 (authorised capital), which was granted by the Annual General Meeting on 3 June 2009 under agenda item 5, will expire on 31 May 2014. No use has been made of the authorisation so far. As it is assumed that the authorisation will expire before the end of the 2014 Annual General Meeting, it is to be cancelled in full and to be replaced by

a new authorisation of the Managing Board to increase the share capital (authorised capital).

When the new authorised capital is used, the shareholders shall generally be granted a subscription right. The Managing Board is to be authorised, however, to exclude shareholders' subscription right for certain purposes subject to the consent of the Supervisory Board. The shares issued against cash or non-cash in an ex-rights issue must not exceed 20% of the company's share capital at the time the resolution is passed by the Annual General Meeting.

Subject to a new authorisation to exclude subscription rights to be passed by a subsequent Annual General Meeting, the Managing Board will also take into account the issue or sale of shares or of bonds with conversion/option rights or conversion/option obligations which are carried out under the exclusion of shareholders' subscription right on the basis of other authorisations granted to the Managing Board with the proviso that it may use all existing authorisations to implement capital measures under the exclusion of shareholders' subscription right only to increase the share capital by no more than 20% of the current share capital. The Managing Board shall be bound by this until a future Annual General Meeting passes a new resolution on an authorisation of the Managing Board to implement capital measures under the exclusion of shareholders' subscription right. Please refer to the Managing Board's report to the Annual General Meeting pursuant to sections 203 (2) sentence 2, 186 (4) sentence 2 of the German Stock Corporation Act (AktG) on agenda item 6 (authorised capital) and to the Managing Board's report to the Annual General Meeting pursuant to sections 221 (4) sentence 2, 186 (4) sentence 2 AktG on agenda item 7 (authorisation to issue convertible or warrant bonds with conditional capital).

The Managing Board and the Supervisory Board propose to pass the following resolution:

(1) Cancellation of the existing authorised capital

The authorisation to increase the share capital by up to EUR 11,475,000.00 by 31 May 2014 granted to the Managing Board by the Annual General Meeting on 3 June 2009 under agenda item 5 shall be cancelled with effect from the date on which the new authorisation of the Managing Board to increase the share capital, which is to be granted in accordance with the conditions below, becomes effective.

(2) Creation of new authorised capital with the possibility to exclude shareholders' subscription right

The Managing Board shall be authorised, subject to the consent of the Supervisory Board, to increase the company's share capital once or several times by a total of up to EUR 22,952,980.00 by 5 June 2018 through the issue of bearer shares against cash and/or non-cash contributions. The shareholders must generally be granted a subscription right. The subscription right may also be granted in such a way that one or several bank(s) or any company equal to a bank as defined in section 186 (5) sentence 1 of the

German Stock Corporation Act (AktG) takes over the new shares with the obligation to offer them to the shareholders for subscription (indirect subscription right). The Managing Board shall be authorised, however, to exclude shareholders' subscription right in the following cases subject to the consent of the Supervisory Board:

- a) to exclude fraction amounts from the subscription right;
- b) in so far as is required to grant holders of option and/or conversion rights or holders of conversion or option obligations from bonds issued or to be issued by the company or one of its Group companies a subscription right to new shares to the extent that they would be entitled to as a shareholder after exercising these option and/or conversion rights or settling the option or conversion obligation;
- c) in the event of capital increases against non-cash contributions in the context of mergers or the acquisition of companies, parts of companies or investments in companies including an increase in existing shareholdings or other assets;
- d) in the event of capital increases against cash contributions if the issue price of the new shares is not materially lower, as defined in sections 203 (1) and (2), 186 (3) sentence 4 of the German Stock Corporation Act (AktG), than the market price of the existing listed shares at the time the issue price is finally stipulated by the Managing Board and if the new shares for which the subscription right is excluded do not exceed 10% of the share capital at the time this authorisation becomes effective or, if this amount is lower, of the share capital existing at the time this authorisation is exercised. This limit of 10% of the share capital is to include shares issued or sold during the period of this authorisation under exclusion of the subscription right in direct or mutatis mutandis application of section 186 (3) sentence 4 of the German Stock Corporation Act (AktG). The 10% limit shall also include shares to be issued to honour bonds with conversion and/or option rights or conversion or option obligations if the bonds are issued with the exclusion of subscription rights during the term of this authorisation under application mutatis mutandis of section 186 (3) sentence 4 of the German Stock Corporation Act (AktG).

The total amount of the shares issued in an ex-rights issue against cash or non-cash contributions in accordance with this authorisation may not exceed 20% of the share capital, neither at the time this authorisation takes effect nor at the time it is exercised.

The Managing Board shall be authorised to stipulate the further details of the capital increase and its execution including the contents of the share rights and the conditions of the share issue with the consent of the Supervisory Board.

- (3) Amendment of section 5 (3) of the statutes

Section 5 (3) of the statutes shall be amended as follows:

“The Managing Board shall be authorised, subject to the consent of the Supervisory Board, to increase the company’s share capital once or several times by a total of up to EUR 22,952,980.00 by 5 June 2018 through the issue of bearer shares against cash and/or non-cash contributions. The shareholders must generally be granted a subscription right. The subscription right may also be granted in such a way that one or several bank(s) or any company equal to a bank as defined in section 186 (5) sentence 1 of the German Stock Corporation Act (AktG) takes over the new shares with the obligation to offer them to the shareholders for subscription (indirect subscription right). The Managing Board shall be authorised, however, to exclude shareholders’ subscription right in the following cases subject to the consent of the Supervisory Board:

- a) to exclude fraction amounts from the subscription right;
- b) in so far as is required to grant holders of option and/or conversion rights or holders of conversion or option obligations from bonds issued or to be issued by the company or one of its Group companies a subscription right to new shares to the extent that they would be entitled to as a shareholder after exercising these option and/or conversion rights or settling the option or conversion obligation;
- c) in the event of capital increases against non-cash contributions in the context of mergers or the acquisition of companies, parts of companies or investments in companies including an increase in existing shareholdings or other assets;
- d) in the event of capital increases against cash contributions if the issue price of the new shares is not materially lower, as defined in sections 203 (1) and (2), 186 (3) sentence 4 AktG, than the market price of the existing listed shares at the time the issue price is finally stipulated by the Managing Board and if the new shares for which the subscription right is excluded do not exceed 10% of the share capital at the time this authorisation becomes effective or, if this amount is lower, of the share capital existing at the time this authorisation is exercised. This limit of 10% of the share capital is to include shares issued or sold during the period of this authorisation with the exclusion of the subscription right under direct or indirect mutatis mutandis application of section 186 (3). sentence 4 of the German Stock Corporation Act (AktG). The 10% limit shall also include shares to be issued to honour bonds with conversion and/or option rights or conversion or option obligations if the bonds are issued with the exclusion of subscription rights during the term of this authorisation under application mutatis mutandis of section 186 (3) sentence 4 of the German Stock Corporation Act (AktG).

