

CHAPTER 1

TO OUR SHAREHOLDERS

10

LETTER TO SHAREHOLDERS

14

MANAGING BOARD

17

REPORT OF THE
SUPERVISORY BOARD

24

SUPERVISORY BOARD

26

OUR SHARE

LETTER TO SHAREHOLDERS



Daniel Grieder, Chief Executive Officer

**Dear Shareholders,
Dear Readers,**

For HUGO BOSS, 2022 proved to be an extremely successful year. Our strong comeback is clear testament to the power and strength of our "CLAIM 5" strategy, introduced in August 2021. In particular, our bold branding refresh impressively fueled the power of BOSS and HUGO, enabling both our brands to successfully expand market shares around the globe. This led to record sales for our Company of EUR 3.7 billion. More importantly, our momentum was broad based across both brands, all regions, and all consumer touchpoints – and it was accompanied by significant bottom-line improvements, with EBIT mounting up to EUR 335 million. Together, we managed to exceed our full-year sales and earnings targets, which we had revised upwards twice during the year.

With "CLAIM 5," we have introduced the right strategy at the right time. A strategy that enables us to unlock the full potential of HUGO BOSS. Thanks to its powerful and rigorous execution, we have made a kickstart and achieved significant progress in numerous important brand, product, and sales initiatives within a short period of time. In doing so, 2022 marks the first important milestone on our 2025 growth journey. However, our ambition has not changed: We want to become one of the top 100 global brands, and turn consumers from all over the world into true fans of BOSS and HUGO.

"CLAIM 5" is all about the consumer. To anchor our position in the consumers' minds and significantly enhance brand relevance, in 2022, we ushered in a whole new era with our highly successful branding refresh. In particular, the spectacular launch of our record-breaking campaigns quickly and strongly boosted brand power for BOSS and HUGO, putting our brands into the spotlight more than ever before. Thanks to our brands' new image and numerous spectacular fashion events, we kept up the pace and further increased brand heat as the year progressed, attracting consumers from all over the world. Be it through our unique fashion events in the Dubai desert, at Milan Fashion Week, and in Palm Springs, or through our comeback to Formula 1 and on the slopes of the legendary Hahnenkamm Races. All of this led to staggering brand momentum, with more than 50 billion views, around 2 billion interactions, and a significant uplift in global demand for our collections.

«OUR BOLD BRANDING REFRESH IMPRESSIVELY FUELED BRAND POWER OF BOSS AND HUGO.»

Speaking about our collections: our products are at the heart of everything we do and an essential part of our branding refresh. Only recently, we celebrated the launch of our new Spring/Summer 2023 collections – once more fully embodying our new and unique "look and feel" as well as our superior price-value proposition. The overwhelmingly positive response to our new brand identity has led to strong full-price sales in 2022 and ongoing high demand from wholesale partners and customers alike. Most importantly, through our strong and diverse product mix, today we live up to our promise to dress our customers from head to toe, and for every occasion 24/7. The successful relaunch of our brand lines BOSS Black, BOSS Orange, and BOSS Green and the introduction of the exclusive BOSS Camel line were particular highlights in this regard. HUGO, the first touchpoint for younger consumers, will seamlessly follow on, as we will continue to grasp growth opportunities across various important product categories, including denim, jersey, and outerwear.

Today's world is led by digital. In line with our vision of being the leading premium tech-driven fashion platform worldwide, we remain fully dedicated to "Lead in Digital" and to maximize our digital opportunities. For us, this means continuing to digitalize our business activities along the entire value chain and maintaining a strong focus on leveraging the power of data. Our HUGO BOSS Digital Campus is at the core of our digital journey. Building on the successful global relaunch of hugoboss.com in early 2022, one of its top priorities going forward will be the maximized use of data analytics aimed at reducing complexity and further enhancing efficiency across our business activities. On that, we will also link digital and physical commerce even more closely in the years to come to offer our customers a best-in-class omnichannel experience. This also includes a firm commitment to metaverse, which we entered with a bang last year, as HUGO launched its first set of NFTs that sold out within seconds.

Whether in the virtual or real world, we always pursue one goal as part of our omnichannel strategy: transferring our regained brand power to all consumer touchpoints. On that note, we have made substantial progress in 2022. In particular, we pushed ahead with the upgrade of our global retail network as customers can meanwhile experience our branding refresh together with our innovative retail concepts in over 200 points of sale worldwide. Our new BOSS flagship store on London's vibrant Oxford Street is a clear standout in this regard. We have taken the retail experience to the next level and created a blueprint for the future of our physical store network: brand-led, consumer-focused, and digitally oriented – all in one. But the story does not end here: We are blending in-store shopping experience with our digital touchpoints to live up to our promise to move to where consumers expect us to be. In this context, I am all the more encouraged that our digital business continued its double-digit growth trajectory in 2022, fueled above all by record sales of our refreshed digital flagship hugoboss.com. At the same time, we also celebrated an extremely successful comeback in brick-and-mortar wholesale. Thanks to our 24/7 lifestyle positioning and continued robust demand from wholesale partners in 2022, we significantly increased the visibility and market presence of our brands, enabling us to achieve strong double-digit growth.

