

GERRY WEBER International AG**Statement of Compliance with the Recommendations of the German Corporate Governance Code as amended on June 2, 2005**

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 declaration of conformity with the recommendations made by the government commission on the German Corporate Governance Code as amended on June 2, 2005.

1. Since issuing the last declaration of conformity in December 2004 and the June 2, 2005 amendments to the Code (as compared to the version of May 21, 2003), the company has complied with additional recommendations of the Code. These are listed below:

Section 3.10 of the Code - Corporate Governance Report: GERRY WEBER International AG will comply with the new recommendation to keep previous declarations of conformity with the Code available on its website for five years. Today already, all previous declarations of conformity are available at www.gerry-weber.ag.

Section 4.2.4 of the Code – Managing Board compensation: The financial statements for the fiscal year 2004/2005 will be the first to show individualised figures for the compensation of the members of the Managing Board. Such individualised figures will also be shown in future financial statements.

Section 5.4.2 of the Code – Independence of the Supervisory Board: GERRY WEBER International AG has always complied with the new recommendation that the Supervisory Board shall include what it considers an adequate number of independent members.

Section 5.4.3 of the Code – Elections to the Supervisory Board: GERRY WEBER International AG complies with the following three new recommendations of the Code: (1) elections to the Supervisory Board shall be made on an individual basis; (2) an application for the judicial appointment of a Supervisory Board member shall be limited in time up to the next annual general meeting; (3) proposed candidates for the Supervisory Board chair shall be announced to the shareholders.

Section 5.4.7 (3) of the Code – Supervisory Board compensation: The financial statements for the fiscal year 2004/2005 will be the first to show individualised figures for the compensation of the members of the Supervisory Board, subdivided according to components. The same will apply to future financial statements.

Section 6.6 of the Code – Purchase, sale and ownership of shares in the company: GERRY WEBER International AG will comply with the new recommendation to include all information under Section 6.6 of the Code in its Corporate Governance Report. In the past, such information used to be shown in the notes to the consolidated financial statements.

Section 7.1.3 of the Code – Stock option programmes: GERRY WEBER International AG will comply with the new recommendation to include information on stock option programmes and similar securities-based incentive systems of the company in its Corporate Governance Report provided that such a stock option programme exists.

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 4.2.3 of the Code – Stock option plan: The specific details of a stock option plan or comparable remuneration system have not been depicted in view of the fact that GERRY WEBER International AG has not issued any stock options as variable remuneration components to date and does not intend to do so in future. The specific

details of any stock option plan or comparable remuneration system will be disclosed in a suitable form.

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 two new recommendations that (1) 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 (2) 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 7.1.1 sentence 2 of the Code – International accounting principles: The consolidated financial statements and the interim reports have so far been prepared to national accounting standards (HGB). The financial statements for 2005/2006 will be the first to be prepared to internationally recognised accounting principles, which is in accordance with the statutory deadline.

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 seven of the ten new recommendations made in the amended version of June 2, 2005.

Halle/Westphalia, December 2005

The Managing Board and Supervisory Board of GERRY WEBER International AG