The total amount of the shares issued in an ex-rights issue against cash or non-cash contributions in accordance with this authorisation may not exceed 20% of the share capital, neither at the time this authorisation takes effect nor at the time it is exercised.

The Managing Board shall be authorised to stipulate the further details of the capital increase and its execution including the contents of the share rights and the conditions of the share issue with the consent of the Supervisory Board.”

(4) Authorisation to amend the statutes

The Supervisory Board shall be authorised to amend section 5 of the statutes in accordance with the respective capital increase from authorised capital and after expiry of the authorisation.

**Report of the Managing Board to the Annual General Meeting pursuant to sections 203 (2) sentence 2, 186 (4) sentence 2 of the German Stock Corporation Act (AktG) on agenda item 6**

The authorisation to increase the share capital by up to EUR 11,475,000.00 (authorised capital), which was granted by the Annual General Meeting on 3 June 2009 under agenda item 5, will expire on 31 May 2014. No use has been made of the authorisation so far. As it is assumed that the authorisation will expire before the end of the 2014 Annual General Meeting and in order to secure the company’s financial room for manoeuvre in the long term, it is to be cancelled in full and to be replaced by a new authorisation of the Managing Board to increase the share capital (authorised capital).

According to the proposed authorisation, the shareholders shall generally be granted a subscription right when new shares are issued. Where shareholders are not given the possibility to subscribe to the new shares directly, the new shares may also be taken over by one or several bank(s) or any company equal to a bank as defined in section 186 (5) sentence 1 of the German Stock Corporation Act (AktG) with the obligation to offer them to the shareholders for subscription (indirect subscription right). This does not constitute a restriction of shareholders’ subscription right. At the bottom line, shareholders are granted the same subscription rights as in a direct subscription. The use of one or several bank(s) or equivalent companies merely facilitates the technical execution of the share issue. The Managing Board shall, however, have the possibility to exclude shareholders’ subscription right in the following cases:

- a) The Managing Board shall be authorised to exclude shareholders’ subscription rights for fractional amounts with the consent of the Supervisory Board. This facilitates the issue if and when fractional amounts occur due to the amount of the issue or to the realisation of a practicable subscription ratio. The new shares excluded from the subscription right for fractional amounts shall be used in the company’s best interests.

- b) The Managing Board shall be authorised to exclude shareholders' subscription rights with the consent of the Supervisory Board in so far as is required to grant holders of option and/or conversion rights or holders of conversion or option obligations from bonds issued or to be issued by the company or one of its Group companies a subscription right to new shares to the extent that they would be entitled to as a shareholder after exercising these option and/or conversion rights or settling the option or conversion obligation. To facilitate their placement, bonds with conversion or option rights or with conversion or option obligations are often protected against dilution, which means that a subscription right to new shares such as the shareholders are entitled to is granted for subsequent share issues. The holders of conversion or option rights or conversion or option obligations are thus treated as if they were already shareholders. In order to give the company's bonds such anti-dilution protection, it must be possible to exclude shareholders' subscription right to these shares. This serves to facilitate the placement of the bonds and, hence, ultimately the interests of the company and its shareholders to make the best possible use of such financing instruments to optimise the company's financial structure.
- c) The Managing Board shall also be authorised to exclude shareholders' subscription right with the consent of the Supervisory Board in the event of capital increases against non-cash contributions in the context of mergers or the acquisition of companies, parts of companies or investments in companies including an increase in existing shareholdings or other assets. This shall enable the company to make acquisitions or realise comparable plans against the issue of new shares where this is suitable. National and international competition often requires this kind of consideration. The proposed authorisation shall give the company the possibility to seize opportunities for mergers or the acquisition of companies, parts of companies or investments in companies quickly and flexibly. The granting of shares may also make sense from the point of view of the optimum financing structure. The authorisation enables the company to acquire also larger assets where this is appropriate. This results in no disadvantage for the company as the issue of shares against non-cash contribution requires the value of the non-cash contribution to be in proportion with the value of the shares to be issued. When defining the valuation ratio, the Managing Board will ensure that the interests of the company and its shareholders are adequately safeguarded and that an adequate issue price is achieved for the new shares.
- d) Finally, the Managing Board shall be authorised to exclude shareholders' subscription right with the consent of the Supervisory Board if and when the new shares are issued against cash contributions in accordance with the provisions of sections 203 (1) and (2), 186 (3) sentence 4 of the German Stock Corporation Act (AktG) at a price which is not materially lower than the stock market price of the existing listed shares at the time the issue price is finally stipulated by the Managing Board. This is to enable the company to adapt its equity capital flexibly to the prevailing requirements. The possibility to exclude the subscription rights allows the company not only to respond extremely flexibly to favourable stock market situations but also to issue the shares at a price that is close to the market price, usually at a lower discount

than in a rights issue. Moreover, it may be possible to win new shareholder groups in such an issue. The total amount of the shares issued in an ex-rights issue may not exceed 10% of the share capital at the time this authorisation becomes effective or, if this amount is lower, of the share capital existing at the time this authorisation is exercised. This limit of 10% of the share capital is to include shares issued or sold during the period of this authorisation with the exclusion of the subscription right under direct or mutatis mutandis application of section 186 (3) sentence 4 of the German Stock Corporation Act (AktG). The 10% limit shall also include shares to be issued to honour bonds with conversion and/or option rights or conversion or option obligations if the bonds are issued with the exclusion of subscription rights during the term of this authorisation under mutatis mutandis application of section 186 (3) sentence 4 of the German Stock Corporation Act (AktG). These clauses ensure that the limit of 10% of the share capital laid down in section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) is not exceeded during the term of the authorisation if all measures to which section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) applies are added up. This caters to shareholders' wish to protect their shares against dilution. Due to the fact that the issue price of the new shares is close to the market price and that the amount of the ex-rights capital increase is limited, the shareholders generally have the possibility to maintain their percentage shareholding by acquiring the necessary shares via the stock exchange at nearly the same conditions. This way, it is ensured that, when the authorisation is exercised, the asset and voting rights interests are adequately safeguarded in accordance with the legal purpose of section 186 (3) sentence 4 of the German Stock Corporation Act (AktG), while at the same time opening up further room for manoeuvre to the company in the interest of all shareholders.

