

(Please note that only the German version of the invitation is legally binding)

GERRY WEBER
INTERNATIONAL AG

GERRY WEBER International AG

Halle (Westfalen)

ISIN DE000A255G36

We hereby invite the shareholders of our Company to the

Annual General Meeting

on Thursday 19 August 2021, at 10.00 am (CEST) with the following proviso:

Based on a decision reached by the Executive Board, with the consent of the Supervisory Board, as per sec. 1 para. 2 sentence 1 and para. 6 sentence 1 of the legislation governing measures in company, cooperative, association, foundation and residential property law to combat the effects of the COVID-19 pandemic (Federal Law Gazette I 2020, 570 et seqq.) in the version of the last amendment by Article 11 of the law on further reduction of the residual debt exemption proceedings and on adapting pandemic-related provisions in the law of companies, associations and foundations as well as in the tenancy and lease law dated December 22, 2020 (Federal Law Gazette I 2020, 3328 et seqq.) (**the COVID-19 Measures Act**), the Annual General Meeting will take place without the physical presence of the shareholders or their authorised representatives (with the exception of the company-appointed proxy) as a

Virtual Annual General Meeting

using the password-protected internet services on the internet page of the Company at <https://ir.gerryweber.com/agm2021> in accordance with the intended procedure, whereby

1. the entire video and audio of the meeting will be broadcast;
2. the shareholders will be able to exercise their voting right via electronic communication and by proxy authorisation;
3. the shareholders will be granted the right to ask questions via electronic communication (until Tuesday 17 August 2021, 24.00 Uhr CEST);
4. the shareholders who have exercised their voting right will, in deviation from sec. 245 para. 1 of the German Stock Corporation Act (Aktengesetz – *AktG*), which requires attendance at the Annual General Meeting, be able to object to a resolution by the Annual General Meeting.

Further details on this can be found at the end of this invitation under “

D. Further information and notes regarding the Annual General **Meeting** “.

Insofar as the Annual General Meeting requires a physical gathering of members of the administration, the Chair of the Meeting, the company-appointed proxy and the notary recording the transcript, the venue of the Annual General Meeting will be the domestic business address of the Company's headquarters, Neulehenstraße 8, 33790 Halle (Westphalia). **The shareholders and their authorised representatives (with the exception of the company-appointed proxy) have no right and no possibility to be present at the venue of the Annual General Meeting.**

A. Agenda

1. Submissions to the shareholders' meeting pursuant to secs. 176 para. 1 sentence 1, 175 para. 2 AktG

Pursuant to secs. 176 para. 1 sentence 1, 175 para. AktG, the Executive Board submits the following draft resolutions and the explanatory notes of the Executive Board in connection with the disclosures in accordance with secs. 289a para.1, 315a para. 1 of the German Commercial Code (Handelsgesetzbuch – *HGB*) to the Annual General Meeting:

- the approved annual financial statements of GERRY WEBER International AG as of 31 December 2020,
- the approved consolidated financial statements as of 31 December 2020,
- the joint management report for GERRY WEBER International AG and the Group as of 31 December 2020,
- the report by the Supervisory Board and
- the proposal by the Executive Board on the appropriation of net profit.

From the time of convening of the Annual General Meeting these documents will be made available on the Company website at

<https://ir.gerryweber.com/agm2021>.

They will also be accessible during the Annual General Meeting.

On 30 April 2021, the Supervisory Board approved the financial statements prepared by the Executive Board in accordance with sec. 172 sentence 1 AktG. The annual financial statements are therefore adopted. The Supervisory Board also approved the consolidated financial statements. Adoption of the financial statements or approval of the consolidated financial statements by the Annual General Meeting pursuant to sec. 173 AktG is therefore not required. The remaining documents cited above are also only to be made available to the Annual General Meeting without – apart from the resolution on the appropriation of the balance sheet profit under agenda item 2 – requiring resolution.

2. Resolution on the appropriation of the Balance Sheet Profit as of 31 December 2020

The Executive Board and Supervisory Board propose that the balance sheet profit of EUR 10,230,733.43 shown in the annual financial statements as of 31 December 2020 be carried forward in full to new account (profit carried forward).

3. Resolution on the discharge of the Executive Board for the financial year 2020

The Executive Board and Supervisory Board propose that the acting members of the Executive Board at Gerry Weber International AG in the financial year 2020 be discharged for this period.

4. Resolution on the discharge of the Supervisory Board for the financial year 2020

The Executive Board and Supervisory Board propose that the acting members of the Supervisory Board at Gerry Weber International AG in the financial year 2020 be discharged for this period.

5. Postponement of the discharge of the Executive Board member Ralf Weber for the financial year 2017/2018

Mr Ralf Weber was a member of the Company's Executive Board during the 2017/2018 financial year. Due to the allegations made by the public prosecutor in the meantime, the 2019 Annual General Meeting, which also had to resolve on the discharge of the 2017/2018 financial year, postponed the decision on the discharge of Mr Ralf Weber until the General Meeting resolving on the discharge for the 2020 financial year. At the time of convocation of the Annual General Meeting, the investigations against Mr Ralf Weber are still ongoing, so the decision on the matter should also be postponed this year.

The Executive Board and the Supervisory Board propose that the discharge of Mr Ralf Weber as a member of the Executive Board for the 2017/2018 financial year be postponed due to the allegations made against him until the Annual General Meeting that will resolve on the discharge for the 2021 financial year.

6. Postponement of the discharge of the Supervisory Board member Ralf Weber for the short financial year from 1 November 2018 until 31 March 2019

Mr Ralf Weber was also a member of the Company's Supervisory Board in the short financial year of the Company from 1 November 2018 until 31 March 2019. The 2020 Annual General Meeting also postponed the decision on the discharge for this period. In light of the ongoing investigation, the Annual General Meeting shall also decide on a further postponement.

The Executive Board and the Supervisory Board propose that the discharge of Mr Ralf Weber as member of the Supervisory Board for the short financial year from 1 November 2018 until 31 March 2019 be postponed until the Annual General Meeting that will resolve on the discharge for the 2021 financial year.

7. Postponement of the discharge of the Supervisory Board member Ralf Weber for the short financial year from 1 April 2019 until 31 December 2019

Finally, Mr Ralf Weber was also a member of the Supervisory Board for the Company's short financial year from 1 April 2019 until 31 December 2019. In this respect, too, the 2020 Annual General Meeting postponed the decision on the discharge for this period. In light of the ongoing investigations, the Annual General Meeting shall resolve on another postponement.

The Executive Board and the Supervisory Board propose that the discharge of Mr Ralf Weber as a member of the Supervisory Board for the short financial year from 1 April 2019 until 31 December 2019 be postponed until the Annual General Meeting that will resolve on the discharge for the 2021 financial year.

8. Appointment of the auditor for the financial statements and the consolidated financial statements for the financial year 2021

Based on a corresponding recommendation from the Audit Committee, the Supervisory Board proposes that

KPMG AG Wirtschaftsprüfungsgesellschaft, Bielefeld, be appointed as auditor and Group auditor for the financial year 2021.

The recommendation from the Audit Committee of the Supervisory Board was preceded by a selection procedure conducted in accordance with Article 16 of EU Directive No. 537/2014 (EU Audit Regulation). The Audit Committee of the Supervisory Board subsequently recommended KPMG AG Wirtschaftsprüfungsgesellschaft, Bielefeld, and Rödl & Partner GmbH Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Bielefeld, to the Supervisory Board, stating its reasons, and expressing a reasoned preference for KPMG AG Wirtschaftsprüfungsgesellschaft.

In its recommendation, the Audit Committee stated that its recommendation was free from undue influence by third parties and that it was not subject to any stipulation of the type stated in Art. 16 (6) of the EU Audit Regulation which would restrict the Company's selection to certain auditors.

9. Resolution on the approval of the compensation system for members of the Executive Board

In accordance with sec. 120a para. 1 AktG, the Annual General Meeting of a listed company passes a resolution at least every four years on the approval of the compensation system for members of the Executive Board presented by the Supervisory Board, as well as for every significant amendment to the compensation system. The provision has been newly included in the AktG by the Act for Implementation of the Second Shareholders' Rights Directive (Gesetz zur Umsetzung der zweiten Aktionärs-rechterichtlinie – *ARUG II*) and must be applied pursuant to sec. 26j para. 1 sentence 1 of the Introductory Law of the Stock Corporation Act (Einführungsgesetz zum Aktiengesetz – *EGAktG*) at the latest for Annual General Meetings which are held after 31 December 2020. The compensation system for the members of the Executive Board is outlined below and can be viewed online at <https://ir.gerry-weber.com/agm2021>.

Based on a corresponding recommendation by the Personnel Committee, the Supervisory Board recommends that the following resolution be adopted:

The compensation system for the members of the Executive Board passed by the Supervisory Board on 6 July 2021 is approved.

Remuneration System for the Management Board of GERRY WEBER International AG:

1. General

The Supervisory Board has determined the following system for the remuneration of the Management Board of GERRY WEBER International AG („**Company**“) in accordance with statutory law and the recommendations set forth by the German Corporate Governance Code (in the current version dated December 16, 2019). This remuneration system is designed to further align the remuneration of the Management Board with the business strategy of GERRY WEBER International AG and its long-term goals.

At the same time, the remuneration system shall take into account the challenging tasks and responsibility the Management Board faces in order to ensure the Company's competitiveness and stable and sustainable growth in the future. Therefore, the system shall – in consideration of the Company's financially sustainable economic activities – allow for a competitive remuneration aiming to promote GERRY WEBER International AG in its competition for highly qualified executives.

However, the remuneration system needs to be partially suspended in the light of financial aid by the Federal Government in the form of so-called Covid-19 interim aid (so-called Überbrückungshilfe III NRW and/or Überbrückungshilfe III+ NRW) for, inter alia, small and mid-sized companies suffering loss of sales and revenues due to the Covid-19 pandemic, which the Company has applied for and partially been granted. According to a term sheet (*Term Sheet Überbrückungshilfe III Plus – Prolongation of Überbrückungshilfe III in the second half-year of 2021 – „Term Sheet“*), issued by the Federal Ministry of Finance and the Federal Ministry of Economics on June 9 2021, companies receiving Covid-19 financial aid may not grant bonus payments, other variable or comparable remuneration components and special payments in form of shares, gratuities or other remuneration in addition to the fixed salary or other remuneration components which are subject to the Company's free discretion as well as severance payments not required by law.

Beyond that, the remuneration system is to be directly applied and, as soon as and as far as the legal requirements under the term sheet do not apply to the Company anymore, to be applied comprehensively regardless of the legal reason.

2. Contribution to promote the Company's business strategy and long-term development

The Company's business strategy aims to expand its own market share within the German fashion industry and to transform the Company into a leading and sustainable fashion company in the long term.

The Company's strategic focus lies, in particular, on growth and generating a broad and loyal customer base. GERRY WEBER International AG and its subsidiaries (together „**GERRY WEBER Group**“) align their activities with a long-term and sustainable corporate success and take holistic corporate responsibility.

The remuneration system is built on the basis of this long-term business strategy. In accordance with the Company's long-term goals, the Supervisory Board takes into account the following guidelines in the course of designing this remuneration system and determining the structure and amount of the remuneration for each individual Management Board Member:

- The orientation of the remuneration towards performance indicators based on ambitious internal and external objectives ensure the focus on a growth-generating approach of the Management Board Members and thereby contributes to a sustainable promotion of the Company's business strategy.
- The assessment of the multi-year variable remuneration based on long-term and sustainable criteria offers an incentive to long-term and sustainable corporate actions and prevention of inappropriate risk and thereby contributes to aligning the interests of management, shareholders and other stakeholders.
- The remuneration for the Management Board factors in the remuneration structure within the Company in general. Therefore, the remuneration for the Management Board is in particular compared with the remuneration of GERRY WEBER executives and proportionality is ensured.

3. Procedure for determination, implementation and review of the remuneration system

The Supervisory Board is statutorily responsible for the determination, implementation and review of the remuneration system for the Management Board. The Supervisory Board has delegated the preparation of the respective Supervisory Board decisions to the Personnel Committee (*Personalausschuss*). If needed, the Supervisory Board and/or the Personnel Committee may consult with external advisors. In this event, the Supervisory Board shall consider the independence of external remuneration advisors.

In the last supervisory board meetings, most recently on 24 June 2021 and 6 July 2021, the Supervisory Board dealt, once more due to the new situation triggered by the term sheet, with the remuneration for the Management Board and with the proposal by the Personnel Committee for the remuneration system. On the basis of consultations within the Supervisory Board, the proposal for the remuneration system was further developed by the Personnel Committee, in particular including a new long-term variable remuneration component, the so-called Long Term Incentive („LTI“) including a so-called Share Ownership Programms („SOP“). The Supervisory Board consulted external advisors. The Supervisory Board ensured the independence of the advisor.

The proposals made by the Personnel Committee were subject to discussions in the Supervisory Board. Based on these results, the Supervisory Board resolved this remuneration system for the Management Board in its meeting on 6 July 2021. Compared to the previous remuneration practice, this remuneration system particularly introduces an LTI as a future-oriented long-term variable remuneration component as well as non-financial performance criteria including the implementation of a SOP. The remuneration system is subject to approval vote by the general meeting in the event of material changes, however, at least every four years.

For the first time, the annual general meeting in the year 2021 will resolve upon the remuneration system. In the event that the annual general meeting in the year 2021 does not approve of the remuneration system, the Supervisory Board will submit a revised remuneration system to the subsequent ordinary general meeting.

