

**WORDING OF THE DECLARATION MADE BY THE MANAGEMENT BOARD AND
SUPERVISORY BOARD OF TOM TAILOR HOLDING AG PURSUANT TO SECTION 161
AKTG ON THE GERMAN CORPORATE GOVERNANCE CODE (DECLARATION OF
CONFORMITY)**

TOM TAILOR Holding AG, Hamburg
ISIN: DE000A0STST2

The management board and the supervisory board of TOM TAILOR Holding AG declare herewith acc. to Sec. 161 para. 1 first sentence of the German Stock Corporations Act, that TOM TAILOR Holding AG complies and continues to comply since its introduction to trading in March 2010 with the recommendations of the government commission German Corporate Governance Code (GCGC) in the version of 26 May 2010, with the following exceptions:

- In deviation from the recommendation in no. 5.1.2 of the GCGC the supervisory board has currently not determined any age limit for the members of the management board except for the general retirement age in their service agreements. The supervisory board has so far not seen any cause to introduce such age limit; however it will deal with this question as soon as there is cause to do so.
- Currently the supervisory board does not intend to establish a nomination committee within the meaning of no. 5.3.3 of the GCGC. Having six board members the supervisory board feels able to nominate new members based on a proposal of the plenum, in case there should arise any such necessity.
- In deviation from the recommendation of no. 5.4.1 second sentence there is no age limit for the supervisory board. TOM TAILOR Holding AG does not deem it sensible to restrict the possibilities for voting proposals by an age limit.
- In deviation from the recommendation of no. 5.4.6 para. 1 and 2 GCGC the supervisory board members do not obtain a variable remuneration oriented at the success of the company, but a fixed remuneration, which varies for the chairman, the deputy chairman and the further supervisory board members. TOM TAILOR Holding AG deems this being sensible, as the supervisory board needs to exercise its controlling function independently from the development of the company and the economical situation. A decision on a special remuneration for the work in committees shall be made when appropriate, if deemed sensible by the company taking into account the additional work and effort.

Hamburg, January 12, 2012