The total amount of the shares issued in an ex-rights issue against cash or non-cash contributions in accordance with the authorisation may not exceed 20% of the share capital, neither at the time this authorisation takes effect nor at the time it is exercised. This way, the shareholders will additionally be protected against dilution of their shareholdings.

Subject to a new authorisation to exclude subscription rights to be passed by a subsequent Annual General Meeting, the Managing Board will also take into account the issue or sale of shares or of bonds with conversion/option rights or conversion/option obligations which are carried out under the exclusion of shareholders' subscription right on the basis of other authorisations granted to the Managing Board with the proviso that it may use all existing authorisations to implement capital measures under the exclusion of shareholders' subscription right only to increase the share capital by no more than 20% of the current share capital. Subject to a new authorisation to exclude subscription rights to be passed by a subsequent Annual General Meeting, the Managing Board will count towards the 20% limit also pro-rated share capital which relates to shares which are issued or sold under the exclusion of shareholders' subscription rights or to which bonds with conversion or option rights or conversion or option obligations issued during the term of the authorisation under the exclusion of shareholders' subscription rights relate, including the issue or sale of shares or bonds under the exclusion of



subscription rights in direct or mutatis mutandis application of 186 (3) sentence 4 of the German Stock Corporation Act (AktG). These inclusions in the limit shall no longer apply and the original amount of the authorisation shall again be available, however, as soon as a subsequent Annual General Meeting authorises the Managing Board to issue or sell shares or bonds with conversion or option rights or with conversion or option obligations under the exclusion of shareholders' subscription rights.

Plans to use the authorised capital do not exist at present. The Managing Board will carefully review each individual case as to whether it will exercise the authorisation to increase the share capital under the exclusion of shareholders' subscription right. The Managing Board will report on the use of the authorisation at the respective next Annual General Meeting.

**7. Resolution on the authorisation to issue convertible or option bonds (or combinations of these instruments) with the possibility to exclude shareholders' subscription right, the creation of conditional capital and the corresponding amendment of section 5 of the statutes**

In order to increase the company's flexibility to raise external capital at low interest rates, it shall be proposed to the Annual General Meeting to grant an authorisation to issue convertible or option bonds (or combinations of these instruments). In addition, conditional capital shall be created in order to honour the instruments covered by the authorisation.

Within certain limits, it shall also be possible to issue the convertible or option bonds (or combinations of these instruments) under the exclusion of shareholders' subscription right. The proposed authorisation to exclude the subscription right pursuant to sections 221 (4), 186 (3) sentence 4 of the German Stock Corporation Act (AktG) must not exceed 10% of the share capital by virtue of the law. Under the authorisation, shares issued or sold during the term of the authorisation under the exclusion of shareholders' subscription right in direct or mutatis mutandis application of section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) shall be included in the 10% limit.

Apart from the above, the Managing Board will – subject to a new authorisation to exclude subscription rights to be passed by a subsequent Annual General Meeting – not use the authorisation to issue convertible or option bonds (or combinations of these instruments) under the exclusion of shareholders' subscription right for the amount of the pro-rated share capital which relates to shares issued or sold under the exclusion of shareholders' subscription right on the basis of other authorisations granted to the Managing Board to the extent that these shares exceed 10% of the company's existing share capital. The Managing Board shall be bound by this until a future Annual General Meeting passes a new resolution on an authorisation of the Managing Board to implement capital measures under the exclusion of shareholders' subscription right. Please refer to the Managing Board's report to the Annual General Meeting pursuant to sections 221 (4) sentence 2, 186 (4) sentence 2 of the German Stock Corporation Act (AktG) on agenda item 7 (authorisation to issue convertible or option bonds with conditional capital) and to the Managing Board's report to the

Annual General Meeting pursuant to sections 203 (2) sentence 2, 186 (4) sentence 2 of the German Stock Corporation Act (AktG) on agenda item 7 (authorised capital).

The Managing Board and the Supervisory Board propose to pass the following resolution:

(1) Authorisation to issue convertible or option bonds (or combinations of these instruments) and to exclude the subscription right

a) Term of authorisation, nominal amount, maturity, number of shares

The Managing Board shall be authorised, with the consent of the Supervisory Board, to issue convertible or option bonds or combinations of these instruments (collectively referred to as “bonds”) once or several times by 5 June 2018 in a total nominal amount of up to EUR 200,000,000.00 and to grant to the holders or creditors (collectively referred to as “holders”) of the respective fractional bonds, which have equal rights, conversion or option rights for a total of up to 4,590,590 bearer shares in the company representing a total of up to EUR 4,590,590.00 of the share capital in accordance with the conditions of the bonds or to impose the respective conversion or option obligations on them.

The bonds may be issued in euros and – limited to the respective equivalent – in the legal currency of an OECD country. They may be issued by a member company of the Group as defined in section 18 of the German Stock Corporation Act (AktG). In this case, the Managing Board shall be authorised to assume the guarantee for the bonds with the consent of the Supervisory Board and to grant the holders of the bonds conversion or option rights to bearer shares in the company or to impose the respective conversion or option obligations on them.