With a firm commitment to our fifth strategic claim "Organize for Growth," we have not only embraced a powerhouse organizational setup, but are also establishing a flexible operations platform to ensure our Company's success well into the future. Regarding the latter, we are making great strides in transforming our supply chain into a full "digital twin" – a tech-driven, cutting-edge platform for speed and growth and a key enabler to best meet consumer demand. At the same time, we ensure that we have a robust supply chain in place – one that actively supports our strong sales momentum and guarantees product availability anytime, anywhere. Our biggest production site in Turkey is at the forefront of all our efforts. In 2022, we successfully expanded its capacity by opening a fourth plant on-site dedicated exclusively to the production of casualwear. This has brought us even closer to our largest sales region, EMEA, and enables us to respond even better and faster to our customers' needs.

At the heart of "CLAIM 5" also lies our unwavering commitment to sustainability – a cause that is essential to our corporate responsibility. We will not rest, but continue to drive innovation and sustainability across our brands' offerings to deliver measurable impact for our industry, the environment, and society alike. We have set ourselves ambitious goals, such as decreasing our CO₂ emissions by at least 50% until 2030 and aiming for a "net zero" footprint by 2050. Promoting and implementing a circular business model is of particular importance in this regard, as we are committed to using high-quality, recyclable materials, thereby extending product life cycles and minimizing waste in the years to come. Only recently, we successfully launched the first BOSS polo shirt largely made from the highly innovative and fully recyclable AeoniQ yarn. And while this is just one example of how we aim to lead change in the fashion industry, it clearly shows where we are headed for a better future.

**«WE REMAIN FULLY COMMITTED
TO CONTINUE WITH THE RIGOROUS
EXECUTION OF CLAIM 5.»**

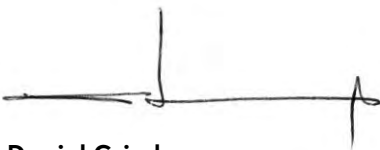
Dear readers, 2022 was without doubt a huge success for HUGO BOSS in many respects. Despite all these strong achievements, we must not forget that the past year was anything but normal and has significantly changed the lives of many people around the globe. In particular, the devastating war in Ukraine has led to immense hardship for many, while also the ongoing implications of the pandemic, as well as high global inflation, have challenged people's lives and companies alike. Given these challenges, our strong operational and financial performance in 2022 is all the more remarkable. And while macroeconomic uncertainty is expected to remain elevated also this year, we are committed to making further progress towards our 2025 financial ambition. The determined and rigorous execution of "CLAIM 5" will therefore take center stage also in 2023. This includes, above all, building on the strong brand power gained in the wake of our comprehensive branding refresh and maintaining the robust top-line momentum. Against the backdrop of the ongoing macroeconomic and geopolitical uncertainties, we expect Group sales in 2023 to grow at a mid-single-digit percentage rate, and EBIT to increase to a level of between EUR 350 million and EUR 375 million.

Dear shareholders, it is and remains of great importance to us that you participate in the success of "CLAIM 5." In this context, we are particularly pleased that the successful execution of our strategy has also been well received on the stock market, as reflected in the strong outperformance of our shares against nearly all competitors as well as major indices in 2022. And of course we also want you to participate in the success of HUGO BOSS through an attractive dividend. In view of our outstanding operational performance, our very robust financial stance, and our confidence in the continued success of "CLAIM 5," we therefore propose a dividend of EUR 1.00 per share for fiscal year 2022.

Allow me to conclude on a personal note. What impressed me most in 2022 was the outstanding motivation and strong team mentality of our almost 17,000 employees, who are relentlessly executing "CLAIM 5" with great passion to make HUGO BOSS stronger, more sustainable, and more resilient than ever before. Our people and teams are the backbone of our Company and impressively demonstrate day by day that we can accomplish anything if we trust and support each other. I therefore extend my gratitude to all our employees for their exceptional commitment and great dedication to our Company and our two strong brands, BOSS and HUGO. Together as a team, we will continue with all our power and all our passion towards our ambition to ultimately become one of the top 100 global brands. Thanks to our excellent team and our winning formula "CLAIM 5," I have every confidence that 2023 will be another successful year for HUGO BOSS.

Thank you for your ongoing support!