In the course of the negotiations of the (new) management service contracts in early summer 2021, the implementation of the LTI has already been reflected. The current service contracts therefore comply to a large extent with this remuneration system. Final adjustments will be implemented in a timely manner. With respect to future appointments and re-appointments, the Personnel Committee will provide the Supervisory Board with recommendations regarding the determination of the concrete remuneration of the respective Management Board Member and the Supervisory Board will decide upon the concrete remuneration on basis of this recommendation. Thereby, statutory requirements of the German Stock Corporation Act need to be complied with. Within this framework, the Supervisory Board determines the further details to be followed in determining the concrete remuneration of Management Board members.

The Supervisory Board will review the remuneration granted to Management Board members and the remuneration system for the Management Board on a yearly basis. Thereby, it will particularly review the appropriateness of the total compensation and conduct a benchmarking. The Personnel Committee will submit a proposal to the Supervisory Board on a yearly basis and timely before the end of the fiscal year concerning the confirmation or adjustment of performance criteria for the variable remuneration for the subsequent fiscal year and the Supervisory Board will decide upon before the end of the respective fiscal year.

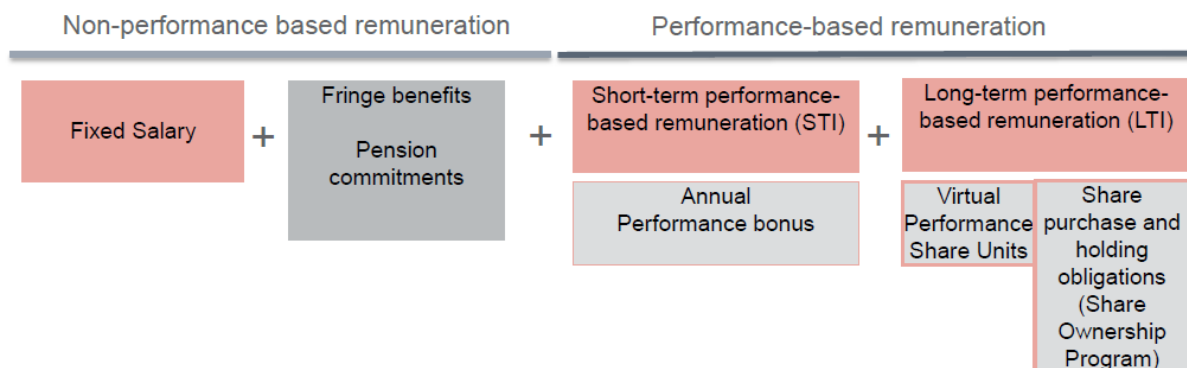
Since statutory law assigns the responsibility for determination, implementation and review of the remuneration system for the Management Board to the Supervisory Board, potential conflicts of interests are to a great extent excluded. Conflicts of interests of individual members of the Supervisory Board with respect to decisions of the Supervisory Board upon issues related to the remuneration of Management Board members have not yet occurred in the past. Potential conflicts of interests in the future will be dealt with according to the usual rules for the Supervisory Board of GERRY WEBER International AG. Depending on the type of conflict of interest, the respective member of the Supervisory Board will refrain from voting and, if applicable, refrain from participating in the discussion on the agenda item. In the event of a permanent and irresolvable conflict of interest, the respective member of the Supervisory Board shall resign from its board position.

4. Explanation with respect to the consideration of remuneration and employment conditions

In determining this remuneration system, in particular the remuneration for GERRY WEBER executives (this includes the second management level of the GERRY WEBER Group (Executive Vice Presidents and Directors) below the Management Board) were taken into account in order to ensure the appropriateness within the GERRY WEBER Group. Thereby, the group-wide employment conditions of executives were factored in. The relation between the range for the fixed salary of the executives and the Management Board remuneration as well as the relation between the range of the yearly bonus at 100% target achievement of the executives and the Management Board remuneration have been considered.

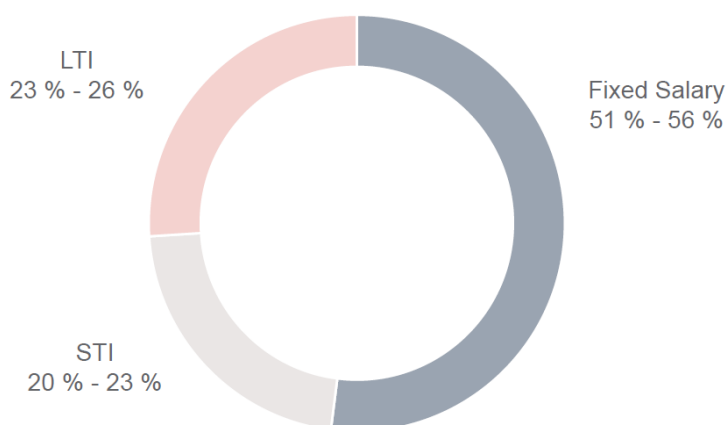
5. Remuneration components for the Management Board

The remuneration for the Management Board comprises performance based components and non-performance based components. The non-performance based remuneration comprise the fixed salary („**Fixed Salary**“), including fringe benefits and pension commitments. The performance based remuneration comprises short-term variable components, the Short Term Incentive („**STI**“), and long-term variable components, LTI.



5.1 Proportion of remuneration components with respect to the total target remuneration

The proportion of the Fixed Salary, the STI and the LTI with respect to the total target remuneration (without fringe benefits and pension commitments) have to lie within the following range, whereby STI and LTI are set at their annual target amount. The proportion of the remuneration components is based on the target remuneration for one year.



5.2 Target and Maximum Total Remuneration

The target remuneration is the amount granted to the Management Board member for a fiscal year in the event that the target achievement of all performance based components amounts to 100% („**Target Total Remuneration**“). The remuneration system allows for a Target Total Remuneration for both Management Board members together of EUR 1.525.000 for each fiscal year (without fringe benefits and pension commitments and subject to a potential future enlargement of the Management Board

which may allow to increase the Target Total Remuneration). The stated amount shall form the outer framework for the Supervisory Board in determining the respective Target Total Remuneration for each individual Management Board member in accordance with this remuneration system.

The maximum total remuneration is the amount which may be paid to the Management Board members for a fiscal year and comprises all remuneration components and all payments including those by subsidiaries or by third parties in connection with the Management Board Member activity („**Maximum Total Remuneration**“). The Maximum Total Remuneration for both Management Board members amounts to EUR 3.138.000 for each fiscal year (without fringe benefits, without pension commitments and without potential special bonuses).

The maximum amount of fringe benefits is specified in Sec.5.3 (b) as percentage of the Maximum Total Remuneration. The maximum amount of pension commitments is specified in Sec.5.3 (c) as percentage of the Fixed Salary and in this respect depending on the range for the Fixed Salary.

Through determination of proportions of remuneration components with respect to the Total Remuneration and of caps with respect to STI and LTI, it is ensured that the proportion of the LTI outweighs the proportion of the STI, both on the basis of a 100 % target achievement of the respective performance criteria and on the basis of the maximum target achievement. Thereby, the Supervisory Board aligns the remuneration for the Management Board with the Company's long-term and sustainable development.

This remuneration system aims to provide GERRY WEBER International AG with the necessary flexibility to be able to provide a competitive remuneration in the future. Thereby, the remuneration system promotes GERRY WEBER International AG in its competition for highly qualified executives. The Supervisory Board will make use of this flexibility within the scope as it deems appropriate in the light of the relevant circumstances.

5.3 Non-performance based remuneration

(a) Fixed Salary

The Fixed Salary is determined as fixed annual amount for each Management Board member and paid monthly in twelve equal rates. The Fixed Salary ensures a stable and predictable income for the Management Board members. It is paid in euros.

(b) Fringe benefits

The Fixed Salary is accompanied by contractually agreed fringe benefits. Fringe benefits include essentially common additional benefits such as allowance for insurance, non-cash benefits like the private use of a company car, additional benefits in case of change of residence and compensation for financial losses resulting from the acceptance of the position as Management Board member.

These fringe benefits are capped at 5% of the Maximum Total Remuneration for each respective Management Board member (relating to the relevant amount in euros in the course of determining the concrete remuneration).

The Supervisory Board is entitled to determine, in its discretion, a special bonus for one or several Management Board members in the event of extraordinary achievements and provided that it aligns with the Company's interests. However, the Management Board members have no legal claim for such special bonus.

(c) Pension commitments

In addition to the fringe benefits, additional benefits for pension schemes may be agreed with the Management Board members. In particular, this may include the payment of an insurance premium of up to 7,5 % of the relevant Fixed Salary. Management Board members are also entitled to use parts of their Fixed Salary for an insurance by the way of a deferred compensation.

5.4 Performance based remuneration

(a) Short-term performance based remuneration (STI)

The short-term performance based remuneration component (STI) is granted on a yearly basis.

The concrete payment amount of the STI is determined by certain performance criteria, so-called Key Performance Indicators („KPIs“).

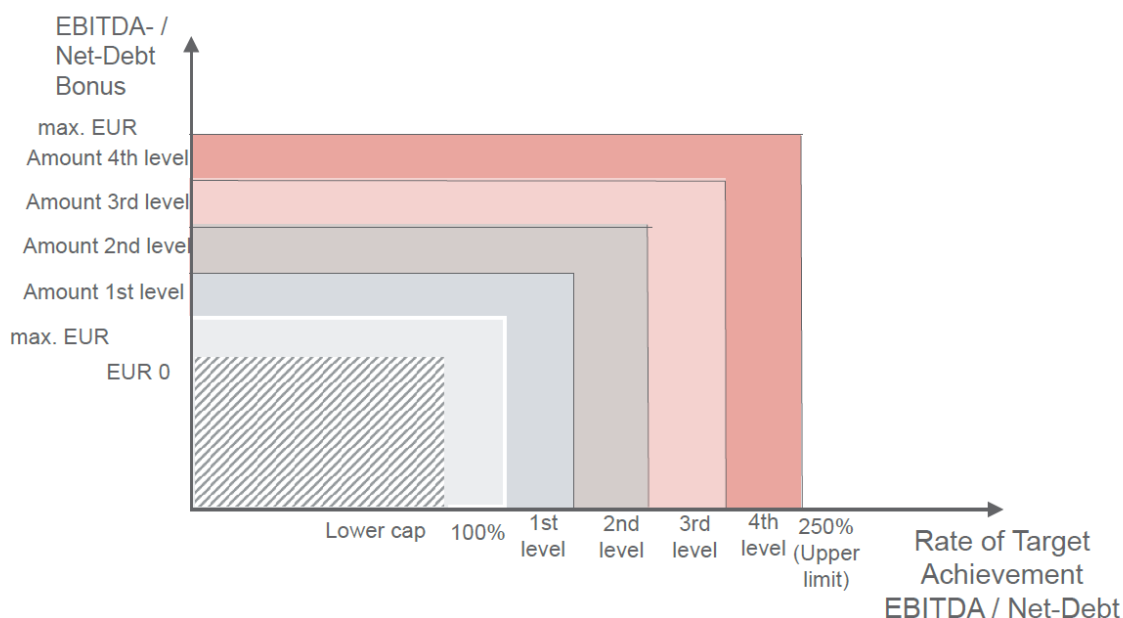
Financial key data for the operative business of GERRY WEBER International AG are used as KPIs. Therefore, the actual EBITDA as determined in the audited consolidated financial statement as opposed to the budgeted EBITDA and the actual Net-Debt as opposed to the budgeted Net-Debt shall be decisive.

A target amount for the STI will be determined in the service contract of the Management Board member which will be paid out in case the sum of the weighted target achievement for the determined KPIs equals 100% (Total Target Achievement). The annual maximum payment amount of the STI is capped at 250% of the target amount for each Management Board member.

The Supervisory Board may at any time define other key data which are determined in the audited consolidated financial statement of GERRY WEBER International AG as KPIs, as far as it is convinced that other key data is a more appropriate basis for the assessment of GERRY WEBER International AG.

The concrete KPI reference values have to be determined before the beginning of the respective fiscal year for which the STI will be granted. For each KPI a numerical target has to be determined which equals a target achievement of 100%. These targets will be determined based on the internal budget for the respective fiscal year. The planning of the budget itself reflects the long-term and strategic plans. Therefore, the STI offers incentives to fulfill the respective interim goals of each fiscal year and at the same time the long-term strategic plans.

Based on the target for a 100% target achievement, concrete levels of target achievement will be determined including a lower limit and a maximum limit. In the event the target achievement of the respective KPI exceeds the maximum limit, the amount determined for the maximum limit will be paid; in the event the target achievement of the respective KPI is below the lower limit, the target achievement for this KPI will be set at zero. The assessment period is the respective fiscal year for which the STI shall be granted.



The Supervisory Board determines the target achievement after the expiration of the respective fiscal year based on the numbers of the audited consolidated financial statement. The payment of the STI for the previous fiscal year shall be due on 30 April of the subsequent fiscal year at the latest.

The Supervisory Board may, in the event of an acquisition or sale of companies, parts of companies or holdings of companies or in the event of mergers with other companies, provided that such transaction is subject to the approval by the Supervisory Board, adjust the targets for each KPI in a way that special effects resulting from such transaction are eliminated.

The Supervisory Board may determine an additional voluntary special bonus due to extraordinary achievements of the Management Board member and respective extraordinary economic success of the Company. This special bonus, if it is resolved upon, will be granted in addition to all other remuneration. The grant of a special bonus may not result in an excess of the Maximum Total Remuneration for the respective Management Board member.

