

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 Wednesday, 4 June 2014, 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 2013 of GERRY WEBER International AG and of the consolidated financial statements for the period ended 31 October 2013 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 2012/2013 (1 November 2012 - 31 October 2013).**

The above documents will be made available at the Annual General Meeting and can be viewed and downloaded at 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 2012/13 profit

The Managing Board and the Supervisory Board propose to use the profit of **EUR 46,154,610.05** reported in the financial statements for the period ended 31 October 2013 as follows:

- a) Distribute a dividend of **EUR 0.75** per share with full profit entitlement for the fiscal year 2012/13; i.e. a total amount of **EUR 34,429,470.00**;
- b) Carry forward the remaining amount of **EUR 11,725,140.05** to new account.

The dividend will become due as of 5 June 2014.

3. Resolution on the discharge of the Managing Board from liability for the fiscal year 2012/13

The Managing Board and the Supervisory Board propose to discharge the members of the Managing Board who were in office in the fiscal year 2012/13 from liability for the fiscal year 2012/13.

4. Resolution on the discharge of the Supervisory Board from liability for the fiscal year 2012/13

The Managing Board and the Supervisory Board propose to discharge the members of the Supervisory Board who were in office in the fiscal year 2012/13 from liability for the fiscal year 2012/13.

5. Resolution on the appointment of the auditors for the financial statements and the consolidated financial statements for the fiscal year 2013/14

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 2013/14.

6. Election of a new Supervisory Board member

In accordance with section 96 (1) of the German Stock Corporation Act (AktG) in conjunction with section 1 (1) sentence 1 No. 1, section 4 (1) of the German One-Third Participation Act (Drittelbeteiligungsgesetz) and section 9 (1) of the statutes, the Supervisory Board of the company is composed of six members, of whom four are elected by the Annual General Meeting and two are elected by the workforce.

Dr. Wolf-Albrecht Prautzsch has given up his mandate as shareholder representative on the Supervisory Board with effect from 31 October 2014, 24:00 h, and will resign from the Supervisory Board on that date.

In accordance with section 100 (2) sentence 1 No. 4 of the German Stock Corporation Act (AktG), R&U Weber GmbH & Co. KG, which holds more than 25% of the voting rights in GERRY WEBER International AG, has proposed to elect Gerhard Weber, whose membership of the company's Managing Board will end on 31 October 2014, as shareholder representative on the Supervisory Board with effect from 1 November 2014. The Supervisory Board joins this proposal.

The Supervisory Board proposes – as recommended by the Nomination Committee – to elect Gerhard Weber, who is currently still member and Chairman of the Managing Board of GERRY WEBER International AG, domiciled in Halle/Westphalia, as shareholder representative on the Supervisory Board for the time after his resignation from the Managing Board (31 October 2014, 24:00 h), i.e. with effect from 1 November 2014.

Gerhard Weber is not a member of other statutory supervisory boards or comparable domestic or foreign controlling bodies of commercial enterprises (section 125 (1) sentence 5 of the German Stock Corporation Act (AktG)).

Gerhard Weber is the company founder and holds 29.05% of the company's share capital through R&U Weber GmbH & Co. KG, Halle (Westphalia). His son, Ralf Weber, has been a member of the company's Managing Board since 1 August 2013. His wife, Charlotte Weber-Dresselhaus, is a member of the Supervisory Board.

Together with Udo Hardieck, co-founder of GERRY WEBER International AG and member of the Supervisory Board, who directly and indirectly holds 17.42% of the company's share capital, Gerhard Weber holds shares in Gerry Weber Management & Event OHG, Halle (Westphalia), Gerry Weber Management & Event Verwaltungs-GmbH, Halle (Westphalia), Sportpark Hotel Halle Verwaltungs-GmbH, Halle (Westphalia) and Gerry Weber Sportpark Hotel GmbH & Co. KG, Halle (Westphalia), which maintain business relationships with GERRY WEBER International AG (or other Group member companies). The business relationships are disclosed in the notes to the consolidated financial statements and are the subject of the dependency report pursuant to section 312 of the German Stock Corporation Act (AktG), which has been audited by the company's auditors.

The Supervisory Board is of the opinion that Gerhard Weber maintains no other relations with the company, other Group member companies, the executive bodies of

the company or shareholders holding material interests in the company as defined in 5.4.1 (4) of the German Corporate Governance Code.

In accordance with section 9 (4) of the statutes, Gerhard Weber shall be elected for the remaining term of office of the resigning member, Dr. Wolf-Albrecht Prautzsch, i.e. until the end of the Annual General Meeting resolving on the discharge from liability of the Supervisory Board for the fiscal year 2013/14.

The Annual General Meeting is not bound by the election proposal.

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 Wednesday, 28 May 2014 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. Wednesday, 14 May 2014, 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 Tuesday, 3 June 2014, 16:00 h CEST, at the following address:

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 Sunday 4 May 2014, 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 Tuesday, 4 March 2014, 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 2014
Neulehenstraße 8
33790 Halle/Westfalen
or by fax: +49 (0) 5201 5857
or by e-mail: 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 Tuesday, 20 May 2014, 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 pursuant to section 127 of the German Stock Corporation Act (AktG) 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. 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 pursuant to section 121 (3) sentence 3 no. 3 of the German Stock Corporation Act (AktG) 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 (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

(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 4 June 2014 was published in the Federal Gazette on 23 April 2014.

Halle/Westphalia, April 2014

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 Deutsche 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