Sincerely yours,



Daniel Grieder
Chief Executive Officer

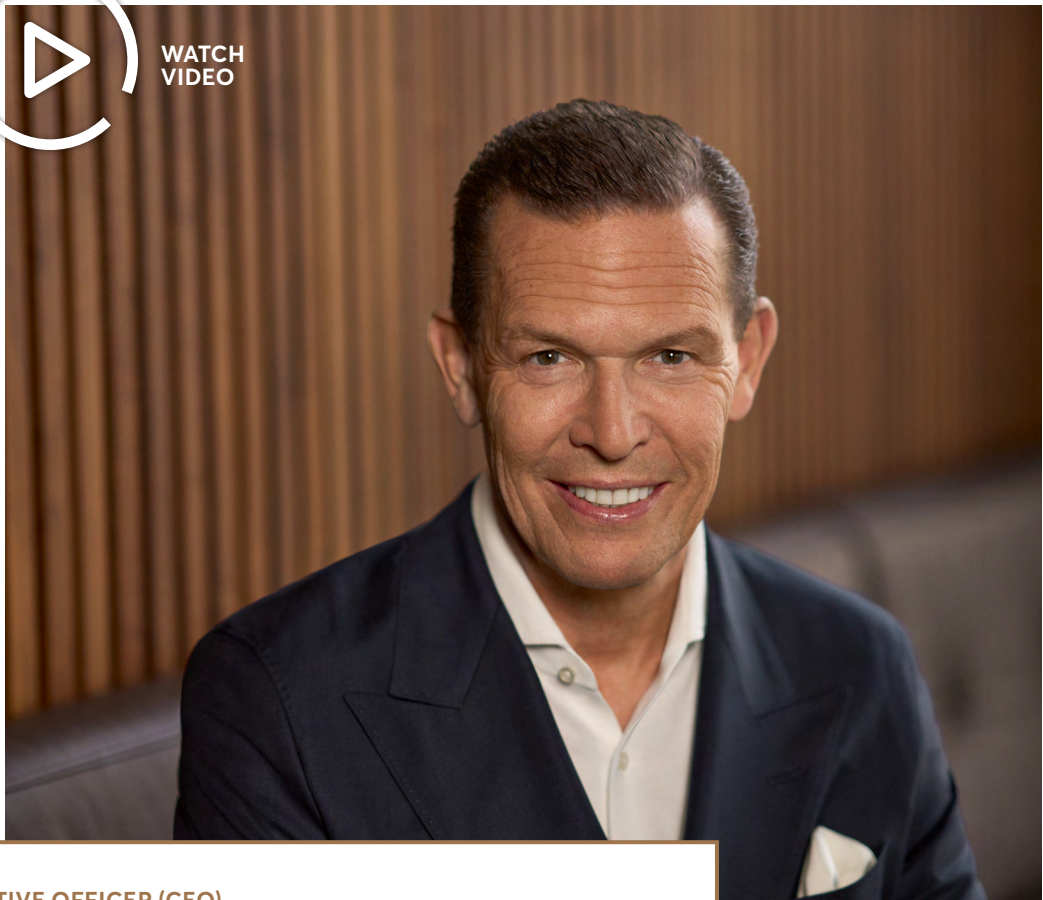
MANAGING BOARD



Yves Müller
CFO/COO

Daniel Grieder
CEO

Oliver Timm
CSO

WATCH
VIDEO

CHIEF EXECUTIVE OFFICER (CEO)

DANIEL GRIEDER

Daniel Grieder was born in Washington, D.C. (USA) in 1961. While studying at the University of Applied Sciences in Business Administration in Zurich (HWZ Hochschule für Wirtschaft) he founded Max Trade Service AG in 1985 (later renamed Madison Clothing Ltd.), which distributed internationally renowned brands in Switzerland, Austria, and Eastern Europe. From 1997, Daniel Grieder was largely responsible for the successful establishment of Tommy Hilfiger in Europe, taking over the position of Chief Executive Officer Tommy Hilfiger Europe in 2008. After the integration of the Tommy Hilfiger brand into Phillips-Van Heusen (PVH) Corporation, Daniel Grieder became Chief Executive Officer of Tommy Hilfiger Global and PVH Europe in 2014. Since June 2021, Daniel Grieder is Chief Executive Officer of HUGO BOSS and thus member of the Managing Board.

Daniel Grieder is Chief Executive Officer (CEO) and responsible for Creative Direction, Business Unit BOSS Menswear, Business Unit BOSS Womenswear, Business Unit HUGO, Business Unit Footwear, Accessories, Bodywear & Hosiery (incl. Global Licenses), Global Marketing, Group Strategy & Corporate Development, Corporate Communications, and Human Resources.