The bonds as well as the conversion and option rights may be issued with or without a limited maturity. The bonds may carry fixed or variable interest rates. They may be fully or partly dependent on performance figures of GERRY WEBER International AG or of the GERRY WEBER Group (including the distributable profit or the dividend of the company). Moreover, the conditions of the bonds may provide for retroactive payment of benefits cancelled in prior years.

b) Granting of subscription right, exclusion of subscription right

The shareholders must generally be granted a subscription right. The subscription right may also be granted in such a way that one or several bank(s) or any company equal to a bank as defined in section 186 (5) sentence 1 of the German Stock Corporation Act (AktG) takes over the bonds with the obligation to offer them to the shareholders for subscription (indirect subscription right). If bonds are issued by a member company of the Group, the company must ensure the statutory subscription right for the company’s shareholders in accordance with the previous sentence.

The Managing Board shall be authorised, however, to exclude shareholders' subscription right in the following cases subject to the consent of the Supervisory Board:

- to exclude fraction amounts from the subscription right;
- in so far as is required to grant holders of conversion or option rights or holders of conversion or option obligations from bonds issued or to be issued by the company or one of its Group companies a subscription right to the extent that they would be entitled to as a shareholder after exercising this option and/or conversion right or settling the option or conversion obligation;
- in the event of bonds with conversion or option rights or with conversion or option obligations being issued against cash if the Managing Board arrives at the conclusion, following a thorough review, that the issue price of the bonds is not materially lower than their hypothetical market price determined using accepted methods, especially methods of mathematical finance. This authorisation to exclude the subscription right applies to bonds with conversion or option rights or with conversion or option obligations for shares which do not exceed 10% of the share capital at the time this authorisation becomes effective or, if this amount is lower, of the share capital existing at the time this authorisation is exercised. This limit of 10% of the share capital is to include shares issued or sold during the period of this authorisation under exclusion of shareholders' subscription right in direct or mutatis mutandis application of section 186 (3) sentence 4 of the German Stock Corporation Act (AktG).

c) Conversion and option right

If bonds with conversion rights are issued, the holders have the right to convert their fractional bonds into bearer shares in the company in accordance with the conditions for convertible bonds. The conversion ratio is determined by dividing the nominal amount or the lower issue amount of a fractional bond by the fixed conversion price of a share in the company and may be rounded up or down to a full figure. In addition, an additional cash payment and the combination or a compensation for non-convertible fractions may be fixed.

If bonds with option rights are issued, one or several warrant(s) will be attached to each fractional bond, which entitle the holder to subscribe to bearer shares in the company in accordance with the option conditions. The option conditions may provide that the option price may also be settled by transferring fractional bonds and, possibly, an additional cash payment. Where fractional amounts occur, the conditions may provided for these fractions to be added up to full shares, possibly against additional payment.

Section 9 (1) and section 199 of the German Stock Corporation Act (AktG) shall remain unaffected.

- d) Conversion price, option price, value-preserving adjustment of the conversion or option price

If bonds granting conversion or option rights are issued, the conversion or option price for a share – except for the cases in which a conversion or option obligation applies (under f)) – must amount to at least 80% of the volume-weighted average closing price of the shares in the XETRA trading system of the Frankfurt Stock Exchange or a corresponding successor system during the last ten trading days prior to the day on the which Managing Board passes a resolution to issue bonds or – where a subscription right is granted – at least 80% of the volume-weighted average closing price of the company's shares in the XETRA trading system of the Frankfurt Stock Exchange or a corresponding successor system during the period from the start of the subscription period to and including the day prior to the announcement of the final conditions of the bonds pursuant to section 186 (2) of the German Stock Corporation Act (AktG). Section 9 (1) of the German Stock Corporation Act (AktG) shall remain unaffected.

Where bonds entail conversion or option rights or conversion or option obligations, the conversion or option price may, regardless of section 9 (1) of the German Stock Corporation Act (AktG), be adjusted in a value-preserving manner in accordance with the bond conditions if the value of the conversion or option rights is diluted – unless the adjustment is laid down by law – especially by granting subscription rights, changing the conversion or option price or granting cash components.

- e) Granting of new or existing shares, monetary payment

The conditions of the bonds may give the company the right not to grant new shares but to pay the equivalent in money when conversion or option rights are exercised. The conditions may also give the company the discretion not to convert the bonds into new shares from conditional capital but into new shares from authorised capital, into existing shares of the company or into shares of another listed company or to meet an option right or option obligation through delivery of such shares.

- f) Conversion or option obligation

The conditions of the bonds may also provide for a conversion or option obligation at the end of the maturity or at any other time (also referred to as “final maturity”) or give the company the right, upon final maturity, to grant the bond holders shares in the company or another listed company instead of paying out the amount due fully or partially. In these cases, the conversion or option price of a share may be

equivalent to the volume-weighted average closing price in the XETRA trading system of the Frankfurt Stock Exchange during the ten trading days before or after the day of final maturity, even if this price is below the minimum price stipulated under d). Section 9 (1) of the German Stock Corporation Act (AktG) shall remain unaffected.

g) Authorisation to stipulate further details

The Managing Board shall be authorised to stipulate, with the consent of the Supervisory Board, the further details of the issue and the features of the bonds, especially interest rate, type of interest, issue price, maturity and denomination as well as the conversion or option period, and to specify a possible variability of the conversion ratio or to stipulate it in agreement with the bodies of the Group companies issuing the bonds.

(2) Creation of conditional capital

The share capital shall be conditionally increased by up to EUR 4,590,590.00 through the issue of up to 4,590,590 new bearer shares. The conditional capital increase serves to grant bearer shares to the holders of convertible or option bonds (or combinations of these instruments) (collectively referred to as "bonds") with conversion or option rights or conversion or option obligations issued by the company or a member company of the Group as defined in section 18 of the German Stock Corporation Act (AktG) by 5 June 2018 based on the authorisation granted by the Annual General Meeting on 6 June 2013. The new shares shall be issued at the conversion or option price to be determined in accordance with this authorisation.

The conditional capital increase shall be executed only to the extent that conversion or option rights are exercised or conversion or option obligations are settled and that no other forms of settlement are used. The new shares issued due to the exercise of conversion or option rights or the settlement of conversion or option obligations are entitled to profit from the beginning of the fiscal year in which they are issued.

The Managing Board shall be authorised to stipulate the further details of the execution of the conditional capital increase with the consent of the Supervisory Board.