(b) Long-term performance based remuneration (LTI)

The long-term performance based remuneration (LTI) is granted in form of a virtual share program in annual tranches. The LTI is accompanied by a commitment to purchase and hold shares of the Company. The LTI reflects the long-term strategy of GERRY WEBER International AG and thereby provides consistent incentives for the achievement of key goals of the long-term strategic plan. At the same time, the LTI ties the Management Board members to the Company.

Virtual Performance Share Units (PSUs)

The LTI is designed as a virtual share program with a performance period of four years for the annual tranches. Management Board members are granted a certain number of virtual Performance Share Units („**PSUs**“) for each tranche. The amount and value are subject to adjustments in the course of the respective performance period.

The initial number of PSUs of each tranche („**Initial Number of PSUs**“) is calculated based on the individual initial amount divided by the share price and rounded up or down to full PSUs in accordance with commercial standards. The volume weighted and commercially rounded (two decimals, up or down) average price of the Company's share in XETRA trading of the Frankfurt stock exchange (or a subsequent trading system) over the last 30 trading days before the end of the year which precedes the first year of the performance period (the „**Initial Share Price**“) is decisive. In the event that no share prices are determined during a period of more than 15 trading days, the share price shall be determined by an independent valuation report. Therefore, the Initial Number of PSUs may vary from one year to another.

The final number of PSUs („**Final Number of PSUs**“) is calculated by multiplying the Initial Number of PSUs with the total rate of target achievement (as defined below).

The „**Total Rate of Target Achievement**“ is the mean of (i) the achieved rate of target achievement with respect to the financial performance criteria („**Rate of Target Achievement Financial Performance Criteria**“) and (ii) the achieved rate of target achievement with respect to the non-financial performance criteria („**Rate of Target Achievement Non-financial Performance Criteria**“).

The Rate of Target Achievement Financial Performance Criteria is the mean of all rates of target achievement of financial performance criteria. The Rate of Target Achievement Non-financial Performance Criteria is the mean of all rates of target achievement of non-financial performance criteria.

The parameters of the financial and non-financial performance criteria of each tranche are determined by the Supervisory Board in its dutiful discretion before the beginning of the first fiscal year of the respective tranche.

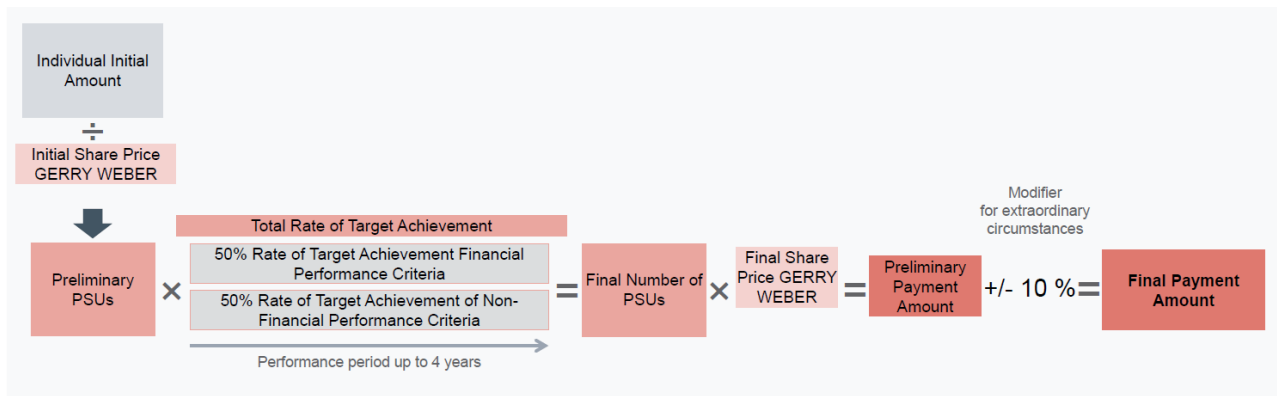
The **financial performance criteria** are oriented towards financial key performance indicators, in particular the market capitalisation of the Company at the end of the performance period of the respective tranche during a period of 30 trading days and the sales revenue at the end of the performance period of the respective tranche resulting from online retailing, which is a key indicator for the long-term growth of the fashion industry. The Supervisory Board may, with respect to the LTI, instead of one of the aforementioned financial performance criteria, determine other financial key performance indicators which are stated in the audited consolidated financial statement of GERRY WEBER insofar as it is convinced that that the other financial key performance indicators are more appropriate to reflect the long-term development and the sustainable growth of GERRY WEBER International AG. This needs to be determined before the beginning of the respective fiscal year for which the respective tranche of the LTI shall be granted. The individual financial performance criteria may be weighted differently within all goals. A numerical target is determined for each financial performance criteria which equals a target achievement of 100 %. This shall be a cumulative value derived from the long-term strategy of GERRY WEBER International AG for the performance period of the respective tranche. If the target achievement is below a certain perviously determined value, the target achievement will be set at zero; if the target achievement is above the previously determined maximum value, the factor will maximally be 400 %.

The **non-financial performance criteria** comprise strategic goals, which are oriented towards a long-term and sustainable development of the Company. The non-financial performance criteria enhance a sustainable growth in accordance with social and environmental aspects (so-called ESG criteria) including the consideration of employees, and thereby further promote the importance of non-financial key performance indicators. This incentivisation of the Management Board members towards sustainable, long-term and future-oriented action leads to an alignment of interests with the shareholders. With respect to the first tranche of the LTI, employee satisfaction and sustainability have been defined as concrete non-financial performance criteria. The Supervisory Board may replace the aforementioned non-financial performance criteria for the LTI with other non-financial strategic goals, as far as it is convinced that they are more appropriate to reflect the long-term development and the sustainable growth of GERRY WEBER International AG. This needs to be determined before the beginning of the respective fiscal year for which the respective tranche of the LTI shall be granted. The individual non-financial performance criteria may be weighted differently within all goals. A numerical target is determined for each non-financial performance criteria which equals a target achievement of 100 %. This shall be a cumulative value derived from the long-term strategy of GERRY WEBER International AG for the performance period of the respective tranche. If the target achievement is below a certain previously determined value, the target achievement will be set at zero; if the target achievement is above the previously determined maximum value, the factor will maximally be 400 %.

The concrete LTI conditions for each tranche, including the numerical targets with respect to the performance criteria, are agreed between the Supervisory Board and the Management Board members annually, based on the current multi-year plan.

The Final Number of PSUs the respective Management Board member is entitled to at the end of the performance period is to be multiplied by the relevant share price at the end of the performance period of the respective tranche. The relevant share price at the end of the performance period is based on the volume weighted and commercially rounded (up or down, two decimals) average price of the Company's share in XETRA trading of the Frankfurt stock exchange (or a subsequent trading system) over the last 30 trading days before the end of the last year of the respective tranche („**Final Share Price**“). In the event that no share prices are determined during a period of more than 15 trading days, the share price shall be determined by an independent valuation report.

The resulting amount („**Preliminary Payment Amount**“) may be adjusted to the lower or higher by the Supervisory Board, at its dutiful discretion, in order to take into account unexpected developments. In particular, the Supervisory Board is entitled to limit or adjust the LTI conditions in case of extraordinary developments, if and to the extent this is necessary to maintain the fair and just character of the LTI, the adjustment leads to such results which would have been reflected by the Supervisory Board in the event that the events and developments would have been known at the time of the determination of the original LTI conditions, and the appropriateness of the total remuneration is ensured. The scope of this possibility for adjustment is limited to +/- 10 % of the Preliminary Payment Amount. The amount of the LTI payment for each Management Board member in each fiscal year is capped at 400% of the individual issuance amount. The amount calculated in consideration of the preceding adjustments („**Final Payment Amount**“) will be paid within 14 days after determination by the Supervisory Board.



Share purchasing obligation

In addition, the Supervisory Board may stipulate that the Management Board members are obliged, one-time or several times, to purchase and hold for a certain period of time shares of GERRY WEBER International AG. Such share purchase obligation lapses in the event that the Company files for an application to start insolvency proceedings or other proceedings pursuant to the German Corporate Stabilisation and Restructuring Act (StaRuG). Currently, it is foreseen in the SOP that the Management Board members are obliged to re-invest parts of their money earned in the course of their activities as Management Board members in shares of GERRY WEBER International AG and, as an additional personal investment, subject to certain conditions, to invest a certain amount of their private money in shares of GERRY WEBER International AG.

5.5 Beginning and termination of the service contract during the year

In the event of the service contract beginning or terminating during the financial year, the fixed salary and the STI bonus for the respective year shall be granted on a pro rata basis based on the actual EBITDA and the Net Debt for the whole fiscal year. With respect to the LTI, the payment relating to the fiscal year shall be granted on a pro rata basis based on the actual financial and non-financial performance criteria of the whole fiscal year. Tranches of the LTI which have not yet been paid at the time of the termination of the service contract will be paid according to the settlement date for the respective tranche; the performance criteria and term of the respective tranche remain unaffected.

6. Special contractual provisions

6.1 Malus- und Clawback-provisions

The Supervisory Board is contractually entitled, wholly or partially, to retain STI and LTI payments or, in case the payment has already been made, to claim back the variable remuneration under the STI and LTI, in the event the Member of the Management Board has severely breached its legal duties or the Company's code of conduct in the course of the respective period. The Supervisory Board shall decide upon the assertion of repayment claims at its dutiful discretion. Evidence of damages resulting from the breach of the Management Board member's duty is not required.

Payment may be clawed back within three years after the end of the performance period of the respective LTI and even if the term of office or the service contract of the Management Board member has already been terminated.

The repayment claim is capped at 50 % of the granted net payments for the respective performance period. Other claims for damages against the Management Board member remain unaffected.

6.2 Deduction of remuneration for positions within and outside the group

In the event the Management Board member takes a Supervisory Board position in an affiliate of GERRY WEBER International AG, the remuneration received for this position shall be off-set against the remuneration of the Management Board member.

The acceptance of Supervisory Board positions in companies outside the group is subject to the approval of the Company's Supervisory Board. The Supervisory Board will determine in each individual case, whether and to which extent the remuneration for the external position will be off-set against the remuneration of the Management Board member.

As far as the remuneration for the Management Board member received for Supervisory Board positions is to be factored, the Fixed Salary will be deducted accordingly.

6.3 Adjustment of compensation

In the course of the annual review of the remuneration for the Management Board, the Supervisory Board may reduce the Total Remuneration or single remuneration components, whereby undercutting the contractually agreed fixed and minimum amounts is only permissible to the extent foreseen by law, namely pursuant to Section 87 para. 2 AktG.

Therefore, the Supervisory Board may temporarily deviate from the remuneration system, if this is necessary in the interest of the long-term prosperity of the Company or if the granting of the total remuneration would be unreasonable in the light of the changed situation of the Company. This includes, for instance, the adjustment of the remuneration system in case of a materially changed business strategy to ensure an appropriate incentive or a flexible reaction to a significant economic crisis. Such extraordinary circumstances, which require a deviation from the remuneration system in the Company's best interest, and the respective deviations are subject to determination by the Supervisory Board. Given the extraordinary circumstances, the Supervisory Board may deviate from the procedure, the rules relating to the remuneration structure and amount and the single remuneration components. Furthermore, the Supervisory Board may, at its dutiful discretion, temporarily reimburse expenses for extraordinary measures (e.g. safety measures) related to the Management Board position in the event of a significant change of needs. The Supervisory Board is also entitled to grant special payments to new Management Board members to compensate them for lost remuneration or bonus relating to their previous service contract or for costs related to the change of residence.

6.4 Post-contractual non-compete

No post-contractual non-compete provision is currently concluded in the service contracts. The Supervisory Board may conclude such provision in future service contracts either generally or in individual cases. In this case, the Supervisory Board shall ensure that a possible severance payment shall be off-set against the compensation for the non-competition covenant.

7. Remuneration-related agreements/transactions

7.1 Service contracts

The basic provisions governing the remuneration of the Management Board is contractually agreed with the Management Board members in their service contracts. The term of the service contracts equals, subject to mutual amendment, the term of office and is automatically prolonged in the event of a re-appointment.

7.2 STI conditions, LTI conditions

For the STI and the annual tranche of the LTI, in particular with respect to the concrete performance criteria and the corresponding numerical targets, separate agreements will be concluded with the Management Board members. These agreements constitute the entitlement and granting of the respective STI and the respective tranche of the LTI, which will be paid out pursuant to the conditions set forth in these separate agreements, if applicable, considering additional provisions set forth in the service contracts.

7.3 Termination and other premature endings of the service contracts

There shall be no right for an ordinary termination of the service contracts.

The Supervisory Board may terminate the service contract for good cause (wichtiger Grund). In particular, a severe breach of duties pursuant to the provisions of the service contract, the rules of procedure for the Management Board or the Company's Articles of Association and other breaches of duty, which make it unbearable for the Company to continue the service contract, shall constitute good cause.

In the event of a premature termination of the term of office, in particular by revocation of appointment, resignation by the Management Board member or transformation of the Company, the service contract shall end without the requirement of contractual termination and according to Section 622 of the German Civil Code (*BGB*) beginning at the time of the receipt of the notice or at the respective other effective date.

In the event of a reduction of remuneration pursuant to Section 87 para. 4 sentence 4 AktG, the Management Board Member may terminate the service contract with a notice period of six weeks.

