

# GERRY WEBER

INTERNATIONAL AG

**GERRY WEBER International Aktiengesellschaft  
Halle/Westphalia**

**WKN 330410  
ISIN DE0003304101**

## **Invitation to the Ordinary Annual General Meeting**

We invite our shareholders to the ordinary Annual General Meeting to be held on Thursday, 27 April 2017, 10:00 h (admission from 9:00 h (CEST)) at the GERRY WEBER Event-Center at GERRY WEBER Stadium, Roger-Federer-Allee 4, 33790 Halle/Westphalia.

### **AGENDA**

- 1. Presentation of the adopted financial statements for the period ended 31 October 2016 of GERRY WEBER International AG and of the consolidated financial statements for the period ended 31 October 2016 approved by the Supervisory Board, the combined management report of GERRY WEBER International AG and the Group and of the report of the Supervisory Board for the fiscal year 2015/16 (1 November 2015 - 31 October 2016).**

The above documents will be made available at the Annual General Meeting and can be viewed and downloaded at [www.gerryweber.com](http://www.gerryweber.com) (Investors/Annual General Meeting) as of the day the Annual General Meeting is convened. The Managing Board will explain these documents at the Annual General Meeting with the exception of the report of the Supervisory Board, which will be explained by the Chairman of the Supervisory Board. The Supervisory Board has adopted the separate financial statements prepared by the Managing Board and approved the consolidated financial statements.

No resolution will be passed by the Annual General Meeting on this agenda item, as the law does not provide for a resolution to be passed about the adopted financial statements, the approved consolidated financial statements and the other documents.

## **2. Resolution on the appropriation of the 2015/16 profit**

The Managing Board and the Supervisory Board propose to use the profit of EUR **EUR 48,795,112.61** reported in the financial statements for the period ended 31 October 2016 as follows:

- a) Distribute a dividend of **EUR 0.25** per share with full profit entitlement for the fiscal year 2015/16; i.e. a total amount of **EUR 11,476,490.00**,
- b) Carry forward the remaining amount of **EUR 37,318,622.61** to new account.

The dividend will become due as of 3 May 2017.

## **3. Resolution on the discharge of the Managing Board from liability for the fiscal year 2015/16**

The Managing Board and the Supervisory Board propose to discharge the members of the Managing Board who were in office in the fiscal year 2015/16 from liability for the fiscal year 2015/16.

## **4. Resolution on the discharge of the Supervisory Board from liability for the fiscal year 2015/16**

The Managing Board and the Supervisory Board propose to discharge the members of the Supervisory Board who were in office in the fiscal year 2015/16 from liability for the fiscal year 2015/16.

## **5. Resolution on the appointment of the auditors for the financial statements and the consolidated financial statements for the fiscal year 2016/17**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes to appoint PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Niederlassung Bielefeld, Kreuzstraße 35, 33602 Bielefeld, auditors for the separate and the consolidated financial statements for the fiscal year 2016/17.

## **Total number of shares and voting rights at the time the Annual General Meeting is convened**

At the time the Annual General Meeting is convened, the company's share capital amounts to EUR 45,905,960.00 and is divided into 45,905,960 bearer shares carrying one voting right per share. Each share grants one vote at the Annual General Meeting. The company holds no own shares at the time the Annual General Meeting is convened. The total number of voting rights therefore amounts to 45,905,960 at the time the Annual General Meeting is convened.

## **Requirements for participation in the Annual General Meeting and exercise of the voting rights (with record date pursuant to section 123 para. 4 sentence 2 of the German Stock Corporation Act (AktG) and its meaning)**

Subject to presentation of a proof of shareholding, only shareholders who register with the company at the address below by Thursday, 20 April 2017 24:00 h CEST (receipt) are authorised to attend the Annual General Meeting and to exercise their voting rights:

GERRY WEBER International AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 München  
Germany  
or by fax: +49 (0) 89 21027 289  
or by e-mail: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

Proof of the shareholding must be given by the custodian bank in text form in German or English (section 126b of the German Civil Code (BGB)). This evidence must relate to the beginning of the 21st day prior to the Annual General Meeting (record date), i.e. Thursday, 6 April 2017, 00:00 h CEST.