(3) Amendment of section 5 of the statutes

The existing section 5 (4) of the statutes shall become section 5 (5). The following new section 5 (4) shall be added to the statutes:

"The share capital has been conditionally increased by up to EUR 4,590,590.00 through the issue of up to 4,590,590 new bearer shares. The conditional capital increase serves to grant bearer shares to the holders of convertible or option bonds (or combinations of these instruments) with conversion or option rights or conversion or option obligations issued by the company or a member company of the Group as defined in section 18 of the

German Stock Corporation Act (AktG) by 5 June 2018 based on the authorisation granted by the Annual General Meeting on 6 June 2013. The new shares shall be issued at the conversion or option price to be determined in accordance with this authorisation

The conditional capital increase shall be executed only to the extent that conversion or option rights are exercised or conversion or option obligations are settled and that no other forms of settlement are used. The new shares issued due to the exercise of conversion or option rights or the settlement of conversion or option obligations are entitled to profit from the beginning of the fiscal year in which they are issued. The Managing Board shall be authorised to stipulate the further details of the execution of the conditional capital increase with the consent of the Supervisory Board.”

(4) Authorisation to amend the statutes

The Supervisory Board shall be authorised to amend section 5 of the statutes in accordance with the respective issue of shares. The same shall apply after the expiry of the authorisation period if the authorisation to issue convertible or option bonds (or combinations of these instruments) is not exercised and after the expiry of the deadlines for the exercise of conversion or option rights or for the settlement of conversion or option obligations if the conditional capital is not used.

**Report of the Managing Board to the Annual General Meeting pursuant to sections 221 (4) sentence 2, 186 (4) sentence 2 of the German Stock Corporation Act (AktG) on agenda item 7**

The proposed authorisation to issue convertible or option bonds or combinations of these instruments (collectively also referred to as “bond”) in a nominal amount of up to EUR 200,000,000.00 and to create the related conditional capital in the amount of EUR 4,590,590.00 shall give the company more possibilities to finance its activities and give the Managing Board access to flexible and timely financing in the interests of the company, subject to the consent of the Supervisory Board, especially if and when favourable capital market conditions arise. To service the instruments provided for in the authorisation, conditional capital shall be created.

According to the proposed authorisation, the company’s shareholders shall generally be granted a subscription right. Where shareholders are not given the possibility to subscribe to the bonds directly, the bonds may also be taken over by one or several bank(s) or any company equal to a bank as defined in section 186 (5) sentence 1 of the German Stock Corporation Act (AktG) with the obligation to offer them to the shareholders for subscription (indirect subscription right). This does not constitute a restriction of shareholders’ subscription right. At the bottom line, shareholders are granted the same subscription rights as in a direct subscription. The use of one or several bank(s) or equivalent companies merely facilitates the technical execution of the bond issue. The Managing Board shall, however, have the possibility to exclude shareholders’ subscription right in the following cases

- a) The Managing Board shall be authorised to exclude shareholders’ subscription rights for fractional amounts with the consent of the Supervisory Board. This

facilitates the issue if and when fractional amounts occur due to the amount of the issue or to the realisation of a practicable subscription ratio. The bonds excluded from the subscription right for fractional amounts shall be used in the company's best interests.

- b) The Managing Board shall be authorised to exclude shareholders' subscription rights with the consent of the Supervisory Board in so far as is required to grant holders of option and/or conversion rights or holders of conversion or option obligations from bonds issued or to be issued by the company or one of its Group companies a subscription right to the extent that they would be entitled to as a shareholder after exercising these option and/or conversion rights or settling the option or conversion obligation. To facilitate their placement, bonds with conversion or option rights or with conversion or option obligations are often protected against dilution, which means that a subscription right to these new bonds such as the shareholders are entitled to is granted for subsequent bond issues. The holders of conversion or option rights or conversion or option obligations are thus treated as if they were already shareholders. In order to give the company's bonds such anti-dilution protection, it must be possible to exclude shareholders' subscription right to these shares. This serves to facilitate the placement of the bonds and, hence, ultimately the interests of the company and its shareholders to make the best possible use of such financing instruments to optimise the company's financial structure
- c) The Managing Board shall also be authorised to exclude shareholders' subscription right with the consent of the Supervisory Board in the event of bonds with conversion or option rights or conversion or option obligations being issued against cash contribution, provided that the Managing Board arrives at the conclusion, following due diligence, that the issue price of the bonds is not materially lower than their hypothetical market price determined using accepted methods, especially methods of mathematical finance. This possibility to exclude the subscription right in accordance with sections 221 (4), 186 (3) sentence 4 of the German Stock Corporation Act (AktG) shall give the company the possibility to exploit favourable market situations quickly and flexibly and to achieve better conditions for the features of the bonds by fixing the conditions close to the market conditions. According to sections 221 (4), 186 (3) sentence 4 of the German Stock Corporation Act (AktG), the issue price must not be materially lower than the market price. This is to ensure that a material dilution of the value of the shares is prevented. It is possible to determine whether such a dilution effect will occur in the ex-rights issue of bonds with conversion or option rights or conversion or option bonds by calculating the hypothetical (stock) market price of the bonds using accepted methods, especially methods of mathematical finance and compared with the issue price. If, after due diligence, this issue price is only immaterially lower than the hypothetical (stock) market price at the time of the issue of the bonds, it is permissible to exclude the subscription right pursuant to section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) as the discount is negligible. In this case, the imputed market value of a subscription right is close to zero, which means that no material financial disadvantage arises for the shareholders because of the exclusion of the subscription right.

The authorisation to exclude the subscription right applies to bonds with conversion or option rights or with conversion or option obligations to shares representing not more than 10% of the share capital at the time this authorisation becomes effective or, if this amount is lower, at the time the authorisation is exercised. This limit of 10% of the share capital is to include shares issued or sold during the period of this authorisation under exclusion of the subscription right in direct or mutatis mutandis application of section 186 (3) sentence 4 of the German Stock Corporation Act (AktG). These clauses ensure that the limit of 10% of the share capital laid down in section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) is not exceeded during the term of the authorisation if all measures to which section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) applies (possibly mutatis mutandis) are added up. This caters to shareholders' wish to protect their shares against dilution.