In the event the Management Board member becomes permanently incapacitated for work during the term of the service contract, the service contract shall terminate three months after the end of the month in which the permanent incapacity has been determined, unless the regular expiry date is sooner. The permanent incapacity for work shall, in case of doubt, be determined by report by a medical expert which shall be chosen by mutual agreement between the Chairman of the Supervisory Board and the respective Management Board member. Permanent incapacity for work is deemed to be determined in the event that the Management Board member has been incapacitated for work for longer than twelve months.

There is currently no termination right of the Management Board member in case of a change of control. However, the Supervisory Board may conclude such provision in future service contracts.

7.4 Severance payments

In the event of a premature termination of the service contract by the Company (except for termination for good cause), the Company shall grant a severance payment.

Any payments due to premature termination of the Management Board activity shall not exceed twice the annual fixed remuneration. At the same time, payments shall cumulatively not exceed the remuneration for more than the remaining term of the employment contract.

If post-contractual non-compete clauses apply, the severance payments shall be taken into account in the calculation of any compensation payments.

8. Pension scheme and comparable agreements

The Supervisory Board may conclude appropriate agreements on pension scheme and retirement provisions.

10. Resolution on the remuneration system for the members of the Supervisory Board

According to sec. 113 para. 3 AktG, a resolution must be passed on remuneration for the members of the Supervisory Board at listed companies at least every four years. The provision has been amended due to the ARUG II and must be applied pursuant to sec. 26j para. 1 sentence 1 EGAktG at the latest for Annual General Meetings which are held after 31 December 2020. The system of remuneration for the members of the Supervisory Board is outlined below and can be viewed online at <https://ir.gerry-weber.com/agm2021>.

The Executive Board and the Supervisory Board recommend that the following resolution be adopted:

The compensation system for the members of the Supervisory Board passed by the Annual General Meeting on 3 December 2019, which can be found under Agenda item 10 of the convocation of the Annual General Meeting, is confirmed.

System of remuneration for members of the Supervisory Board

Introduction

The currently applicable remuneration of the members of the Supervisory Board is based on the remuneration system described herein and was approved by resolution of the Annual General Meeting on 3 December 2019.

The resolution of the Annual General Meeting reads as follows:

- „1. Each member of the Supervisory Board shall receive, in addition to the reimbursement of his or her expenses and the reimbursement of any value added tax payable on his or her Supervisory Board remuneration, a fixed remuneration of Euro 20,000 p.a. payable in quarterly instalments of Euro 5,000 at the end of each financial quarter.

2. The Chairman of the Supervisory Board shall receive five times, and the Deputy Chairman twice, the basic remuneration pursuant to item no. 1 above.
3. For the activity in a committee formed by the Supervisory Board, a separate remuneration of Euro 10,000 p.a. each is additionally granted. The chairman of a committee formed by the Supervisory Board shall receive double the remuneration in each case. For the membership or the assumption of the chairmanship in a nomination committee formed by the Supervisory Board or a committee formed by the Supervisory Board on an ad hoc basis, a separate remuneration pursuant to this item no. 3 shall only be granted if the committee has met at least three times in the respective financial year.
4. The remuneration pursuant to the above items no. 1 to 3 shall be granted on a pro rata temporis basis if a member of the Supervisory Board is not a member of the Supervisory Board or one of the committees or does not hold the position as Chairman of the Supervisory Board or one of the committees or as Deputy Chairman of the Supervisory Board for the entire financial year.
5. In addition, the members of the Supervisory Board may be included in a financial loss liability insurance policy for executive bodies and certain managers (*Vermögensschaden-Haftpflichtversicherung für Organe und bestimmte Führungskräfte*) maintained by the Company in the interest of the Company at an appropriate amount, if such a policy exists. The premiums for this are paid by the Company.
6. Remuneration pursuant to the above items no. 1 to 5 shall be granted for the first time for the financial year beginning on 1 January 2020.“

Contribution of the remuneration to the promotion of the business strategy and the long-term development of the Company

Unlike the Executive Board, the Supervisory Board is not operationally active, but monitors and controls the Executive Board in the performance of its management activities. Accordingly, the remuneration of the Supervisory Board must be structured in such a way that it does justice to the independence of the Supervisory Board required for supervision and control. At the same time, the appropriate structure of the Supervisory Board remuneration should enable GERRY WEBER International AG to attract and retain qualified mandate holders for the assumption of a Supervisory Board mandate or chairmanship.

The remuneration of the Supervisory Board consists exclusively of a fixed remuneration; variable components are not provided for. The actual amount of remuneration of the individual Supervisory Board member is determined on the basis of the fixed basic remuneration and additional remuneration for tasks assumed on the Supervisory Board or in Supervisory Board committees.

The remuneration of the members of the Executive Board generally includes a significant proportion of variable remuneration components. The structure of the Supervisory Board remuneration without variable remuneration components, on the other hand, grants the Supervisory Board members independence from performance indicators and other financial incentives. This ensures independent monitoring and control of the Executive Board's activities by the Supervisory Board. Ensuring the independent and effective exercise of control over the Executive Board contributes sustainably to the long-term development of the company and at the same time promotes the successful implementation of the business strategy.

Explanation on the consideration of employees' remuneration and employment conditions when determining the remuneration system

The activity of the Supervisory Board members of GERRY WEBER International AG differs fundamentally in type and scope from the activity of the employees of GERRY WEBER International AG or GERRY WEBER group. Therefore, when reviewing and determining the remuneration of the Supervisory Board members, a so-called vertical comparison with the remuneration and employment conditions of the employees as well as the determination of a group of employees to be included in the comparison is not an option.

Presentation of the procedure for establishing, implementing and reviewing the remuneration system

The review of the remuneration and the remuneration system, in particular with regard to the components, amount and structure of the remuneration, is carried out by the Supervisory Board on an ad hoc basis and at the latest in preparation for the regular discussion of the remuneration of the Supervisory Board at the Annual General Meeting. The Supervisory Board has delegated the preparation of the Supervisory Board resolutions required for this to the Personnel Committee of the Supervisory Board. If necessary, the Supervisory Board and/or the Personnel Committee of the Supervisory Board will consult external advisors. When mandating external remuneration consultants, attention is paid to their independence.

The resolution proposal prepared by the Supervisory Board shall then be submitted to the General Meeting for resolution.

The term of office of all members of the Supervisory Board holding office in the Company's short financial year 2019 ends by operation of law at the latest at the end of 30 November 2019. In the run-up to the new appointments of the new members of the Supervisory Board, the two then sole shareholders of the Company had developed the remuneration system as resolved by the Annual General Meeting on 3 December 2019. The aim was to decide on an attractive remuneration for the members of the Supervisory Board that adequately takes into account the activity or participation in one or more committees of the Supervisory Board.

Due to the amendment by the ARUG II, the provision in section 113 (3) sentence 1 German Stock Corporation Act (*Aktiengesetz – AktG*) now stipulates that the Annual General Meeting must pass a resolution on the remuneration of the Supervisory Board members every four years, whereby a resolution confirming the remuneration is also permissible pursuant to section 113 (3) sentence 2 AktG.

In preparation for this resolution, the Personnel Committee of the Supervisory Board will in future conduct an analysis of its remuneration at least every four years and present the results to the full Supervisory Board. The Supervisory Board and the Executive Board will submit the remuneration of the Supervisory Board members to the Annual General Meeting for resolution at least every four years. Instead of a resolution, the remuneration of the Supervisory Board may also be determined by the majority of the Annual General Meeting amending the articles of association. If the Supervisory Board remuneration submitted to the Annual General Meeting for resolution does not find the required majority, a revised Supervisory Board remuneration shall be submitted to the following ordinary Annual General Meeting at the latest.

The fact that the Supervisory Board itself plays a decisive role in the design of the remuneration system and the preparation of the draft resolution results from the distribution of competences between the executive bodies of the Company. However, the conflict of interest resulting from this is already prevented by law by the fact that the

final decision-making authority is assigned exclusively to the Annual General Meeting. In addition, a proposal for a resolution by both the Supervisory Board and the Executive Board is submitted to the Annual General Meeting.

Fixed and variable remuneration components and their respective relative share of remuneration

In accordance with the resolution of the Annual General Meeting of 3 December 2019, each member of the Supervisory Board receives an annual fixed remuneration of EUR 20,000. The Chairman of the Supervisory Board receives five times the amount of the Supervisory Board remuneration, and the Deputy Chairman receives twice the amount. In addition, each member of the Supervisory Board receives a separate fixed remuneration of EUR 10,000 per financial year for serving on a committee of the Supervisory Board and EUR 20,000 per financial year for chairing a committee. For membership or assumption of the chairmanship of the nomination committee or an ad hoc committee, a corresponding separate remuneration is only granted if the committee has met at least three times in the respective financial year.

In addition, each member of the Supervisory Board shall be reimbursed for his or her expenses and any value added tax payable on his or her Supervisory Board remuneration.

The members of the Supervisory Board are not granted any share-based or other variable remuneration in addition to the fixed remuneration components.

In addition, the members of the Supervisory Board may be included in a financial loss liability insurance policy for executive bodies and certain managers (*Vermögensschaden-Haftpflichtversicherung für Organe und bestimmte Führungskräfte*) maintained by the Company in the interest of the Company in an appropriate amount, provided that such a policy exists.

Deferral periods for the payment of remuneration components

The remuneration of the Supervisory Board is payable in quarterly instalments at the end of each financial quarter.

Remuneration-related legal transactions, term of appointment

The granting of remuneration to the members of the Supervisory Board finds its basis in the cooperative legal relationship between the Company and the respective Supervisory Board member, which comes into being through the election to the Supervisory Board and its acceptance. The respective claim to remuneration results from the resolution of the general meeting on Supervisory Board remuneration on the granting of remuneration or, in the event of a corresponding amendment to the Articles of Association, from the provision of the Articles of Association regulating the remuneration. There is no remuneration agreement between GERRY WEBER International AG and the individual Supervisory Board member.

Pursuant to Section 9 subsection 2 of the Articles of Association of GERRY WEBER International AG, the members of the Supervisory Board are appointed for the period until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the beginning of the term of office. The financial year in which the term of office begins shall not be counted. The Annual General Meeting may determine a shorter term of office for the members to be elected by it at the election. The re-election of a member of the Supervisory Board shall be permissible.

The dismissal of Supervisory Board members is possible in accordance with the respective applicable legal provisions. Pursuant to § 10 para. 2 of the Articles of Association of GERRY WEBER International AG, the members of the Supervisory Board may also resign from office by giving two weeks' written notice to the Chairman of the Supervisory Board or the Executive Board. The statutory right to resign from the Supervisory Board for good cause remains unaffected.

If a member of the Supervisory Board is not a member of the Supervisory Board or one of the committees or does not hold the position of Chairman of the Supervisory Board or one of the committees or the position of Deputy Chairman of the Supervisory Board for the entire financial year, the remuneration for the assumption of the office as member of the Supervisory Board, Chairman or Deputy Chairman of the Supervisory Board as well as for the activity in a committee formed by the Supervisory Board as a regular member or committee chairman shall be granted pro rata temporis.

11. Amendment of the Articles of Association with regard to the conclusion of the status proceedings

The Executive Board of the Company, being convinced that the provisions of the German One-Third Participation Act (*Drittelbeteiligungsgesetz – DrittelbG*), rather than the provision of the German Co-Determination Act (*Mitbestimmungsgesetz – MitbestG*) are currently applicable to the Supervisory Board of the Company, initiated status proceedings pursuant to sec. 97 para. 1 AktG by publishing the notice according to sec. 97 para. 1 AktG on 16 March 2021. Within the one-month period pursuant to sec. 97 para. 2 AktG, no appeal was made to the competent court pursuant to sec. 98 para. 1 AktG to decide on the composition of the Supervisory Board. Pursuant to sec. 97 para. 2 sentences 2 and 3 AktG, the provisions of the Articles of Association regarding the composition of the Supervisory Board, the number of members of the Supervisory Board and the election, dismissal and delegation of members of the Supervisory Board shall thus cease to have effect upon the conclusion of the Annual General Meeting on 19 August 2021, and the office of the current members of the Supervisory Board shall expire at the same time. The existing Articles of Association provide for the application of the Co-Determination Act and shall be amended accordingly. In this context, the number of Supervisory Board members is to be reduced from twelve to six and the provisions governing the Supervisory Board are to be adapted to its new composition.

The Executive Board and the Supervisory Board recommend that the following resolution be adopted:

“1. *Section 9 para. 1 of the Articles of Association is amended as follows:*

The Supervisory Board consists of six members, four of whom are elected by the Annual General Meeting in accordance with the provisions of the German Stock Corporation Act and two of whom are elected by the employees in accordance with the provisions of the German One-Third Participation Act.

2. *Section 9 para. 3 sentence 4 of the Articles of Association is amended as follows:*

The election of substitute members for the employees' Supervisory Board members is governed by the One-Third Participation Act.

3. *Section 11 para. 1 sentence 1 of the Articles of Association is amended as follows:*

The Supervisory Board shall elect the Chairman of the Supervisory Board and a Deputy Chairman from among its members at a meeting held after the General Meeting at which the members of the Supervisory Board have been newly elected and to which no special invitation is required.

4. *Section 11 para. 1 sentence 4 of the Articles of Association is amended as follows:*

Such entry shall not take place with regard to the chairmanship of the General Meeting (section 16) and the remuneration (section 13).

5. *Section 11 para. 2 sentence 1 of the Articles of Association is amended as follows:*

If the Chairman of the Supervisory Board or his Deputy retires from office prematurely, the Supervisory Board shall hold a new election without delay.

