

Since the last Declaration of Compliance was issued in December 2018, TOM TAILOR Holding SE has complied with the recommendations of the Government Commission on the German Corporate Governance Code published by the German Federal Ministry of Justice in the Federal Gazette recently in the latest version dated 07 February 2017 with the exception of clause 4.1.3 sentence 2 (Compliance Management System), clause 5.4.1 paragraph 2 sentence 1, paragraph 4 sentence 1 (Overall Profile of Skills and Expertise for the Supervisory Board), clause 5.4.6 paragraph 1 sentence 2 (Compensation for Members of the Supervisory Board) and clause 7.1.2 sentence 3 (Financial Reporting):

- Since April 2017 Management Board has started with the preparation and implementation of a specific Compliance Management System across the group within the meaning of clause 4.1.3 sentence 2 German Corporate Governance Code (GCGC). This system provides appropriate measures reflecting the company's risks situation in order to ensure that all provisions of law and the company's internal policies are complied with. This Compliance Management System has been extended in the year 2018. Due to the fact that the General Data Protection Regulation came into force on May 25th 2018, Data Protection Compliance received special attention. Beyond that, personal resources were increased for the further development of the Compliance Management System.
- According to appraisal of Supervisory Board its members fulfil all fields of competence which are required for an efficient activity of Supervisory Board. Currently, Supervisory Board has considered the determination of an overall profile of skills and expertise within the meaning of section 5.4.1 paragraph 2 sentence 1 GCGC as not required. Therefore, proposals by the Supervisory Board to the General Meeting for appointment of new Supervisory Board members will not aim at fulfilling the overall profile of required skills and expertise of Supervisory Board within the meaning of clause 5.4.1 paragraph 4 sentence 1 GCGC. In consequence, Corporate Governance Report does not publish information about the implementation status according to clause 5.4.1 paragraph 4 sentence 2 GCGC.
- In deviation from the recommendation in clause 5.4.6 paragraph 1 sentence 2 GCGC, the position of Vice Chairman of the Supervisory Board of the Supervisory Board is not considered when setting compensation for Supervisory Board members. The Vice Chairman of the Supervisory Board does not currently undertake any additional duties which would represent a greater burden compared to those of a regular Supervisory Board member.
- In deviation from clause 7.1.2 sentence 3 GCGC, the consolidated financial statements and the group management report have not been made publicly accessible within 90 days from the end of the financial year. Reason for that have been organizational and temporal additional expenses, which accrued through the capital increase in February as well as the first-time application of accounting standard IFRS 5 ("Non-current Assets Held for Sale and Discontinued Operations"). For the future management board plans to meet the deadlines again.

Hamburg, May 2019