In the relationship with the company, only those persons who have proven that they hold shares in the company as of the record date are considered shareholders eligible to attend the Annual General Meeting or exercise their voting rights. The right to attend the Annual General Meeting and the scope of the voting rights are exclusively determined by the shareholder's shareholding as of the record date. Changes in the shareholding after the record date are possible (no ban on selling or buying) but are irrelevant for the right to attend and the scope of the voting rights. Persons who do not hold shares as of the record date and become shareholders only after that date are entitled to attend the Annual General Meeting and to vote for the shares held by them only if they hold a power of attorney or are authorised to exercise the rights. The record date is not relevant for the entitlement to dividend.

Once the registration and the proof of shareholding have been received, the admission ticket to the Annual General Meeting will be sent to the shareholder. Admission tickets serve purely organisational purposes and do not represent additional conditions for attendance.

### **Voting by proxies**

Shareholders may also have their voting right and/or their other rights exercised by a proxy, e.g. the custodian bank, a shareholders' association or another person of their choice, on the basis of a written power of attorney which meets applicable legal requirements. If the shareholder designates more than one proxy, the company may reject one or several of them. Registration within the deadline and proof of the shareholding in accordance with the above requirements are also required when granting power of attorney to a proxy; this does not rule out the possibility to grant power of attorney after having registered.

The granting, revocation and proof of power of attorney must be sent to the company in text form (section 126b of the German Civil Code (BGB)); section 135 of the German Stock Corporation Act (AktG) shall remain unaffected. The form sent together with the admission ticket may be used to grant power of attorney. Shareholders may also issue a separate power of attorney in text form (section 126b of the German Civil Code (BGB)). Regardless of another way of transmission laid down by law, proof of the power of attorney may also be given by e-mail to the following e-mail address:

[inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

When granting power of attorney to banks, shareholders' associations or equivalent persons or enterprises as defined in section 135 para. 8 and para. 10 of the German Stock Corporation Act (AktG), the legal provisions apply, especially section 135 of the German Stock Corporation Act (AktG) and, possibly, other, complementary requirements made by the proposed proxies. We ask our shareholders to agree this with the proposed proxies.

We also offer our shareholders the possibility to grant power of attorney to designated proxies of the company who are bound by instructions. Registration within the deadline and proof of the shareholding in accordance with the above requirements are also required when granting power of attorney to a proxy. The designated proxies may represent the shareholders at the Annual General Meeting and exercise their voting rights. The following rules apply to this service:

The designated proxies may exercise the voting right on the basis of explicit and clear instructions issued by the shareholder with regard to the individual agenda items. Where no explicit and clear instruction exists, the designated proxies of the company will abstain from voting on the respective item. The form on the admission ticket may be used to grant power of attorney to the designated proxies and to issue instructions for the voting. The granting, revocation and proof of power of attorney must be sent to the company in text form (section 126b of the German Civil Code (BGB)). Powers of attorney for the designated proxies and their instructions must be received by the company no later than Wednesday, 26 April 2017, 16:00 h CEST, at the following address:

GERRY WEBER International AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 München  
Germany  
or by fax: +49 (0) 89 21027 289

or by e-mail: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

### **Requests for additions to the agenda pursuant to section 122 para. 2 of the German Stock Corporation Act (AktG)**

Pursuant to section 122 para. 2 of the German Stock Corporation Act (AktG), shareholders whose shares together make up one twentieth of the share capital (equivalent to EUR 2,295,298.00) or the pro rata amount of EUR 500,000.00 can request that items be added to

the agenda and announced. Each new item must be accompanied by an explanation or a resolution proposal. The request must be made in writing to the Managing Board of the company and must be received by the latter no later than thirty days prior to the Annual General Meeting, i.e. by Monday 27 March 2017, 24:00 h CEST at the latest. Please send any such requests to the following address:

GERRY WEBER International AG  
Vorstand  
Neulehenstraße 8  
33790 Halle/Westfalen

The applicants must prove that they have held the shares for at least 90 days prior to receipt of the request and that they will hold the shares until the Managing Board takes a decision. Section 70 of the German Stock Corporation (AktG) must be observed. A confirmation issued by the custodian bank is sufficient as proof.