**CHIEF FINANCIAL OFFICER (CFO),
CHIEF OPERATING OFFICER (COO),
DIRECTOR OF LABOR RELATIONS**

YVES MÜLLER

Yves Müller was born in Lüneburg (Germany) in 1969. He studied Business Administration at the European Business School in Oestrich-Winkel, Dijon, and San Diego. In 1994, he started his professional career at the auditing and tax consulting company Arthur Andersen & Co. in Hamburg. During this time, Yves Müller qualified as tax consultant and auditor. In 1999, he joined Tchibo GmbH where he was appointed Chief Financial Officer in 2006. In December 2017, he became a member of the HUGO BOSS Managing Board, taking over the role of Chief Financial Officer (CFO). Since June 2022, Yves Müller additionally assumes responsibility as Chief Operating Officer (COO).

Yves Müller is responsible for Controlling, Group Finance & Tax, Internal Audit, Investor Relations, IT (incl. Information Security), Legal, Compliance & Data Protection, Business Operations, Product Development, Global Sourcing & Production, Logistics, and Construction & Procurement.

CHIEF SALES OFFICER (CSO)

OLIVER TIMM

Oliver Timm was born in 1971 in Mainz (Germany). After studying Economics at Gerhard Mercator University in Duisburg, he began his professional career at Tommy Hilfiger in 1998, where he held various positions. Amongst others, he was substantially involved in launching the American brand on the European market. In 2005, he was appointed Managing Director of Tommy Hilfiger Germany. Following the integration of the Tommy Hilfiger brand into Phillips-Van Heusen (PVH), Oliver Timm was appointed President of PVH Europe and later Chief Commercial Officer PVH Europe. In January 2021, Oliver Timm became a member of the HUGO BOSS Managing Board, taking over the role of Chief Sales Officer (CSO).

Oliver Timm is responsible for Global Sales Development, Global Retail & Wholesale, Global E-Commerce & Metaverse, Franchise & Travel Retail, Customer Relationship Management (CRM), Global Merchandise Management, and Global Retail Management.



REPORT OF THE SUPERVISORY BOARD

CHAIRMAN OF THE SUPERVISORY BOARD

HERMANN WALDEMER

Hermann Waldemer was born 1957 in Munich. He graduated in Business Administration from the University of Regensburg in 1981 with a focus on finance and tax. Hermann Waldemer then worked as a certified tax advisor and auditor in the auditing industry before joining Philip Morris International in 1987. He held various management positions, including President Western Europe, before assuming the position of Chief Financial Officer in 2008, which he held until his departure in 2012. From 2014 to 2016, he was a member of the Board of Directors of FCA US LLC (Chrysler Group).

Hermann Waldemer was elected to the Supervisory Board of HUGO BOSS AG in 2015 and appointed Chairman in 2020.



Dear Shareholders, Dear Readers,

2022 was a record year for HUGO BOSS. The rigorous and determined execution of the Company's "CLAIM 5" growth strategy – including significant progress achieved along key brand, product, and sales initiatives – resulted in record sales and strong profitability improvements. In doing so, HUGO BOSS exceeded its financial targets as laid out at the beginning of the year. In fiscal year 2022, the **Supervisory Board continued to perform its duties with the utmost care**, providing comprehensive advice to the Managing Board in a close, trustful collaboration while monitoring its management activities. It entirely performed the duties imposed on it by law, by the Company's Articles of Association, and its own bylaws.

Composition of the Managing Board and the Supervisory Board

In fiscal year 2022, there were two personnel changes on the Managing Board of HUGO BOSS. Effective February 28, 2022, former **Chief Brand Officer (CBO)** Ingo Wilts resigned as a member of the Managing Board. The duties that fell under the responsibility of Ingo Wilts were thereafter assumed by CEO Daniel Grieder. Former **Chief Operating Officer (COO)** Dr. Heiko Schäfer left the company effective May 31, 2022, to pursue a new professional assignment outside the Group. The functional areas reporting to Dr. Heiko Schäfer were divided among the remaining Managing Board members, with Chief Financial Officer (CFO) Yves Müller additionally assuming the role of COO since then. On behalf of the Supervisory Board, I would like to thank both Ingo Wilts and Dr. Heiko Schäfer for the good cooperation and their successful work as members of the Managing Board. > [Managing Board](#)

Collaboration between Managing Board and Supervisory Board

The Managing Board informed us regularly, comprehensively, and in a timely manner in both written and oral form of all **matters of relevance for HUGO BOSS AG and its Group companies** related to strategy, planning, business performance, risk assessment, changes in the risk situation, and compliance. In particular, with regards to the Company's "CLAIM 5" strategy, intense exchange took place between Managing Board and Supervisory Board throughout the year. Additionally, the Chairman of the Audit Committee and I maintained close and regular dialog with the Managing Board. We were kept promptly informed of significant developments and decisions and we reported on these at the following Supervisory Board and Committee meeting at the latest.

