

DECLARATION OF CONFORMITY PURSUANT TO § 161 GERMAN STOCK CORPORATION ACT (AKTG)

In the financial year 2010/2011, the Managing Board and the Supervisory Board of GERRY WEBER International AG closely addressed the implementation of the recommendations and proposals of the German Corporate Governance Code. Based on the version of the German Corporate Governance Code (DCGK) last amended on 26 May 2010, the Managing Board and the Supervisory Board issued a declaration of conformity pursuant to section 161 of the German Stock Corporation Act (AktG). The latest declaration of conformity and the declarations of the previous years can be found on the Internet at www.gerryweber.com. Due to the size of the company, the number of Supervisory Board members and the business model, we did not comply with all recommendations of the Code:

- GERRY WEBER International AG will send the notification of the convening of the Annual General Meeting together with the convention documents by electronic means to individual domestic and foreign financial services providers, shareholders and shareholders' associations only upon request. Although this form of transmission is permissible under the company's statutes, GERRY WEBER International AG will continue to refrain from the general electronic transmission of these documents for organisational reasons.
- The D&O insurance for the members of the Managing Board includes a deductible as recommended by the DCGK. The D&O insurance for the members of the Supervisory Board has included such a deductible since 1 June 2011, which means that the company has complied with this recommendation of the Code since that date.
- The Supervisory Board has defined specific targets with regard to its composition, which take into account not only sufficient expert knowledge and experience but also the specifics and the international activities of the company as well as diversity. No age limit has been fixed for the members of the Supervisory Board and the Managing Board, as abilities, qualifications and experience are regarded as the relevant criteria for appointment to these bodies.
- Membership in the Nomination Committee and in the Audit Committee will not be taken into account in the compensation of the Supervisory Board as the other compensation of the Supervisory Board is considered sufficient by the company.
- In accordance with the amendment to the statutes decided by the Annual General Meeting on 24 May 2011, the members of the Supervisory Board receive only fixed compensation and no performance-related compensation. The aim is to promote the independent activity of the Supervisory Board members and to prevent a conformity of remuneration-driven interests shared by the Managing Board and the Supervisory Board.

- According to the DCGK, the consolidated financial statements should be publicly accessible within 90 days from the end of the financial year, with interim reports to be published within 45 days from the end of the reporting period. The consolidated financial statements were publicly accessible within 120 days of the end of the reporting period. The interim reports have been publicly accessible within 45 days since the end of the second quarter (30 April 2011). GERRY WEBER International AG aims to comply with the 90-day deadline for the consolidated financial statements recommended by the Code in future. So far, the company has not complied with the recommended deadlines in order to ensure a higher quality of the figures reported.

Halle/Westphalia, 28 November 2011

GERRY WEBER International AG

Managing Board and Supervisory Board