In addition, shareholders have the possibility to maintain their percentage shareholding in the company even after the exercise of conversion or option rights or the settlement of conversion or option obligations at all times by acquiring shares via the stock exchange. On the other hand, the authorisation to exclude the subscription right gives the company the possibility to fix conditions close to the market conditions, maximum security with regard to the placement with third parties and the possibility to exploit favourable market situations at short notice.

The Managing Board will – subject to a new authorisation to exclude subscription rights to be passed by a subsequent Annual General Meeting – not use the authorisation to issue bonds with conversion or option rights or conversion or option obligations under the exclusion of shareholders' subscription right for the amount of the pro-rated share capital to which the bonds relate which relates to shares issued or sold under the exclusion of shareholders' subscription right on the basis of other authorisations granted to the Managing Board to the extent that these shares exceed 10% of the company's existing share capital. These inclusions in the limit shall no longer apply and the original amount of the authorisation shall again be available, however, as soon as a subsequent Annual General Meeting authorises the Managing Board to issue or sell shares or to issue bonds with conversion or option rights or with conversion or option obligations to shares in the company under the exclusion of shareholders' subscription rights.

Plans to exercise the authorisation do not exist at present. The Managing Board will carefully review each individual case as to whether it will exercise the authorisation to issue bonds under the exclusion of shareholders' subscription right. The Managing Board will report on the use of the authorisation at the respective next Annual General Meeting.

#### **8. Resolution on the approval to amend controlling and profit transfer agreements between GERRY WEBER International AG and various subsidiaries**

Controlling and profit transfer agreements exist between GERRY WEBER International AG, as the controlling entity, and its wholly-owned subsidiaries



- a) Gerry Weber Life-Style Fashion GmbH
- b) TAIFUN-Collection Gerry Weber Fashion GmbH
- c) SAMOON-Collection Fashion-Concept Gerry Weber GmbH

as the controlled entities. The agreement with Gerry Weber Life-Style Fashion GmbH as the controlled entity was originally signed with Court One Fashion GmbH as the controlling entity, which has meanwhile been merged with GERRY WEBER International AG. On 19 April 2013, GERRY WEBER International AG and each of the three subsidiaries signed amendment agreements, which amended the existing controlling and profit transfer agreements.

The purpose of the amendments is to achieve a uniform legal standard for the controlling and profit transfer agreements and comply with the amended legal requirements, specifically the German Accounting Law Modernisation Act and the Act on the Amendment and Simplification of Corporate Taxation and the Taxation of Travel Expenses (BGBl. I 2013, 285). According to section 17 sentence 2 No. 2 of the German Corporate Tax Act (KStG), which has been revised by the latter act, profit transfer agreements must make reference (“dynamic reference”) to the provisions of section 302 of the German Stock Corporation Act (AktG), as amended from time to time, in order to ensure future recognition of a tax group (“steuerliche Organschaft”). Apart from aligning the wording of the existing controlling and profit transfer agreements with the currently applicable laws, the dynamic references to section 302 of the German Stock Corporation Act (AktG) and the maximum limit for a profit distribution under section 301 of the German Stock Corporation Act (AktG) are designed to obviate the need, to the extent possible, for future contractual amendments in the event that the relevant legal provisions are amended in future. Moreover, a new minimum term of the agreements is stipulated as a precautionary measure in order to ensure that the requirements for recognition of the tax group as defined in section 17 and section 14 (1) sentence 1 No. 3 of the German Corporate Tax Act are met. For these purposes, the controlling and profit transfer agreements mentioned above shall be amended.

The amended controlling and profit transfer agreements between GERRY WEBER International AG (hereinafter referred to as “the parent company”) and the three above-mentioned subsidiaries (hereinafter each referred to as “the subsidiary”) have the following material contents – to the extent that they have the same wording:

- The subsidiary places the management of its company under the control of the parent company. The parent company is entitled to issue instructions to the management of the subsidiary with regard to the governance of the company. The subsidiary is obliged to comply with the instructions.
- The subsidiary undertakes to transfer its full profit to the parent company. Subject to the creation of reserves within the limits defined below, profit is the full net profit for the year, excluding the profit transfer, less a loss carried forward from the previous year as well as by the amount that is not available for distribution pursuant to section 268 (8) of the German Commercial Code (HGB). The profit transfer may not exceed the amount specified in section 301 of the German Stock Corporation Act as amended from time to time.

(Convenience translation of the currently valid version of section 301 of the German Stock Corporation Act (AktG): “Regardless of the agreements that have been reached on how the profit to be transferred shall be calculated, an entity may transfer no more than its net profit for the year, excluding profit transfer, less a loss carried forward from the previous year, the amount that is to be allocated to the statutory reserves pursuant to section 300 and the amount that is not available for distribution pursuant to section 268 (8) of the German Commercial Code (HGB). If amounts have been allocated to other revenue reserves during the term of the agreement, these amounts may be withdrawn from other revenue reserves and be transferred as profit.”) Subject to the consent of the parent company, the subsidiary may allocate amounts of the net profit for the year to revenue reserves (section 272 (3) of the German Commercial Code (HGB)) to the extent that this is permissible under the German Commercial Code and makes economic sense based on prudent commercial judgement. At the request of the parent company, other revenue reserves as defined in section 272 (3) HGB which are established during the term of the agreement must be released and be used to compensate for a net loss or be transferred as profit. The transfer of capital and revenue reserves established prior to the conclusion of the agreement is precluded. The entitlement to the transfer of profits arises as of the end of the fiscal year of the subsidiary and becomes due as of that date.