6. *Section 12 para. 4 sentence 2 of the Articles of Association is amended as follows:*

It may postpone the adoption of resolutions on individual or all items on the agenda for a maximum of four weeks if there is a substantial reason for the postponement.

7. *Section 12 para. 6 sentence 2 of the Articles of Association is amended as follows:*

If a vote results in a tie, the Chairman of the Supervisory Board shall have the casting vote.

8. *Section 12a para. 1 sentence 1 of the Articles of Association is amended as follows:*

The Supervisory Board may form committees from among its members.

9. *Section 12a para. 2 sentence 3 of the Articles of Association is amended as follows:*

If the chairman of the Supervisory Board holds the chairmanship of the committee, his vote shall have the casting vote in the event of a tie in mutatis mutandis application of sec. 12 para. 6 sentence 2."

12. Election of the Supervisory Board Members

Due to the status procedure initiated by the Executive Board, the office of all previous Supervisory Board members will terminate in accordance with sec. 97 para. 2 sentence 3 AktG at the end of the Annual General Meeting on 19 August 2021.

Until the registration of the amendment to the Articles of Association proposed to the Annual General Meeting on 19 August 2021 under agenda item 11 No. 1 in the Commercial Register, which establishes a six-member Supervisory Board, the Supervisory Board will consist of three members. Two Supervisory Board members are shareholder representatives and one Supervisory Board member is an employee representative.

In view of the proposed size of the Supervisory Board of six members, the Annual General Meeting on 19 August 2021 shall elect a total of four Supervisory Board members and this with the proviso that the term of office of two Supervisory Board members shall commence at the end of the Annual General Meeting on 19 August 2021, while the appointment of the other two Supervisory Board members is conditional upon the registration of the amendment to the Articles of Association proposed to the Annual General Meeting on 19 August 2021 under agenda item 11 No. 1.

After the conclusion of the status procedure, the Supervisory Board shall be composed in accordance with secs. 96 para. 1, alt. 4, 101 para. 1 AktG in conjunction with secs. 1 para. 1 no. 1, 4 para. 1 DrittelbG.

The Supervisory Board proposes to resolve:

„ The following shall be appointed members of the Supervisory Board

- a) *Mr Alexander Gedat,
Chief Executive Officer of GERRY WEBER International AG (until the
end of the Annual General Meeting on 19 August 2021),
resident in Rosenheim, Germany*
- b) *Mr Sanjib Sharma,
Director / Chief Operating Officer of Intergenic Limited, London, United
Kingdom
resident in London, United Kingdom,*
- c) *Ms Christina Käßhöfer,
independent consultant for brand strategy and retail for clients from the
consumer goods, fashion, sports and media and retail sectors, brand &
retail strategy consultancy and presenter, Tutzing, Germany
resident in Tutzing, Germany*

and

- d) *Mr Norbert Steinke,
independent consultant in the retail sector, in particular the development,
support and control of retail concepts, Tutzing, Germany,
resident in Tutzing, Germany,*

*with the proviso that the appointment of the persons named above under a) and
b) shall take effect at the end of the Annual General Meeting on 19 August*

2021, while the appointment of the persons named above under c) and d) shall take effect upon registration of the amendment to the Articles of Association proposed to the Annual General Meeting on 19 August 2021 under agenda item 11 No. 1 in the Commercial Register and that all of the persons named above under letters a) to d) are elected for a term of office until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the beginning of the term of office, whereby the financial year in which the term of office begins is not counted.

The elections shall be held as individual elections.

The election proposal of the Supervisory Board regarding agenda item 0 is based on a corresponding recommendation of the Nomination Committee. It takes into account - in the light of the change of the applicable codetermination regime of the Supervisory Board and the associated reduction in size of the Supervisory Board - the objectives resolved by the Supervisory Board for its composition, and thus at the same time takes into account the completion of the competence profile developed by the Supervisory Board for the entire body. The current objectives and the competence profile resolved by the Supervisory Board, including the status of implementation, are published in the corporate governance statement. Mr Gedat intends to stand as a candidate for the chairmanship of the Supervisory Board if elected. Mr Gedat had already held the position of Chairman of the Supervisory Board from December 2019 before moving to the Executive Board of the Company on an interim basis in February 2020.

13. Resolution on the cancellation of the Authorized Capital 2019, the creation of an Authorized Capital 2021 with the possibility to exclude shareholders' subscription rights, and related amendments to the Articles of Association

The existing authorization pursuant to section 5 para. 4 of the Articles of Association, authorizing the Executive Board to increase, with the approval of the Supervisory Board, the Company's share capital wholly or partially, once or several times until November 15, 2024, by up to a total of EUR 400,000.00 through the issuance of up to 400,000 new bearer shares with no par-value against contributions in cash and/or in kind (Authorized Capital 2019) shall, as far as not made use of, be cancelled and be replaced by a new authorized capital, and the Articles of Association shall be amended accordingly. Thereby, the possibilities to exclude shareholders' subscription rights shall be adjusted to the Company's needs as a listed company.

The Executive Board and the Supervisory Board recommend that the following resolution be adopted:

- “1. The existing authorization of the Executive Board, adopted by the extraordinary general meeting on December 3, 2019, to increase, with the approval of the Supervisory Board, the Company's share capital wholly or partially, once or several times until November 15, 2024, by up to a total of EUR 400,000.00 through the issuance of up to 400,000 new bearer shares with no par-value against contributions in cash and/or in kind (Authorized Capital 2019) shall, as far as not made use of, be cancelled, subject to the registration in the commercial register of the Authorized Capital 2021 and the respective amendment of the Articles of Association according to the resolution in no. 3.

2. The Executive Board shall be authorized, subject to the approval of the Supervisory Board, to increase the Company's share wholly or partially, once or several times until August 19, 2026, by up to in total EUR 610.119,00 in return for contributions in cash and/or in kind, by issuing up to 610,119 new no-par value bearer shares (Authorized Capital 2021).

The Executive Board shall be authorized, subject to the approval of the Supervisory Board, to define the further content of the shareholder rights and the terms and conditions for the new stock issuance. Thereby, the profit entitlements of the new shares may be determined in deviation from section 60 (2) of the German Stock Corporation Act; in particular, the new shares may participate in the profits from the beginning of the fiscal year preceding their issuance provided that the shareholders' meeting has not already resolved on the appropriation of profits for such fiscal year when the new shares are issued.

As a rule, the shareholders shall be granted the statutory subscription rights to the new shares. The new shares may also be issued through a credit institution or a company operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) or a consortium of credit institutions and/or such companies which assumes these shares subject to an obligation to offer them to the shareholders for subscription.

The Executive Board shall be authorized, subject to the approval of the Supervisory Board and the following more-detailed provisions, to in whole or in part exclude the shareholders' subscription rights:

- (a) The Executive Board shall be authorized, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights regarding fractional amounts.
- (b) The Executive Board shall be authorized, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights pursuant to section 186 (3) sentence 4 of the German Stock Corporation Act with respect to capital increases against cash contributions, if the issue price of the new shares is not substantially below the stock exchange price and the shares that are issued when this authorization for the exclusion of subscription rights is used, in total do not exceed 10% of the registered share capital, namely neither at the time this authorization becomes effective nor at the time it is used. To this limit of 10%, new and existing shares of the Company that are issued or sold during the term of this authorization on the basis of different authorization with exclusion of subscription rights pursuant to section 186 (3) sentence 4 of the German Stock Corporation Act or by applying it accordingly, have to be imputed; furthermore, shares of the Company are to be imputed, that are or still can be issued for the purpose of servicing conversion or option rights or fulfilling conversion or option obligations attached to convertible and/or option bonds or convertible participation rights to the extent that the bonds or participation rights are issued during the term of this authorization on the basis of a different authorization with exclusion of subscription rights by applying section 186 (3) sentence 4 of the German Stock Corporation Act accordingly.

- (c) The Executive Board shall be authorized, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights when increasing the share capital in exchange for contributions in kind, in particular to acquire companies, parts of companies or shareholdings, in the scope of joint ventures and mergers and/or for the purpose of acquiring other assets including rights and claims.
- (d) The Executive Board shall be authorized, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights in order to grant holders/creditors of conversion or option rights on the Company's shares or of respective conversion or option obligations from bonds issued or guaranteed by the Company or any of its consolidated subsidiaries subscription rights as compensation against effects of dilution to the extent to which they would be entitled upon exercising such conversion or option rights or fulfilling such conversion or option obligations.
- (e) The Executive Board shall be authorized, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights for the purpose of issuing the new shares as cash and/or in-kind contributions as part of a so-called share ownership program and/or participation programs and/or share-based remuneration. The shares may only be issued to persons who participate in the respective program as a member of the Company's Executive Board, as a member of the management of a company dependent from the Company or as an employee of the Company or a company dependent from the Company, or to whom the share-based remuneration is or was granted as a member of the Company's Executive Board, as a member of the management of a company dependent from the Company or as an employee of the Company or a company dependent from the Company, or to third parties who grant to these persons the economic ownership of the shares and/or the economic fruits from the shares. In particular, the new shares may also be issued on preferential terms (including an issue at the lowest issue price within the meaning of section 9 (1) of the German Stock Corporation Act) and/or against contribution of remuneration claims. The new shares may also be issued through a credit institution or a company operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) or a consortium of credit institutions and/or such companies which assumes these shares subject to an obligation to offer them to the persons mentioned above. In total, the shares that are issued when this authorization for the exclusion of preemptive rights is used, must not exceed 10% of the registered share capital, neither at the time this authorization becomes effective nor at the time it is used. The nominal amount of any contingent capital of the Company actually made use of pursuant to Section 192 para. 2 no. 3 AktG is to be taken into account when calculating the aforementioned 10% threshold. To the extent it is intended to grant shares to members of the Company's Executive Board in the scope of this authorization, the Company's Supervisory Board will decide on the respective grant in accordance with the allocation of responsibilities under German Stock Corporation law.

The Supervisory Board shall be authorized to amend the Company's Articles of Association accordingly after usage, wholly or partially, or after the expiry of the Authorized Capital 2021, in particular with respect to the Company's share capital and the number of shares.

3. Section 5 para. 4 of the Company's Articles of Association shall be deleted and replaced by the following new Section 5 para. 4:

"The Executive Board is authorized, subject to the approval of the Supervisory Board, to increase the Company's share wholly or partially, once or several times until August 19, 2026, by up to in total EUR 610.119,00 in return for contributions in cash and/or in kind, by issuing up to 610,119 new no-par value bearer shares (Authorized Capital 2021).

The Executive Board is authorized, subject to the approval of the Supervisory Board, to define the further content of the shareholder rights and the terms and conditions for the new stock issuance. Thereby, the profit entitlements of the new shares may be determined in deviation from section 60 (2) of the German Stock Corporation Act; in particular, the new shares may participate in the profits from the beginning of the fiscal year preceding their issuance provided that the shareholders' meeting has not already resolved on the appropriation of profits for such fiscal year when the new shares are issued.

As a rule, the shareholders shall be granted the statutory subscription rights to the new shares. The new shares may also be issued through a credit institution or a company operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) or a consortium of credit institutions and/or such companies which assumes these shares subject to an obligation to offer them to the shareholders for subscription.

The Executive Board is authorized, subject to the approval of the Supervisory Board and the following more-detailed provisions, to in whole or in part exclude the shareholders' subscription rights:

- (a) The Executive Board is authorized, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights regarding fractional amounts.
- (b) The Executive Board is authorized, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights pursuant to section 186 (3) sentence 4 of the German Stock Corporation Act with respect to capital increases against cash contributions, if the issue price of the new shares is not substantially below the stock exchange price and the shares that are issued when this authorization for the exclusion of subscription rights is used, in total do not exceed 10% of the registered share capital, namely neither at the time this authorization becomes effective nor at the time it is used. To this limit of 10%, new and existing shares of the Company that are issued or sold during the term of this authorization on the basis of different authorization with exclusion of subscription rights pursuant to section 186 (3) sentence 4 of the German Stock Corporation Act or by applying it accordingly, have to be imputed; furthermore, shares of the Company are to be imputed, that are or still can be issued for the purpose of servicing conversion or option rights or fulfilling conversion or option obligations attached to convertible

and/or option bonds or convertible participation rights to the extent that the bonds or participation rights are issued during the term of this authorization on the basis of a different authorization with exclusion of subscription rights by applying section 186 (3) sentence 4 of the German Stock Corporation Act accordingly.

- (c) The Executive Board is authorized, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights when increasing the share capital in exchange for contributions in kind, in particular to acquire companies, parts of companies or shareholdings, in the scope of joint ventures and mergers and/or for the purpose of acquiring other assets including rights and claims.
- (d) The Executive Board is authorized, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights in order to grant holders/creditors of conversion or option rights on the Company's shares or of respective conversion or option obligations from bonds issued or guaranteed by the Company or any of its consolidated subsidiaries subscription rights as compensation against effects of dilution to the extent to which they would be entitled upon exercising such conversion or option rights or fulfilling such conversion or option obligations.
- (e) The Executive Board is authorized, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights for the purpose of issuing the new shares as cash and/or in-kind contributions as part of a so-called share ownership program and/or participation programs and/or share-based remuneration. The shares may only be issued to persons who participate in the respective program as a member of the Company's Executive Board, as a member of the management of a company dependent from the Company or as an employee of the Company or a company dependent from the Company, or to whom the share-based remuneration is or was granted as a member of the Company's Executive Board, as a member of the management of a company dependent from the Company or as an employee of the Company or a company dependent from the Company, or to third parties who grant to these persons the economic ownership of the shares and/or the economic fruits from the shares. In particular, the new shares may also be issued on preferential terms (including an issue at the lowest issue price within the meaning of section 9 (1) of the German Stock Corporation Act) and/or against contribution of remuneration claims. The new shares may also be issued through a credit institution or a company operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (KWG) or a consortium of credit institutions and/or such companies which assumes these shares subject to an obligation to offer them to the persons mentioned above. In total, the shares that are issued when this authorization for the exclusion of preemptive rights is used, must not exceed 10% of the registered share capital, neither at the time this authorization becomes effective nor at the time it is used. The nominal amount of any contingent capital of the Company actually made use of pursuant to Section 192 para. 2 no. 3 AktG is to be taken into account when calculating the aforementioned 10% threshold. To the extent it is intended to grant shares to members of the Company's Executive Board in the scope of this authorization, the

Company's Supervisory Board will decide on the respective grant in accordance with the allocation of responsibilities under German Stock Corporation law.