All members of the Supervisory Board had sufficient time to review all of the Managing Board's **reports and proposals** and to contribute their own ideas in Committees and Supervisory Board meetings. Any approvals were issued only after requesting clarification from the Managing Board and discussing the matter extensively with the members of the Managing Board. In urgent cases, the Supervisory Board passed resolutions by means of the circular resolution procedure. At an early stage, the Supervisory Board was directly involved in all decisions of fundamental importance to the Company.

Main topics at the meetings of the Supervisory Board

In fiscal year 2022, a total of five **Supervisory Board** meetings were held, one each in March, July, and September, and two in December, of which one was held as an extraordinary meeting. In addition, the September meeting was a two-day meeting. All members participated in all of these meetings, with the exception of Anita Kessel, Martin Sambeth, and Bernd Simbeck, who were unable to attend the extraordinary meeting in December but participated in the decisions via a written vote. In addition, one resolution was passed by means of a circular resolution in May.

In 2022, the **Audit Committee** met four times in total. All members participated in all of the meetings. The **Working Committee** met five times with all members participating in all of the meetings. All committee members participated in the five meetings of the **Personnel Committee**. The **Nomination Committee** and the **Mediation Committee** did not meet during fiscal year 2022. All meetings in fiscal year 2022 were held in a hybrid format, allowing members of the Supervisory Board to either participate in person or virtually via videoconference. The extraordinary Supervisory Board meeting in December was held via videoconference only.

PARTICIPATION IN MEETINGS OF THE SUPERVISORY BOARD AND ITS COMMITTEES¹

Member	Supervisory Board (5)	Audit Committee (4)	Working Committee (5)	Personnel Committee (5)	Attendance rate (19)
Hermann Waldemer, Chairman	5/5	4/4	5/5	5/5	19/19
Sinan Piskin, Deputy Chairman	5/5	4/4	5/5	5/5	19/19
Iris Epple-Righi	5/5	–	5/5	–	10/10
Katharina Herzog	5/5	–	5/5	–	10/10
Anita Kessel	4/5	–	–	5/5	9/10
Gaetano Marzotto	5/5	4/4	–	–	9/9
Luca Marzotto	5/5	–	5/5	5/5	15/15
Tanja Silvana Nitschke	5/5	–	5/5	–	10/10
Christina Rosenberg	5/5	–	–	5/5	10/10
Martin Sambeth	4/5	4/4	–	–	8/9
Bernd Simbeck	4/5	4/4	–	5/5	13/14
Robin J. Stalker	5/5	4/4	–	–	9/9

¹ The Nomination Committee and the Mediation Committee did not convene in the past fiscal year.

The **meeting of the Supervisory Board in March 2022** focused on the annual financial statements of HUGO BOSS AG and the HUGO BOSS Group as of December 31, 2021, as well as on the audit report prepared by the auditors. At this meeting, the annual financial statements and the consolidated financial statements of HUGO BOSS AG as of December 31, 2021 were approved and ratified. Furthermore, the Supervisory Board's report to the Annual Shareholders' Meeting and the compensation report for fiscal year 2021 were discussed and adopted. The resolution proposals were later on adopted at the Annual Shareholders' Meeting of HUGO BOSS AG, which was held virtually on May 24, 2022. In addition, the Supervisory Board approved the resignation of Ingo Wilts and the corresponding separation agreement. Yves Müller was reappointed as a member of the Managing Board for the period until December 31, 2025 and his service agreement was renewed accordingly. Other topics included the discussion and resolution on the target achievement and target setting for the variable compensation of the members of the Managing Board, an update on the branding refresh for BOSS and HUGO, as well as the proposal of an expansion of the Company's license businesses towards additional product categories.

In **May 2022**, based on the recommendation of the Personnel Committee, the separation agreement with Dr. Heiko Schäfer was approved and his resignation effective May 31, 2022 was accepted by way of a circular resolution.

At its **meeting in July 2022**, the Supervisory Board addressed the current business performance, the economic implications of the war in Ukraine, as well as plans for the further digitalization of the Company's business model and possible cooperation opportunities in this area. Furthermore, the Supervisory Board discussed and approved key audit matters for the fiscal year 2022 audit.

The main topics of the **meeting in September 2022** included the current business performance, the execution of the "CLAIM 5" strategy and its implications on collection development, business operations, sales, and marketing. The Supervisory Board also discussed the Company's cooperation with HeiQ AeonIQ, the Company's license business, the HUGO BOSS Digital Campus established in 2021, as well as the Company's approach towards the metaverse.

