

**GERRY WEBER International AG****Statement of Compliance with the Recommendations  
of the German Corporate Governance Code as amended on June 12, 2006**

The Supervisory Board and the Managing Board of GERRY WEBER International AG endorse the objectives of the German Corporate Governance Code. The Corporate Governance Code of GERRY WEBER International AG is aimed at promoting the trust placed by investors, customers, employees and the general public in the company's management and thus at fostering its acceptance in the capital markets.

Pursuant to Article 161 of the German Stock Corporation Law (AktG), the Managing Board and Supervisory Board hereby issue the following statement of compliance with the recommendations made by the government commission on the German Corporate Governance Code as amended on June 12, 2006:

1. Since issuing the last statement of compliance in December 2005 and the June 12, 2006 amendments to the Code (as compared to the version of June 2, 2005), the company has complied with additional recommendations of the Code. These are listed below:

Section 4.2.4 of the Code – The total compensation of each member of the Management Board will continue to be disclosed by name, broken down into its components.

Section 4.2.5 of the Code – The 2005/2006 Annual Report complies with the recommendation newly added to the Code, according to which the compensation paid to the Managing Board should be disclosed in the form of a compensation report forming part of the Corporate Governance Report.

Section 7.1.1 Clause 2 of the Code – International accounting principles:  
The consolidated financial statements for the financial year 2005/2005 will be prepared to International Financial Reporting Standards (IFRS) for the first time. All future interim, quarterly and annual reports of the GERRY WEBER Group will also be based on IFRS.

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

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

Section 4.2.5 of the Code – Stock option plan, pension plans and fringe benefits: The presentation of a detailed stock option plan and of a comparable compensation system has been dispensed with, given that GERRY WEBER International AG has not issued any stock options as variable compensation components and will not do so in the future, either. The concrete form of a stock option plan or a comparable compensation system would be published in an appropriate form if and when applicable. No pension plan has been established for the benefit of the Managing Board and no fringe benefits are provided. The compensation report therefore dispenses with a detailed presentation of such plans and programmes.

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

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

Section 5.4.4 of the Code – Change from the Managing Board to the Supervisory Board: GERRY WEBER International AG has so far complied with the recommendations that it shall not be the rule for the former Managing Board Chairman or a Managing Board member to become Supervisory Board Chairman or the Chairman of a Supervisory Board committee, and special reasons shall be presented to the annual general meeting if this is intended. With a view to the future, the company would like to keep all options open to propose the best candidates for Supervisory Board membership to the annual general meeting.

Section 7.1.2 of the Code – Publication of consolidated financial statements: The consolidated financial statements were publicly accessible within 120 days of the end of the reporting period. The company will attempt to meet the 90 days deadline in future.

The Corporate Governance Code of GERRY WEBER International AG will be reviewed and refined on a regular basis in the light of subsequent experience and legal requirements, as well as of the further development of national and international standards. Today already, GERRY WEBER complies with most of the additional suggestions of the Code on good Corporate Governance and issues a corresponding statement in the annual Corporate Governance Report. At present, GERRY WEBER International AG already complies with two of the five new recommendations made in the amended version of June 12, 2006. The remaining three recommendations are not relevant for GERRY WEBER International AG (cf. Section 4.2.5 of the Code).

Halle/Westphalia, December 2006

The Managing Board and Supervisory Board  
of GERRY WEBER International AG