The Supervisory Board is authorized to amend the Company's Articles of Association accordingly after usage, wholly or partially, or after the expiry of the Authorized Capital 2021, in particular with respect to the Company's share capital and the number of shares."

Against the background of the above-proposed authorization to increase the share capital, the Executive Board has prepared a written report on the reasons for which shareholders' subscription rights are to be excluded. The report is reproduced after the Agenda and, from the time of giving Notice of Annual Shareholders' Meeting, is available on our website at <https://ir.gerryweber.com/agm2021>. The report will also be available there during the Annual Shareholders' Meeting.

B. Further notes regarding Agenda Item 0 (Election of the Supervisory Board Members)

1. Alexander Gedat
 *3 July 1964
 Rosenheim, Germany
 Citizenship: German
 Chief Executive Officer of GERRY WEBER International AG (until the end of the Annual General Meeting on 19 August 2021)

Qualification

1983 – 1985		Apprenticeship as industrial management assistant
1983 – 1986		Business administration (VWA)
1989 – 1994		Controller's Diplom at the Controller Akademie, Gauting, Germany
1993 – 1995		Correspondence Course Ph.D. in Business Administration at Kensington University, Glendale, USA

Career

1988 – 1990		Assistant to the Chief Executive Officer, Lignotock GmbH, Sontra, Germany
1991 – 1992		Commercial Director, Thermostelect S.r.l., Verbania, Italy
1993 – 1994		Commercial Director, Peri SPA, Milan, Italy
1994 – 1995		Head of Controlling, Fashion Stage Franco Brucoleri GmbH, Munich, Germany
1995 – 2012		Commercial Director, then member of the Executive Board (CFO), afterwards member of the Executive Board (CSO), Marc O`Polo AG, Stephanskirchen, Germany
2012 – 2017		Chief Executive Officer, Marc O`Polo AG, Stephanskirchen, Germany
2019		Chairman of the Supervisory Board, GERRY WEBER International AG
Since 2020		Chief Executive Officer, GERRY WEBER International AG

Memberships in other German Supervisory Boards mandated by law

Supervisory Board of Ahlers AG, Herford (Chairman)

Supervisory Board of CA Akademie privates Institut für Controlling und Unternehmensführung AG, Wörthsee, Germany

Supervisory Board of Gruppe Nymphenburg Consult AG, Munich, Germany

Membership in comparable supervisory committees of business enterprises within Germany and abroad:

Advisory Board of Fynch-Hatton Retail GmbH, Mönchengladbach, Germany (Chairman)

Advisory Board of Sportalm GmbH, Kitzbühel, Austria

Declaration according to C.13 of the German Corporate Governance Code

Until the end of the Annual General Meeting on 19 August 2021, Mr Alexander Gedat will be a member of the Executive Board of GERRY WEBER International AG as its Chairman. In the opinion of the Supervisory Board, there are no personal or business relationships between Mr Alexander Gedat on the one hand and the companies of the GERRY WEBER Group, the organs of GERRY WEBER International AG or a shareholder directly or indirectly holding more than 10% of the voting shares in GERRY WEBER International AG on the other hand which an objectively judging shareholder would consider decisive for his voting decision.

Information with regard to sec. 100 para. 2 sentence 1 no. 4 AktG

Mr Alexander Gedat will step down from the Executive Board Board of GERRY WEBER International AG at the end of the Annual General Meeting on 19 August 2021. According to sec. 100 para. 2 sentence 1 no. 4 half-sentence 1 AktG, a two-year waiting period, the so-called cooling-off period, must be observed when changing from the Executive Board to the Supervisory Board of a listed company. However, the election of Mr Alexander Gedat is supported by shareholders who - in accordance with sec. 100 para. 2 sentence 1 no. 4 Clause 2 AktG - hold more than 25% of the voting rights in the company. Corresponding letters were received by the Supervisory Board prior to its meeting on 24 June 2021. The supervisory board agrees. Sec. 100 para. 2 sentence 1 no. 4 AktG therefore does not prevent Mr Alexander Gedat from being elected.

2. Sanjib (known as Sanjay) Sharma

*4 November 1968

London, United Kingdom

Citizenship: British

Director / Chief Operating Officer of Intergenic Limited, London, United Kingdom

Qualification

1990		B.A Economics – Accounting & Finance, University of Manchester, United Kingdom
1995		Chartered Accountant, Institute of Chartered Accountants in England & Wales, United Kingdom

Career

1991 – 1992		Audit Manager, Gerald Edelman
1997 – 1996		Group Financial Controller, French Connection Group PLC
1999 – 2001		Commercial Director, Nicole Farhi USA
2001 – 2009		Chief Financial Officer/ Managing Director (International), Karen Millen
2009 – 2011		CEO, Brand Empire Limited (Subsidiary of Land Securities Group PLC)
2011 – 2013		Commercial Director & Director of Global Retail, Reiss
2013 – 2016		Global Business Development Director, Jack Wills
Since 2016		Various advisory activities in the retail sector
2017 – 2019		Chief Operating Officer, Maggie & Rose Limited, London, United Kingdom
Since 2019		Director / Chief Operating Officer, Intergenic Limited, London, United Kingdom

Memberships in other German Supervisory Boards mandated by law

None

Membership in comparable supervisory committees of business enterprises within Germany and abroad:

None

Declaration according to C.13 of the German Corporate Governance Code

Mr Sanjib (known as Sanjay) Sharma is already a member of the Supervisory Board of GERRY WEBER International AG. In the opinion of the Supervisory Board, there are no personal or business relationships between Mr Sanjib

(known as Sanjay) Sharma on the one hand and the companies of the GERRY WEBER Group, the organs of GERRY WEBER International AG or a shareholder directly or indirectly holding more than 10% of the voting shares in GERRY WEBER International AG on the other hand which an objectively judging shareholder would consider decisive for his voting decision.

3. Christina Käßhöfer

*2. July 1972

Tutzing, Germany

Citizenship: German

Independent consultant for brand strategy and retail concepts of the future for clients from the consumer goods, fashion, sports, media and retail sectors, as well as presenter for expert discussions on consumers, digitalisation, new ecosystems and brand management, Tutzing, Germany

Qualification

1997		Diploma in Business Administration (University of Applied Sciences Munich, Germany)
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Career

1997 – 2000		Head of Category Management Fashion, Otto Versand GmbH & Co KG, Hamburg, Germany
2000 – 2001		Head of Buying Sheego.com, Joint Venture Otto Versand GmbH & Co. KG + Axel Springer AG, Hamburg, Germany
2001 – 2003		Group Manager Business Development, Spiegel Group/Eddie Bauer, Chicago, USA
2003 – 2013		Head of Marketing, Diesel Deutschland GmbH, Düsseldorf, Germany
2014 – 2016		Head of Marketing & Head of Brand Management Triumph – Sloggi – Beedees, Region DACH, Triumph International AG, Munich, Germany

Since 2016		Independent consultant for brand strategy and retail concepts of the future for clients from the consumer goods, fashion, sports, media and retail sectors, as well as presenter for expert discussions on consumers, digitalisation, new ecosystems and brand management, Tutzing, Germany
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Memberships in other German Supervisory Boards mandated by law

None

Membership in comparable supervisory committees of business enterprises within Germany and abroad:

None

Declaration according to C.13 of the German Corporate Governance Code

Ms Christina Käßhöfer is already a member of the Supervisory Board of GERRY WEBER International AG. In the opinion of the Supervisory Board, there are no personal or business relationships between Ms Christina Käßhöfer on the one hand and the companies of the GERRY WEBER Group, the organs of GERRY WEBER International AG or a shareholder directly or indirectly holding more than 10% of the voting shares in GERRY WEBER International AG on the other hand which an objectively judging shareholder would consider decisive for his voting decision.

4. Norbert Steinke

*11 May 1961

Tutzing, Germany

Citizenship: German

Independent consultant in the retail sector, in particular the development, support and control of retail concepts, Tutzing, Germany,
Resident in Tutzing, Germany

Qualification

1984		Apprenticeship as a retail salesman
2011		Master of Science

Career

1982 – 2004		C&A (Entry as Trainee, most recently Head of Procurement)
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2005 – 2009		Managing Director, Roland Schuhe
2009 – 2017		Managing Director, Hallhuber GmbH. Munich, Germany
2015 – 2017		Chief Retail and Marketing Officer, GERRY WEBER International AG
Since 2018		Independent consultant in the retail sector, in particular the development, support and control of retail concepts, Tutzing, Germany

Memberships in other German Supervisory Boards mandated by law

None

Membership in comparable supervisory committees of business enterprises within Germany and abroad:

None

Declaration according to C.13 of the German Corporate Governance Code

A consulting contract existed between Mr Norbert Steinke and GERRY WEBER International AG until December 31, 2020. Other than that, in the opinion of the Supervisory Board, there are no personal or business relationships between Mr Norbert Steinke on the one hand and the companies of the GERRY WEBER Group, the organs of GERRY WEBER International AG or a shareholder directly or indirectly holding more than 10% of the voting shares in GERRY WEBER International AG on the other hand which an objectively judging shareholder would consider decisive for his voting decision.

C. Report of the Executive Board pursuant to sec. 203 para. 1 and 2 sentence 2 AktG in conjunction with sec. 186 para. 4 sentence 2 and para. 3 sentence 4 AktG on agenda item 13

Currently, by resolution of the general meeting of the Company on 3 December 2019, Article 5 para. 4 of the Articles of Association authorizes the Executive Board, with the consent of the Supervisory Board, to increase the share capital of the Company in whole or in part, once or several times, by up to 400,000.00 euros by issuing up to 400,000 new no-par value bearer shares against cash and/or non-cash contributions until 15 November 2024 (Authorized Capital 2019). The previous authorization also provides for the possibility of excluding subscription rights in certain cases, which, however, no longer take into account the needs of the Company as a company that is now listed on the stock exchange again. With the cancellation of the Authorized Capital 2019, as far as not made use of, and the

creation of a new Authorized Capital 2021 with the possibility to exclude subscription rights, the needs of the Company as a listed company shall be taken into account to the extent permitted by law. Decisions on the coverage of capital needs or the exercise of a strategic measures usually have to be taken on short notice, so it is crucial that the company is able to act without delay. To meet these needs, the German legislator has provided the instrument of authorized capital. It is in the interest of the company that it has the greatest possible flexibility in its corporate financing, strategic M&A decisions and in the participation of members of the Executive Board of the company, members of the management of a company dependent from the Company and employees of the company or a company dependent from the Company. The authorized capital serves this interest.

The proposed authorization provides for the possibility of excluding shareholders' subscription rights. The exclusion of shareholders' subscription rights requires the consent of the Supervisory Board. Pursuant to secs. 203 para. 2, 186 para. 4 sentence 2 AktG, the Executive Board submits this report on the reasons for the proposed authorization to exclude shareholders' subscription rights:

The authorization to exclude any fractional amounts from shareholders' subscription rights serves to present a practicable subscription ratio and thus to facilitate the technical implementation of the capital increase. The shares excluded from the shareholders' subscription rights as free fractions will be sold on the stock exchange or to third parties at the highest price possible.

The legislator has expressed in sec. 186 para. 3 sentence 4 AktG that a capital increase excluding shareholders' subscription rights not exceeding 10% of the share capital shall be possible under reduced conditions. The issue price of the newly issued shares shall be based on the stock exchange price and may only be slightly lower than the average price of the days prior to the subscription of the shares. The discount from the stock exchange price at the time of the use of the authorization will in no case exceed 5% of the current stock exchange price. This will avoid economic disadvantages for the shareholders excluded from the shareholders' subscription rights to the greatest possible extent. In addition, the shareholders excluded from the shareholders' subscription rights have, upon use of the authorization, the opportunity to maintain their previous shareholding quota by acquiring shares in the Company on the stock exchange. The financial and voting interests of the shareholders of the Company are therefore not significantly affected in economic terms. The Executive Board, on the other hand, is enabled, with the approval of the supervisory board, to raise new equity for the company on short notice and at an issue price close to the stock exchange price and to strengthen the equity base. Experience shows that such a capital increase leads to a higher inflow of funds than a comparable capital increase with shareholders' subscription rights because of the ability to act more quickly. The shares issued under exclusion of shareholders' subscription rights pursuant to sec. 186 para. 3 sentence 4 AktG may not exceed 10% of the share capital, neither at the time the authorization becomes effective nor at the time it is used. This 10% limit shall include new and existing shares of the Company that are issued or sold during the term of this authorization on the basis of another authorization pursuant to or in accordance with sec. 186 para. 3 sentence 4 AktG with the exclusion of shareholders' subscription rights; furthermore, shares of the Company are to be imputed, that are or still can be issued for the purpose of servicing conversion or option rights or fulfilling conversion or option obligations attached to convertible and/or option bonds or convertible participation rights to the extent that the bonds

or participation rights are issued during the term of this authorization on the basis of a different authorization with exclusion of subscription rights by applying sec. 186 para. 3 sentence 4 AktG accordingly. These requirements take into account the shareholders' need for protection against dilution in accordance with the statutory provisions.