At the **meeting in December 2022**, the budget for fiscal year 2023 was debated and passed. Furthermore, the strong progress made in executing "CLAIM 5" in 2022 was discussed in detail. In addition, key audit matters for fiscal year 2023 were examined in detail and resolved. After due and careful consideration of all options, the Supervisory Board also decided that the Annual Shareholders' Meeting would once again be held as a virtual event in fiscal year 2023. Moreover, the findings of the Supervisory Board efficiency review, collected based on a questionnaire and analyzed as well as presented by an external provider, were discussed in detail. The declaration of compliance with the German Corporate Governance Code (GCGC) was discussed and resolved. In its **second meeting in December**, held as an extraordinary meeting, the Supervisory Board discussed and approved the extension of the cooperation between HUGO BOSS and its license partner, Coty.

Current business performance, liquidity management, and the current risk assessment of the Company were **regularly discussed in detail** at the meetings of the Supervisory Board and approved where necessary. The meetings of the Supervisory Board also involved regular, detailed reports on the contents of the previous committee meetings. In addition, in 2022, the Supervisory Board primarily focused on topics such as the execution of the "CLAIM 5" strategy, the Company's capital structure, cost planning, compliance issues, and the requirements of the GCGC.

Work of the Committees in fiscal year 2022

To perform its duties, the Supervisory Board has formed **five Committees**: an Audit Committee, Personnel Committee, Working Committee, Nomination Committee, and the legally required Mediation Committee. To the extent legally permissible and insofar as they have been given corresponding authorizations, individual Committees make decisions instead of the full Supervisory Board. Otherwise, they prepare decisions and topic areas for the full Supervisory Board. At regular intervals, the respective committee chairs report to the Supervisory Board in detail about the work of the committees.

In total, the **Audit Committee** met four times in fiscal year 2022. The main agenda of its meetings concerned the financial reporting of HUGO BOSS AG and the Group with respect to the annual, half-yearly, and quarterly financial statements, the audit of the annual and consolidated financial statements, monitoring of the risk management and internal control system, IT security matters, compliance matters, and risk management. In addition, the Audit Committee requested the declaration of independence from the external auditor and convinced itself of the auditor's independence. In addition to defining the key audit matters of the annual

and consolidated financial statements for 2022 and mandating the external auditor, it approved non-audit services and placed a cap on the fees payable for such non-audit services. In addition, the results of the audit review of the combined non-financial statement were discussed.

The **Personnel Committee** held five meetings in fiscal year 2022. It focused on filling strategically important management positions, the allocation of responsibilities for the various business divisions, the target achievement for the prior fiscal year, and preparing the target agreements for the Managing Board.

The **Working Committee** met five times in fiscal year 2022 and dealt with current business performance, the strategic alignment of the Group, and preparations for the Annual Shareholders' Meeting. In addition, the Working Committee also discussed the Company's license business, the HUGO BOSS Digital Campus, the further optimization of the Company's global showroom network, and the approval of important logistic projects.

The **Nomination Committee** and the **Mediation Committee** did not convene in the fiscal year under review.

Corporate governance

The Supervisory Board additionally dealt with the **principles of good corporate governance** within the Company. Most recently in February 2023, the Managing Board and the Supervisory Board issued a new declaration of compliance with the GCGC. The corporate governance statement can be found in the section "Corporate Governance and Corporate Governance Statement." With regard to the annual efficiency review of the Supervisory Board's activities recommended by the GCGC, the Supervisory Board decided to proceed with the tried and tested methodology of an audit using a comprehensive questionnaire. The external evaluation of the completed questionnaires and the suggestions for improvement contained therein were analyzed and discussed in detail at the Supervisory Board meeting in December 2022. Overall, the Supervisory Board drew a favorable conclusion. No individual training measures were carried out in the fiscal year.

Conflicts of interest

No conflicts of interest relating to Managing Board or Supervisory Board members arose in fiscal year 2022. In accordance with the GCGC, these would need be disclosed immediately to the Supervisory Board, as well as to the Annual Shareholders' Meeting.

Audit of annual and consolidated financial statements for 2022

Deloitte Wirtschaftsprüfungsgesellschaft, Stuttgart, duly audited the consolidated financial statements of HUGO BOSS AG for fiscal year 2022, including the accounting records, which had been prepared by the Managing Board on the basis of the International Financial Reporting Standards (IFRS) in accordance with Sec. 315e (1) HGB, and issued an **unqualified audit opinion**. This was also the case for the annual financial statements of HUGO BOSS AG for 2022 prepared in accordance with the provisions of the German Commercial Code (HGB) as well as the combined management report for 2022 of HUGO BOSS AG and the Group. The corresponding audit mandate had been assigned by the Audit Committee of the Supervisory Board in accordance with the resolution of the Annual Shareholders' Meeting held on May 24, 2022. In addition, it was agreed with the auditor that the Chairman of the Audit Committee would have to be informed during the audit without delay about any possible grounds for disqualification or factors affecting impartiality that could not be rectified immediately. It was also agreed that the external auditor is obliged to report on any findings or events arising during the performance of the audit that are of importance to the duties of the Supervisory Board. The auditor was furthermore required to inform the Supervisory Board or note in the audit report any facts that were ascertained during the audit resulting in any errors in the declaration submitted by the Managing Board and the Supervisory Board in accordance with Sec. 161 (1) Sentence 1 of the AktG (German Stock Corporation Act). The auditor did not issue any such reports in the fiscal year. Furthermore, the Supervisory Board has convinced itself of the auditor's independence. The possibility of engaging the auditors to perform non-audit services was also discussed. The Supervisory Board received all accounting documents and the Managing Board's proposal for the appropriation of profit as well as the audit report from the external auditor.