### **Shareholders' motions and election proposals pursuant to sections 126 para. 1 and 127 of the German Stock Corporation Act (AktG)**

Shareholders may file motions for individual agenda items (cf. section 126 AktG); this also applies to proposals for the election of Supervisory Board members of auditors (cf. section 127 AktG). In contrast to counter-motions within the meaning of section 126 of the German Stock Corporation Act (AktG), no reasons must be given for election proposals pursuant to section 127 of the German Stock Corporation Act (AktG).

Motions (incl. reasons) and election proposals pursuant to section 126 para. 1 and section 127 of the German Stock Corporation Act (AktG) must exclusively be sent to:

GERRY WEBER International AG  
Hauptversammlung 2017  
Neulehenstraße 8  
33790 Halle/Westfalen  
or by fax: +49 (0) 5201 5857  
or by e-mail: [hauptversammlung@gerryweber.com](mailto:hauptversammlung@gerryweber.com)

Motions (incl. reasons) and election proposals which are received from shareholders no later than 14 days prior to the Annual General Meeting, i.e. by Wednesday, 12 April 2017, 24:00 h CEST, at the above address will be published on the Internet at **www.gerryweber.com** (Investors/Annual General Meeting) subject to section 126 para. 2 and 3 of the German Stock Corporation Act (AktG). Any statements by the management regarding the motions and election proposals received will also be published at the above Internet address. The right of each shareholder to file counter-motions for the individual agenda items as well as election proposals without prior transmission to the company shall remain unaffected by the above. Counter-motions and election proposals transmitted to the company within the deadline specified will be addressed at the Annual General Meeting only if they are put forward orally at the Annual General Meeting.

Above and beyond the reasons listed in section 126 para. 2 of the German Stock Corporation Act (AktG), the Managing Board is not obliged to publish election proposals pursuant to section 127 sentence 3 of the German Stock Corporation Act (AktG) which do not contain the information required pursuant to section 124 para. 3 sentence 4 AktG and section 125 para. 1 sentence 5 AktG.

### **Shareholders' right to information**

Pursuant to section 131 AktG, the Managing Board must provide every shareholder, upon request from the latter, with information on the company's affairs at the Annual General Meeting if this information is required to properly assess an item on the agenda and no right of refusal to give information applies. The Managing Board's obligation to provide information also applies to the legal and business relations of GERRY WEBER International AG with its affiliated companies. The obligation of the Managing Board of GERRY WEBER International AG as the parent company to provide information at the Annual General Meeting also applies to the situation of the GERRY WEBER Group and the companies covered by the consolidated financial statements. As a general rule, requests for information must be made orally at the Annual General Meeting in the context of the discussion. According to the statutes, the chairperson of the meeting is authorised to set a reasonable time limit for shareholders to exercise their right to speak and ask questions.

### **Further information pursuant to section 121 para. 3 sentence 3 no. 3 of the German Stock Corporation Act (AktG) regarding shareholders' rights pursuant to sections 122 para. 2, 126 para. 1, 127, 131 para. 1 of the German Stock Corporation Act (AktG)**

Further information on motions for additions to the agenda pursuant to section 122 para. 2 AktG, on counter-motions pursuant to section 126 para. 1 AktG and election proposals pursuant to section 127 AktG as well as on the right to information pursuant to section 131 para. 1 AktG can be available at [www.gerryweber.com](http://www.gerryweber.com) (Investors/Annual General Meeting).

### **Documents relating to the Annual General Meeting; publications on the website**

The information and documents defined in section 124a of the German Stock Corporation Act (AktG) may be viewed and downloaded on the Internet at [www.gerryweber.com](http://www.gerryweber.com) (Investors/Annual General Meeting). All documents which must be made available to the Annual General Meeting by virtue of the law will be available at the Annual General Meeting.

Halle/Westphalia, March 2017

**GERRY WEBER International AG**  
*The Managing Board*

## HOW TO GET THERE:



Located between the cities of Bielefeld and Gütersloh, Halle/Westphalia can easily be reached via Bundesstraße B 68 and Landesstraße L 782 as well as the autobahns A1, A2, A30 and A33.

If you travel by rail, take the “Haller Willem” train from Bielefeld station, which is served by Deutsche Bahn’s ICE trains.

Leaves Bielefeld central station: 8:59 h

Arrives Halle station: 9:25 h

Arrives Halle, GERRY WEBER Stadium: 9:28 h

GERRY WEBER International AG  
Neulehenstraße 8; D – 33790 Halle/Westfalen