The exclusion of shareholders' subscription rights shall also be possible for the purpose of acquiring companies, parts of companies or participations in companies, within the scope of mergers and/or for the purpose of acquiring other assets, including rights and receivables. In order to preserve the liquidity of the Company, it may be appropriate to pay for an acquisition in shares rather than in cash. The authorised capital enables the Executive Board and Supervisory Board to act flexibly in such cases. In order to be able to promptly and flexibly take into account the interest in payment in the form of shares of the Company in the event of a successful closing of such contracts, it is necessary that the Executive Board be authorized to issue new shares against contributions in kind to the exclusion of shareholders' subscription rights with the consent of the Supervisory Board. The exclusion of the subscription right leads to a corresponding dilution of the participation and voting rights of the existing shareholders. However, if the subscription right were granted, the acquisition of companies, parts of companies or interests in companies, mergers or the acquisition of other assets, including rights and receivables, would probably not be possible and the associated advantages for the Company and the shareholders would not be achieved. There are currently no concrete acquisition targets for which this option is to be used. If the possibility of acquiring companies, parts of companies or participations in companies, mergers or the acquisition of other assets, including rights and receivables, should become concrete, the Executive Board will carefully analyse whether the use of authorized capital for this purpose is necessary and appropriate. The Executive Board will only do so if the acquisition of a company or shareholding or the acquisition of other assets in exchange for shares in the company is in the best interests of the company. The Supervisory Board will only give its required consent if this condition is met. The valuation of the shares of the Company shall be based on the respective stock exchange price and the true value of the Company. The value of the company to be acquired or the shareholding in the company will be determined in accordance with standard valuations.

In addition, the shareholders' subscription rights may be excluded, with the consent of the Supervisory Board, in order to grant holders or creditors of conversion or option rights to shares in the Company or of respective conversion and option obligations from bonds issued or guaranteed by the Company or its consolidated subsidiaries subscription rights as compensation against dilution to the extent to which they would be entitled after exercising such conversion or option rights or fulfilling such conversion or option obligations. This enables the granting of a form of dilution protection customary in the market to the holders or creditors of such instruments. Hence, they are treated as if they were already shareholders. In order to provide the bonds with such protection against dilution, the shareholders' subscription rights to these shares must be excluded.

The Company enables members of the Executive Board, executives and employees of the Company or companies dependent from the Company to participate in the Company and its development through participation programs and share-based compensation. This also applies with respect to obligations to (re)invest in shares of the company (so-called Share Ownership Program) which are or will be

agreed. Such participation is also desired by the legislator and is therefore facilitated in several ways. The issue of shares to members of the Executive Board of the company, to members of the management of a company dependent from the Company and to employees of the Company or of a company dependent from the Company is intended to strengthen the identification of these groups of persons with the Company and to give an incentive to pay attention to a permanent increase in the value of the Company. They shall be bound to the Company and also participate as shareholders in its long-term development. In the interest of the Company and its shareholders, this should strengthen the understanding and willingness to assume greater, above all economic, co-responsibility.

As outlined in the remuneration system for the Management Board of GERRY WEBER International AG, which will be presented to the Annual General Meeting on August 19, 2021 under Agenda Item 9, the company is planning to gradually implement a share ownership program for the members of the Management Board in the near future. In addition, the company implemented an Employee Share Ownership Program (ESOP) in 2020, under which certain employees were given the opportunity to purchase company shares. While the company bought back its own shares for this purpose in 2020, if the ESOP is continued in the years 2021 to 2023, shares may be issued from authorized capital amounting to around 1% of the share capital per year. Otherwise there are currently no plans to make use of the authorization. The Executive Board will carefully analyse in each individual case whether it will make use of the authorization to increase capital under exclusion of shareholders' subscription rights. It will only do so if, in the opinion of the Executive Board and supervisory board, it serves the interests of the company and thus of its shareholders.

After considering all circumstances, the Executive Board and Supervisory Board consider the exclusion of shareholders' subscription rights in the aforementioned cases to be objectively justified and appropriate given the reasons outlined above, also taking into account the corresponding dilution effect to the detriment of the shareholders.

The Management Board will report to the next general meeting on each use of the Authorized Capital 2021.

D. Further information and notes regarding the Annual General Meeting

1. Prerequisites for attending the Annual General Meeting and for exercising voting rights

a) Attending the Annual General Meeting and exercising voting rights

Only those shareholders who have registered in due time prior to the Annual General Meeting in accordance with sec. 15 of the company's Articles of Association and provided proof of their entitlement are entitled to participate in the Annual General Meeting and exercise their voting right (whereby such participation and voting may only take place via the company-appointed proxy on behalf of the shareholders); proof in writing (sec. 126b of the German Civil Code (Bürgerliches Gesetzbuch – *BGB*)) drawn up in accordance with sec. 67c para. 3 AktG is sufficient. The proof must be prepared in German or English for the beginning of 29 July 2021, i.e. 0.00 (CEST) (record date). The registration and proof of entitlement must be submitted to the Company in writing (sec. 126b BGB in German or English at the following address by no later than the end, that is midnight (24:00 CEST), 12 August 2021.

GERRY WEBER International AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Telefax: +49-(0) 89 889 690 633
E-Mail: anmeldung@better-orange.de

b) Significance of the record date

A person is deemed to be a shareholder in relations with the Company for the purpose of attending the Annual General Meeting and exercising voting rights only if proof of their shareholding, as described above (see the above section “D.1.a) Prerequisites for attending the Annual General Meeting and for exercising voting rights – Attending the Annual General Meeting and exercising voting rights”), has been furnished. The right to participate and the scope of the voting rights are measured exclusively based on the shares held as of the record date. The record date does not involve any lock-up period for the shares. In the event of sale of some or all of the shares after the record date, only the shares held by the shareholder as of the record date are authoritative for participation and the scope of voting rights. As such, the sale of shares after the record date has no effect on the right to participate nor on the scope of voting rights. The same applies to purchases and additional purchases of shares after the record date.

2. Specifics of the Virtual Annual General Meeting

Based on a decision taken by the Executive Board, with the consent of the Supervisory Board, pursuant to sec. 1 para. 2 sentence 1 and para. 6 sentence 1 of the COVID-19 Measures Act, the Annual General Meeting on 19 August 2021 is to be held as a Virtual Annual General Meeting without the shareholders or their appointed proxies being present. Shareholders and their proxies (with the exception of the company-

appointed proxy) do not have any right or option to be physically present at the venue of the Annual General Meeting

Insofar as the conditions described under “D.1.a) Prerequisites for attending the Annual General Meeting and for exercising voting rights – Attending the Annual General Meeting and exercising voting rights” are met, the shareholders can,

- themselves follow or have a proxy follow the entire Annual General Meeting as a video and audio broadcast via the password-protected internet services on the internet page of the Company set up specially for the Annual General Meeting at the internet address <https://ir.gerryweber.com/agm2021>;
- exercise their voting right themselves or have it exercised by an authorised proxy using the absentee/postal voting system; perform postal voting via the password-protected internet services on the internet page of the Company at the internet address <https://ir.gerryweber.com/agm2021> in accordance with the procedures established for this purpose. This voting is still open on the day of the Annual General Meeting until directly before the beginning of the voting process;
- have their voting right exercised by the company-appointed proxy in accordance with their instructions, issue a power of attorney to the company-appointed proxy with instructions via the password-protected internet services on the internet page of the Company at the internet address <https://ir.gerryweber.com/agm2021> in accordance with the procedures established for this purpose. This can still be done on the day of the Annual General Meeting until directly before the beginning of the voting process;
- submit questions themselves or via a proxy; whereby the questions must be submitted by no later than midnight (24:00 CEST) on 17 August 2021 via the password-protected internet services on the internet page of the Company at the internet address <https://ir.gerryweber.com/agm2021> in accordance with the procedures established for this purpose.

In deviation from sec. 245 no. 1AktG and waiving the requirement to be physically present at the Annual General Meeting, shareholders can, if they have exercised their voting right themselves or had it exercised by a proxy, object to a resolution of the Annual General Meeting in line with sec. 1 para. 2 sentence 1 no. 4 of the COVID-19 Measures Act. The objection can be registered via the password-protected internet services on the internet page of the Company at the internet address <https://ir.gerryweber.com/agm2021> until the end of the Annual General Meeting in accordance with the procedures established for this purpose.

3. Right to access the password-protected internet services on the internet page of the Company

Following proper and timely receipt of the registration and evidence of the respective shareholding in the Company at the aforementioned address, fax number or e-mail address, registration confirmations (HV-Tickets) will be issued and sent to the shareholders. These also contain the access details that shareholders can use to access the password protected internet services on the internet page of the Company at the internet address <https://ir.gerryweber.com/agm2021> in accordance with the procedures established for this purpose.

4. Procedure for postal voting

Shareholders can cast their votes by postal ballot using the procedure described in the following. However, this also requires registration and submission of proof of share ownership before the stated deadline (see the above section “D.1.a) Prerequisites for attending the Annual General Meeting and for exercising voting rights – Attending the Annual General Meeting and exercising voting rights”).

When sent in by post votes cast via postal ballot must reach the Company at the following address, no later than the end, i.e. midnight (24:00 CEST), of 18 August 2021:

GERRY WEBER International AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

Shareholders registering properly and in time for the Annual General Meeting are also sent a form together with their confirmation of registration (HV-Ticket), which can be used for postal voting by post and is also accessible at the internet page of the Company at <https://ir.gerryweber.com/agm2021>.

Votes cast via postal ballot can be revoked or changed by post using the aforementioned physical address no later than the end, i.e. midnight (24:00 CEST), of 18 August 2021 (receipt at the Company).

Postal votes can also be cast via the password-protected internet services on the internet page of the Company at <https://ir.gerryweber.com/agm2021> in accordance with the procedures established for this purpose. This voting is still open on the day of the Annual General Meeting until directly before the Beginning of the voting process. Postal votes cast via the password-protected internet services on the internet page of the Company can also be changed or revoked up to this time.

The casting of postal votes is limited to votes on resolutions (including any amendments) proposed by the Executive Board and/or Supervisory Board, as well as to resolutions proposed by shareholders as a counter-motion pursuant to sec. 126 para. 1 AktG or as an election nomination pursuant to sec. 127 AktG which were announced through an addition to the agenda pursuant to sec. 122 para. 2 AktG.

Authorised financial institutions, shareholders' associations and persons of equal standing pursuant to sec. 135 AktG can also use the postal voting system.

5. Procedure for voting by proxy

a) Option to vote by proxy

Shareholders also have the option of exercising their voting rights at the Annual General Meeting by proxy, e.g. by the custodian bank, a shareholders' association, the company-appointed proxy or other third parties of their choice. However, this also requires registration of the shareholder and submission of proof of share ownership before the stated deadline see the above section "D.1.a) Prerequisites for attending the Annual General Meeting and for exercising voting rights – Attending the Annual General Meeting and exercising voting rights". However, it is expressly stressed that proxies are not permitted to participate physically in the Annual General Meeting (with the exception of the company-appointed proxy). However, proxies are permitted to use the postal vote option or the possibility of (sub-)authorizing the company-appointed proxy. Proxy authorisation may be granted by way of a declaration made to the authorised proxy or to the Company.

The usage of the password protected internet services by the proxy requires that the proxy receives the respective access details.

b) Form of proxy authorization

Insofar as neither an intermediary, a shareholders' association, a consultant on share voting rights in the sense of sec. 134a para. 1 no. 3, para. 2 no. 3 of the AktG nor any other person equivalent to an intermediary pursuant to sec. 135 para. 8 AktG is granted a proxy and the granting of the proxy is not otherwise subject to the scope of sec. 135 AktG, the granting of a proxy, its revocation and the proof of proxy must be provided to the Company in text form (sec. 126b BGB).

Granting proxy to intermediaries, shareholders' associations or consultants on share voting rights in the sense of sec. 134a para. 1 no. 3, para. 2 no. 3 AktG and to persons pursuant to sec. 135 8 AktG or granting any proxy that is otherwise subject to the scope of sec. 135 AktG can also be performed in another way that is permitted pursuant to sec. 135 AktG. Nonetheless, we wish to point out that in such instances, these intermediaries, consultants on share voting rights, associations, and individuals to be authorised may require a particular form of proxy authorisation because they are required under sec. 135 AktG to provide a verifiable proxy authorisation. If you wish to grant proxy to an intermediary, a shareholders' association or a consultant on share voting rights in the sense of sec. 134a para. 1 no. 3, para. 2 no. 3 AktG, to another equivalent person pursuant to sec. 135 para. 8 AktG or any other authorisation covered by the scope of sec. 135 AktG please therefore coordinate with these institutions or persons regarding a potential form of proxy authorisation. Reference is made to the process pursuant to sec. 135 para. 1 sentence 5 AktG.