The annual financial statements, proposal for the appropriation of profit, consolidated financial statements and combined management report for 2022 for HUGO BOSS AG and the Group, which also contains the combined non-financial statement for HUGO BOSS AG and the Group, and the audit report were discussed and verified in advance by the Audit Committee, followed by the full Supervisory Board in the presence of the external auditor. The external auditor reported on the main findings of the audit, particularly with respect to the key audit matters that had been determined by the Audit Committee for the fiscal year. The auditor was also available to answer any questions and provide additional information. No significant shortcomings in the accounting-related internal control system and risk management, posing a risk of material misstatement in the consolidated financial statements, were identified. Similarly, there were no circumstances indicating any partiality on the part of the external auditor. Finally, the auditor reported on the non-audit services that had been provided in the fiscal year under review. The auditor's findings were approved. Following its final review, the Supervisory Board raised no objections.

Consequently, at its meeting of March 7, 2023, the Supervisory Board approved the **financial statements for fiscal year 2022** prepared by the Managing Board. The financial statements of HUGO BOSS AG for fiscal year 2022 were therefore ratified in accordance with Sec. 172 AktG.

For fiscal year 2022, the Managing Board compiled a **combined non-financial statement** for HUGO BOSS AG and the Group and included this in the combined management report for 2022. The Supervisory Board commissioned Deloitte Wirtschaftsprüfungsgesellschaft, Stuttgart, to perform an audit to obtain limited assurance of this statement. All Supervisory Board members promptly received the combined non-financial statement for HUGO BOSS AG and the Group for fiscal year 2022 and the independent auditor's limited assurance report. The statement and the audit certificate of Deloitte were discussed by the full Supervisory Board on March 7, 2023. Deloitte participated in this discussion and presented the audit results. No objections were raised based on their own review of the combined non-financial statement for HUGO BOSS AG and the Group, and the result of the audit to obtain limited assurance by Deloitte Wirtschaftsprüfungsgesellschaft, Stuttgart, was noted with approval.

The **compensation report** for fiscal year 2022 was jointly prepared by the Managing Board and Supervisory Board in accordance with the provisions of Sec. 162 (1) and (2) AktG. The Supervisory Board approved the compensation report at its meeting on March 7, 2023. The auditor has separately audited the compensation report. In addition to the formal audit required by law in accordance with Sec. 162 (1) and (2) AktG, the content of the compensation report was also audited.

Thank You

On behalf of the Supervisory Board, I want to thank all members of the Managing Board and all employees of HUGO BOSS for their high level of personal commitment and dedication. Their tireless efforts and great passion laid the foundation for the strong financial and operational performance in fiscal year 2022 and the important initial progress achieved in successfully executing "CLAIM 5." I also want to thank the employee representatives of HUGO BOSS AG for their very constructive collaboration at any point in time.

Finally, I would like to express my gratitude to you, dear shareholders, for your ongoing trust in our Company.

Metzingen, March 7, 2023

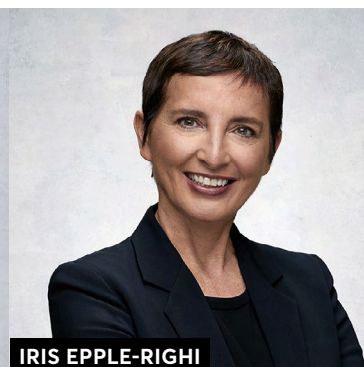
The Supervisory Board



Hermann Waldemer

Chairman of the Supervisory Board

SUPERVISORY BOARD



SUPERVISORY BOARD**Shareholder representatives****Hermann Waldemer**

(Blitzingen, Switzerland)

Management Consultant,
Chairman of the Supervisory Board,
Member since 2015**Iris Eppe-Righi**

(Munich, Germany)

Management Consultant,
Member since 2020**Gaetano Marzotto**

(Milan, Italy)

Chairman of the Supervisory Board,
Gruppo Santa Margherita S.p.A.,
Fossalta di Portogruaro, Italy,
Member since 2010**Luca Marzotto**

(Venice, Italy)

Chief Executive Officer,
Zignago Holding S.p.A.,
Fossalta di Portogruaro, Italy,
Member since 2010**Christina Rosenberg**