- The provisions of section 302 of the German Stock Corporation Act (AktG), as amended from time to time, apply according to the takeover of a loss by the parent company. (Convenience translation of the currently valid version of the relevant paragraphs 1, 3 and 4 of section 302 AktG: “(1) If a controlling or profit transfer agreement exists, the other contractual party must offset any other loss for the year which arises during the term of the agreement unless this is offset by amounts which are withdrawn from other revenue reserves and have previously been allocated to these reserves during the term of the agreement. (3) The company may waive the entitlement to compensation or reach a settlement agreement about it only three years after the day on which the entry of the termination of the agreement in the Commercial Register pursuant to section 10 of the German Commercial Code is announced. This shall not apply if the party liable to compensate is insolvent and has reached a settlement agreement with its creditors to avoid insolvency proceedings or if the obligation is governed by an insolvency plan. The waiver or settlement shall become effective only if the external shareholders agree by way of a special resolution and if no minority whose shares represent at least one tenth of the share capital at the time the resolution is passed files a written objection. (4) The claims under these provisions come under statute of limitations in ten years from the day on which the entry of the termination of the agreement in the Commercial Register is announced.”) The entitlement to the transfer of losses arises as of the reporting date of the financial statements of the subsidiary and becomes due as of that date.
- The amended version of the agreement becomes effective upon entry in the Commercial Register of the subsidiary and applies – with the exception of the amended section 1 (management) – with retroactive effect from the fiscal year of the subsidiary in which the amendment becomes effective. The amended regulation on the management of the subsidiary by the parent company laid

down in section 1 of the agreement applies only from the time at which the amendment of the agreement is entered in the Commercial Register of the subsidiary.

- The effectiveness of the amended version of the agreement is subject to approval by the Annual General Meeting of the parent company and to approval by the Shareholders' Meeting of the subsidiary. The Shareholders' Meetings of each of the three subsidiaries have already approved the amendment of the controlling and profit transfer agreements.
- The amended agreement may be first terminated after six years from the beginning of the fiscal year in which the amendment becomes effective giving six months' notice provided that the fiscal year of the subsidiary ends on this day. Otherwise, the first termination is possible, subject to the same period of notice, as of the end of the fiscal year of the subsidiary that is ongoing as of this day. If the agreement is not terminated, it is renewed until the end of the next fiscal year of the subsidiary, with the period of notice remaining the same. The right to terminate the agreement for good cause without observing a notice period remains unaffected by the above. The parent company is entitled to terminate the agreement for good cause, in particular, if (i) the parent company is no longer the sole shareholder of the subsidiary due to the sale of shares or if the preconditions for integration of the subsidiary into the parent company for tax purposes no longer apply, or (ii) the parent company transfers all or part of its investment in the subsidiary to another company or (iii) the parent company or the subsidiary are merged, spun off or liquidated. This does not affect the possibility to revoke the agreement by mutual agreement instead of terminating it.
- Should one or several provisions of the agreement be void, ineffective or unenforceable, this does not affect the validity of the other provisions. In this case, the parties will replace the void, ineffective or unenforceable provision with an effective and enforceable provision which comes closest to the economic purpose of the void, ineffective or unenforceable provision. The same applies if the agreement contains one or several gaps.

GERRY WEBER International AG is the sole shareholder of the subsidiaries. For this reason, the controlling and profit transfer agreement is not required to include compensation payments or indemnities. This is also the reason why no review of the controlling and profit transfer agreement pursuant to section 293b of the German Stock Corporation Act (AktG) was required.

From the date the Annual General Meeting is convened, the three amendment agreements relating to the controlling and profit transfer agreements between GERRY WEBER International AG and the three subsidiaries, the three existing controlling and profit transfer agreements, the financial statements and management reports of GERRY WEBER International AG and the three subsidiaries for the fiscal years 2009/10 (1 November 2009 - 31 October 2010), 2010/11 (1 November 2010 - 31 October 2011) and 2011/12 (1 November 2011 - 31 October 2012) as well as the three joint reports of the Managing Board of GERRY WEBER International AG and the respective managements of the three subsidiaries pursuant to section 293a of the German Stock Corporation Act (AktG) will be available on the website of GERRY

WEBER International AG at [www.gerryweber.com](http://www.gerryweber.com) (Investors/Annual General Meeting). The above documents will also be made available at the Annual General Meeting of GERRY WEBER International AG.

The Shareholders' Meetings of the three subsidiaries have already approved the amendment of the respective controlling and profit transfer agreement.

The amendment of the three controlling and profit transfer agreements shall become effective only with the consent of the Annual General Meeting of GERRY WEBER International AG and only once it is entered in the Commercial Register of the respective subsidiary.

The Managing Board and the Supervisory Board propose to pass the following resolution:

- a) The amendment of the controlling and profit transfer agreement between GERRY WEBER International AG and Gerry Weber Life-Style Fashion GmbH (originally concluded between Court One Fashion GmbH and Gerry Weber Life-Style Fashion GmbH) dated 17 September 2002 by way of the amendment agreement dated 19 April 2013 shall be approved.
- b) The amendment of the controlling and profit transfer agreement between GERRY WEBER International AG and TAIFUN-Collection Gerry Weber Fashion GmbH dated 26 March 2002 by way of the amendment agreement dated 19 April 2013 shall be approved.
- c) The amendment of the controlling and profit transfer agreement between GERRY WEBER International AG and SAMOON-Collection Fashion-Concept Gerry Weber GmbH dated 26 March 2002 by way of the amendment agreement dated 19 April 2013 shall be approved.

It is intended to vote separately on the approval of each amendment.

### **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, the company's share capital amounts to EUR 45,905,960.00 and is divided into 45,905,960 bearer shares carrying one voting right per share. Each share grants one vote at the Annual General Meeting. The company holds no own shares. The total number of voting rights therefore amounts to 45,905,960 at the time the Annual General Meeting is convened.

### **Requirements for participation in the Annual General Meeting and exercise of the voting rights (with record date pursuant to section 123 (3) sentence 3 of the German Stock Corporation Act (AktG) and its meaning)**

Subject to presentation of a proof of shareholding, only shareholders who register with the company at the address below by Thursday, 30 May 2013 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 Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 München  
Germany  
or by fax: +49 (0) 89 210 27 289  
or by e-mail: meldedaten@haubrok-ce.de

Proof of the shareholding must be given by the custodian bank in text form in German or English (section 126b of the German Civil Code (BGB)). This evidence must relate to the beginning of the 21st day prior to the Annual General Meeting (record date), i.e. Thursday, 16 May 2013, 00:00 h CEST.

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 Annual General Meeting or exercise their voting rights. The right to attend the Annual General Meeting 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. Persons who do not hold shares as of the record date and become shareholders only after that date are entitled to attend the Annual General Meeting and to vote for the shares held by them only if they hold a power of attorney or are authorised to exercise the rights. The record date is not relevant for the entitlement to dividend.