Pursuant to sec. 67a para. 4 AktG, an intermediary is a person that provides the services of safekeeping and administration of securities or maintaining securities accounts for shareholders or other persons, if the services are provided in the context of shares in companies whose registered office is in a member state of the European Union or in another contracting state of the Agreement on the European Economic Area. The term intermediary therefore in particular encompasses financial institutions in the sense of Art. 4 para. 1 no. 1 of the Capital Requirements Regulation (Regulation (EU) No. 575/2013).

c) Company-appointed proxy, special provisions regarding the authorisation

The Company offers its shareholders the opportunity to authorise a company-appointed proxy prior to the Annual General Meeting. Shareholders who wish to grant authorisation to the company-appointed proxy can use the form on the confirmation of registration (HV-Ticket) for this purpose. The issuing of proxy authorisation and instructions to the company-appointed proxy can also take place via the password-protected internet services on the internet page of the Company at <https://ir.gerryweber.com/agm2021> in accordance with the procedures established for this purpose. This approach can also be used to issue, amend or revoke proxy authorisations and instructions on the day of the Annual General Meeting right up to the beginning of the voting process. The proxy exercises voting rights exclusively on the basis of the instructions received from the respective shareholder. The proxy exercises voting rights exclusively for the vote on resolutions (including any amendments) proposed by the Executive Board and/or Supervisory Board, as well as to resolutions proposed by shareholders as a counter-motion pursuant to sec. 126 para. 1 AktG or as an election nomination pursuant to sec. 127 AktG which were announced through an addition to the agenda pursuant to sec. 122 para. 2 AktG. The company-appointed proxy will not ask any questions or submit any motions during the Annual General Meeting.

The company-appointed proxy will not make use of an authorization granted to him and will not represent the shares in question if a postal vote has been made for the shares in question and has not been expressly revoked (see the above section "D.4 Procedure for postal voting").

d) Further information on the procedure of voting by proxy

The following address, telefax number or e-mail address is available for declaring the granting of proxy authorisation to the Company, its revocation and also for submitting proof of proxy authorisation assigned to an authorised agent, as well as its revocation.

GERRY WEBER International AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 München
Deutschland
Telefax: +49-(0) 89 889 690 633
E-Mail: gerry-weber@better-orange.de

Shareholders wishing to authorise the company-appointed proxy are required to submit this authorisation including instructions, if not issued via the password-protected internet services on the internet page of the Company at [●] in accordance with the procedures established for this purpose, by post, fax or e-mail using the above mentioned postal address, fax number or email address no later than the end, i.e. midnight (24:00 CEST), of 17 August 2021 (receipt at the Company).

Forms that can be used to grant proxy authorisations are sent out to shareholders that register properly and in due time for the Annual General Meeting together with the confirmation of registration (HV-Ticket) and are available on the password-pro-

tected internet services on the internet page of the Company at <https://ir.gerryweber.com/agm2021>. However, authorisations can also be issued in any other proper form.

6. Live streaming of the Annual General Meeting on the internet

Those shareholders that have registered in time and provided proof of their shareholding are entitled to follow the Virtual Annual General Meeting of the Company (see the above section “D.1.a) Prerequisites for attending the Annual General Meeting and for exercising voting rights – Attending the Annual General Meeting and exercising voting rights”). The Annual General Meeting will be broadcast via the password-protected internet services on the internet page of the Company at <https://ir.gerryweber.com/agm2021>. Shareholders that have registered in time and provided proof of their shareholding will receive access data to this internet services together with their confirmation of registration (HV-Ticket) (see the above section “C.1.a) D.1.a) Prerequisites for attending the Annual General Meeting and for exercising voting rights – Attending the Annual General Meeting and exercising voting rights”).

7. Shareholders’ Rights

(Information pursuant to sec. 121 sec. 3 sentence 3 no. 3 AktG on shareholder rights pursuant to secs. 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG, in each case subject to the proviso of secs. 1 para. 2 and/or para. 3 of the COVID-19 Measures Act)

a) Motions for additions to the agenda pursuant to sec. 122 para. 2 AktG

Shareholders whose shareholdings when taken together amount to at least one twentieth of the share capital or the pro rata amount of EUR 500,000.00 (the latter corresponds to 500,000 shares) can request items to be added to the agenda and made public. The request must be submitted in writing to the Executive Board and reach the Company at least 30 days prior to the Annual General Meeting, whereby the day of receipt and the day of the Annual General Meeting itself are not counted, meaning that all information must be received no later than the end, i.e. by midnight (24:00 CEST), of 19 July. Any requests for additions to the agenda received after this cut-off point will not be considered.

The request for additions to the agenda must be sent to the following address:

GERRY WEBER International AG
– Executive Board –
Neulehenstraße 8
D-33790 Halle (Westfalen)

Pursuant to sec. 122 para 2 in conjunction with para. 1 sentence 3 AktG, the proposers have to prove that they have been holders of the shares for at least 90 days prior to the date of receipt of the request and that they hold the shares until the decision of the Executive Board. The following applies to the calculation of the share ownership period: The day on which the request is received is not included in the calculation. A postponement from a Sunday, a Saturday or a public holiday to a preceding or following working day is not considered. Secs. 187 to BGB do not

apply accordingly. Certain share ownership times of third parties are taken into account in accordance with sec. 70 AktG.

Additions to the agenda which are to be announced– unless already announced with the convocation – shall be announced in the Federal Gazette without undue delay after their receipt by the Company and shall be forwarded for publication to such media as may be expected to distribute the information throughout the European Union.

Any and all motions for additions to the agenda arriving at the Company after the Annual General Meeting has been convened are also made available immediately after their receipt at the Company via the Company's website <https://ir.gerryweber.com/agm2021>, assuming they are to be considered. The shareholders are notified of such additions in accordance with sec. 125 para. 1 sentence 3 AktG.

Reference is also made to further notes on the shareholders' rights pursuant to sec. 122 para.2 AktG, which can be viewed at the website <https://ir.gerryweber.com/agm2021>.

b) Counter-motions and and election nominations pursuant to sec. 126 AktG and sec. 127 AktG

Counter-motions of shareholders at the Annual General Meeting in the sense of sec. 126 AktG and election nominations in the sense of sec. 127 AktG which reach the Company no later than 14 days prior to the day of the Annual General Meeting, whereby the day of receipt and the day of the actual Annual General Meeting are not counted, meaning that they must be received at the latest by midnight (24:00 CEST) on 4 August 2021, and the remaining requirements with regard to the Company's duty to disclose are complied with, will be published immediately, including the name of the shareholder, the justifications behind the counterproposal (this is not required in the case of election proposals within the meaning of sec. 127 AktG) and any statement by the Company's management, on the Company's website at <https://ir.gerryweber.com/agm2021> (sec. 126 para. 1 sentence 3 AktG).

Pursuant to sec. 126 para. 2 AktG, there are justifications which, when applicable, do not require a counter-motion and/or the justification for said motion to be made available via the website. Pursuant to sec. 127 sentence 1 AktG, in connection with sec. 126 para. 2 AktG and sec. 127 sentence 3 AktG, in connection with secs.124 par. 3 sentence 4 and 125 para. 1 sentence 5 AktG, there are other reasons that, if applicable, would mean that election nominations do not have to be published via the website. These are described on the Company's website, together with further notes on the right to propose candidates pursuant to sec. 127 AktG at <https://ir.gerryweber.com/agm2021>.

The following address is to be used for all counter-motions and election nominations:

GERRY WEBER International AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 München
Deutschland
Telefax: +49-(0) 89 889 690 655
E-Mail: antraege@better-orange.de

Counter-motions and election nominations sent to any other address will not be considered. No counter-motions or election nominations can be submitted during the Virtual Annual General Meeting; the company-appointed proxy is also unavailable for this purpose. Pursuant to sec. 1 para. 2 sentence 3 of the COVID-19 Measures Act, however, motions by shareholders or election nominations which must be made accessible in accordance with secs. 126 et seq. AktG are considered as put forward in the Meeting if the shareholder putting forward the motion is properly legitimised and registered for the Annual General Meeting (see the above section “D.1.a) Prerequisites for attending the Annual General Meeting and for exercising voting rights – Attending the Annual General Meeting and exercising voting rights”) As such, counter-motions made available by the Company will also be put to the vote insofar as they are not dealt with otherwise.

Reference is also made to further notes on the shareholders' rights pursuant to sec. 126 para. 1 AktG and sec. 127 AktG, which can be viewed at the website <https://ir.gerryweber.com/agm2021>.

c) Right to information pursuant to sec. 131 para. 1 AktG

In the case of an Annual General Meeting with physical attendance in line with general rules, shareholders in the Company can in line with sec. 131 AktG request to receive information from the Executive Board during the Annual General Meeting regarding issues at the Company, legal and business relationships between the Company and affiliated companies, as well as the situation in the Group and at the companies included in the consolidated financial statements, insofar as the information is required for proper assessment of the respective item on the agenda.

As the Annual General Meeting on 19 August 2021 will be held as Virtual Annual General Meeting and the physical presence of the shareholders is excluded, the shareholders cannot make any requests for information at the venue of the Annual General Meeting; the company-appointed proxy is also unavailable for this purpose. In the case of the Virtual Annual General Meeting, the right to information is therefore replaced by a right to ask questions by way of electronic communication in accordance with sec. 1 para. 2 sentence 1 no. 3 and sentence 2 of the COVID-19 Measures Act.

The right to ask questions electronically for the Annual General Meeting on 19 August 2021 is only available to such shareholders as are properly registered and legitimized (see the above section “D.1.a) Prerequisites for attending the Annual General Meeting and for exercising voting rights – Attending the Annual General Meeting and exercising voting rights”). These shareholders are entitled to submit

questions in German no later than two days before the Annual General Meeting, i.e. by midnight (24:00 CEST) on 17 August 2021 at the latest, via the password-protected internet services on the internet page of the Company at <https://ir.gerryweber.com/agm2021> in accordance with the procedures established for this purpose. Any questions arriving later than this deadline will not be taken into account.

Pursuant to sec. 1 para. 2 of the COVID-19 Measures Act, the Executive Board reaches a decision at its own free yet diligent discretion as to how it answers the questions.

Within the scope of answering the questions posed, the Executive Board reserves the right to provide the names of those asking questions, provided these persons have not expressly objected to this.

Reference is also made to further notes on the right to information, which can be viewed at the website <https://ir.gerryweber.com/agm2021>.

8. Publications on the website

The information pursuant to sec. 124a AktG is made available on the Company's website at <https://ir.gerryweber.com/agm2021> promptly after the convocation of the Annual General Meeting.

After the Annual General Meeting, the voting results, including the information pursuant to sec. 130 para. 2 sentence AktG, will also be published on this website. Furthermore, the website will provide information on the receipt of the electronic confirmation of the receipt of a vote cast by means of electronic communication pursuant to sec. 118 para. 2 sentence 2 in conjunction with para. 1 sentence 3 AktG as well as on the receipt of a confirmation of the vote count, which voters may request pursuant to sec. 129 para. 5 AktG within one month after the day of the Annual General Meeting.

9. Total number of shares and voting rights at the time of convening the Annual General Meeting

The Company's share capital is EUR 1,220,238 and is divided into 1,220,238 ordinary bearer shares. Each ordinary share represents one vote at the Annual General Meeting. The total number of shares and voting rights at the time of convocation of the Annual General Meeting is therefore 1,220,238 (information pursuant to sec. 49 para. 1 sentence 1 no. 1 alt. 2 of the German Securities Trading Act (*Wertpapierhandelsgesetz – WpHG*); this total number also includes 76 treasury shares at the time of convocation of the Annual General Meeting from which the Company derives no rights as per sec. 71b AktG).

10. Note on data protection

We collect personal data on you and/or your authorised representative within the context of your participation in the Annual General Meeting, your registration to attend this event or exercising further AGM-related rights. This is done to enable shareholders to exercise their rights with regard to the Annual General Meeting.

The Company processes your data responsibly in compliance with the provisions of the EU General Data Protection Regulation (**GDPR**), as well as all other relevant laws. You can find details on how we process your personal data and on your rights pursuant to the GDPR on the internet at the Annual General Meeting website: <https://ir.gerryweber.com/agm2021>.

Halle (Westphalia), July 2021

GERRY WEBER International AG

Executive Board

Minimum information pursuant to Section 125 para. 1 German Stock Corporation Act (AktG) in connection with Section 125 para. 5 AktG, Article 4 para. 1 and Table 3 of the Annex to Implementing Regulation (EU) 2018/1212

Type of Information	Description
A. Specification of the message	
1. Unique identifier of the event	GW12082021HV
2. Type of message	Meeting notice of a General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
B. Specification of the issuer	
1. ISIN	DE000A255G36
2. Name of issuer	GERRY WEBER International AG
C. Specification of the meeting	
1. Date of the General Meeting	19.08.2021 [format pursuant to Implementing Regulation (EU) 2018/1212: 20210819]
2. Time of the General Meeting	10:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 UTC]
3. Type of the General Meeting	Ordinary General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: GMET]
4. Location of the General Meeting	Virtual General Meeting URL for image and sound transmission in the password-protected Internet service: https://ir.gerry-weber.com/agm2021 In accordance with the German Stock Corporation Act: The domestic business address at the registered office of the Company, GERRY WEBER International AG, Neulehenstraße 8, 33790 Halle (Westphalia), Germany (no physical presence of shareholders or their proxies (with the exception of the company-appointed proxy) possible)
5. Record Date *	29.07.2021 (00:00 hrs. CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20210728]
6. Uniform Resource Locator (URL)	https://ir.gerryweber.com/agm2021