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.

### **Voting by proxies**

Shareholders may also 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. If the shareholder designates more than one proxy, the company may reject one or several of them. Registration within the deadline and proof of the shareholding in accordance with the above requirements are also required when granting power of attorney to a proxy; this does not rule out the possibility to grant power of attorney after having registered.

The granting, revocation and proof of power of attorney must be sent to the company in text form (section 126b of the German Civil Code (BGB)); section 135 of the German Stock Corporation Act (AktG) shall remain unaffected. The form sent together with the admission ticket may be used to grant power of attorney. Shareholders may also issue a separate power of attorney in text form. Regardless of another way of transmission laid down by law, proof of the power of attorney may also be given by e-mail to the following e-mail address:

vollmacht@haubrok-ce.de

When granting power of attorney to banks, shareholders' associations or equivalent persons as defined in section 135 of the German Stock Corporation Act (AktG), the legal provisions apply, especially section 135 of the German Stock Corporation Act (AktG) and, possibly, other, complementary requirements made by the proposed proxies. We ask our shareholders to agree this with the proposed proxies.

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:

The designated proxies may exercise the voting right exclusively on the basis of the instructions issued by the shareholder with regard to the individual agenda items. Where no explicit and clear instruction exists, the designated proxies of the company will abstain from voting on the respective item. The form on the admission ticket may be used to grant power of attorney to the designated proxy and to issue instructions for the voting. The granting, revocation and proof of power of attorney must be sent to the company in text form. Powers of attorney for the designated proxies and their instructions must be received by the company no later than 5 June 2013, 16:00 h CEST, at the following address: f

GERRY WEBER International AG  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 München  
or by fax: +49 (0) 89 210 27 289  
or by e-mail: vollmacht@haubrok-ce.de

#### **Requests for additions to the agenda**

Pursuant to section 122 (2) of the German Stock Corporation Act (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 Monday 6 May 2013, 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

The applicants must prove that they have held the shares for at least three months prior to the day of the Annual General Meeting, i.e. at least since Wednesday, 6 March 2013, 00:00 CEST. Section 70 of the German Stock Corporation AktG must be observed. A confirmation issued by the custodian bank is sufficient as proof.

#### **Shareholders' motions and election proposals pursuant to sections 126 (1) and 127 of the German Stock Corporation Act (AktG)**

Shareholders may file motions for individual agenda items (cf. section 126 AktG); this also applies to proposals for the election of Supervisory Board members of auditors (cf. section 127 AktG).

Motions (incl. reasons) and election proposals pursuant to section 126 (1) and section 127 of the German Stock Corporation Act (AktG) must exclusively be sent to:

GERRY WEBER International AG  
Hauptversammlung 2013  
Neulehenstraße 8  
33790 Halle/Westfalen  
or by fax: +49 (0) 5201 5857  
or by e-mail: [hauptversammlung@gerryweber.com](mailto:hauptversammlung@gerryweber.com)

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 Wednesday, 22 May 2103, 24:00 h CEST, at the above address will be made available on the Internet at **www.gerryweber.com** (Investors/Annual General Meeting) subject to section 126 (2) and (3) of the German Stock Corporation Act (AktG). Any statements by the managements regarding the motions and election proposals received will also be published at the above Internet address.

The right of each shareholder to file counter-motions for the individual agenda items as well as election proposals without prior transmission to the company shall remain unaffected by the above. Counter-motions and election proposals transmitted to the company within the deadline specified will be addressed at the Annual General Meeting only if they are put forward orally at the Annual General Meeting.

Above and beyond the reasons listed in section 126 (2) of the German Stock Corporation Act (AktG), the Managing Board is not obliged to publish election proposals which do not contain the information required pursuant to section 124 (3) sentence 4 AktG and 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. The obligation of the Managing Board of GERRY WEBER International AG as the 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. With regard to agenda item 8, section 293g (3) of the German Stock Corporation Act (AktG) additionally requires that the Managing Board provides each shareholder at the Annual General Meeting, upon request from the latter, with information on all material affairs of Gerry Weber Life-Style Fashion GmbH, TAIFUN-Collection Gerry Weber Fashion GmbH and SAMOON-Collection Fashion-Concept Gerry Weber GmbH, which are mentioned under this agenda item. As a general rule, requests for information must be made orally at the Annual General Meeting in the context of the discussion. According to the statutes, the chairperson of the meeting is authorised to set a reasonable time limit for shareholders to exercise their right to speak and ask questions.

**Further information regarding shareholders' rights pursuant to sections 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (AktG)**

Further information on motions for additions to the agenda pursuant to section 122(2) AktG, on counter-motions pursuant to section 126 (1) AktG and election proposals pursuant to section 127 AktG as well as on the right to information pursuant to section 131 (1) AktG can be available at [www.gerryweber.com](http://www.gerryweber.com) (Investors/Annual General Meeting).

**Documents relating to the Annual General Meeting; publications on the website and in the Federal Gazette**

The information and documents defined in section 124a of the German Stock Corporation Act (AktG) may be viewed and downloaded on the Internet at [www.gerryweber.com](http://www.gerryweber.com) (Investors/Annual General Meeting). All documents which must be made available to the Annual General Meeting by virtue of the law will be available at the Annual General Meeting.

The invitation to the Annual General Meeting on 6 June 2013 was published in the Federal Gazette on 25 April 2013.

Halle/Westphalia, April 2013

**GERRY WEBER International AG**  
*The Managing Board*



## HOW TO GET THERE:



Located between the cities of Bielefeld and Gütersloh, Halle/Westphalia can easily be reached via Bundesstraße B 68 and Landesstraße L 782 as well as the autobahns A1, A2, A30 and A33.

If you travel by rail, take the “Haller Willem“ train from Bielefeld station, which is served by Deutsch Bahn’s ICE trains.

Leaves Bielefeld central station: 8:59 h

Arrives Halle station: 9:26 h

Arrives Halle, GERRY WEBER Stadium: 9:28 h

**GERRY WEBER International AG**  
Neulehenstraße 8; D – 33790 Halle/Westfalen