(Munich, Germany)

Management Consultant,
innotail, Munich, Germany,
Member since 2020**Robin J. Stalker**

(Oberreichenbach, Germany)

Chartered Accountant,
Member since 2020**Employee representatives****Sinan Piskin**

(Metzingen, Germany)

Administrative Employee/Chairman of
the Works Council HUGO BOSS AG,
Metzingen, Germany,
Deputy Chairman of the Supervisory Board,
Member since 2008**Katharina Herzog**

(Reutlingen, Germany)

Senior Vice President,
Group Finance & Tax HUGO BOSS AG,
Metzingen, Germany,
Member since 2020**Anita Kessel**

(Metzingen, Germany)

Administrative Employee,
HUGO BOSS AG,
Metzingen, Germany,
Member since 2015**Tanja Silvana Nitschke**

(Inzigkofen, Germany)

President of the local German Metalworkers'
Union (IG Metall) Reutlingen-Tuebingen,
Reutlingen, Germany,
Member since 2015**Martin Sambeth**

(Tiefenbronn, Germany)

German Metalworkers'
Union (IG Metall) Karlsruhe,
Karlsruhe, Germany,
Member since 2016**Bernd Simbeck**

(Metzingen, Germany)

Administrative Employee,
HUGO BOSS AG,
Metzingen, Germany,
Member since 2021
(previously already from 2010 until 2015)**Supervisory Board Committees****WORKING COMMITTEE**• **Hermann Waldemer (Chairman)**

- Iris Eppe-Righi
- Katharina Herzog
- Luca Marzotto
- Tanja Silvana Nitschke
- Sinan Piskin

NOMINATION COMMITTEE• **Hermann Waldemer (Chairman)**

- Gaetano Marzotto

PERSONNEL COMMITTEE• **Hermann Waldemer (Chairman)**

- Anita Kessel
- Luca Marzotto
- Sinan Piskin
- Christina Rosenberg
- Bernd Simbeck

AUDIT COMMITTEE• **Robin J. Stalker (Chairman)**

- Gaetano Marzotto
- Sinan Piskin
- Martin Sambeth
- Bernd Simbeck
- Hermann Waldemer

MEDIATION COMMITTEE(in accordance with Sec. 27 (3)
Mitbestimmungsgesetz
[Co-Determination Act])• **Hermann Waldemer (Chairman)**

- Anita Kessel
- Gaetano Marzotto
- Sinan Piskin

OUR SHARE

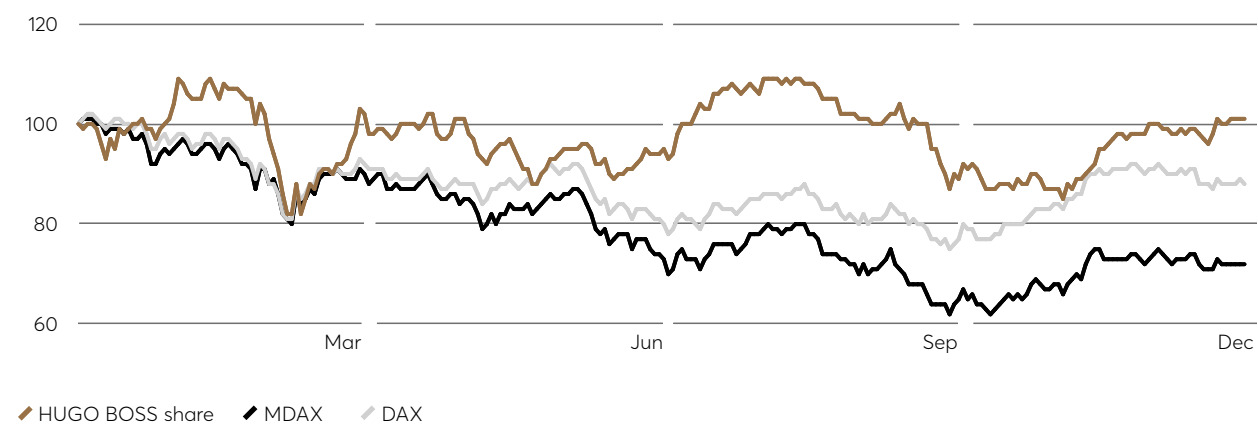
**HUGO BOSS shares
grow 1% in fiscal
year 2022**

**Significant
outperformance of
relevant indices and
most competitors**

**Resilience in volatile
market environment
through successful
"CLAIM 5" execution**

For global equity markets, 2022 was another year characterized by heightened macroeconomic and geopolitical uncertainties taking center stage. Against the backdrop of an overall volatile and challenging market environment, **HUGO BOSS shares** showed strong resilience, ending the year at EUR 54.16 and thus in positive territory (2021: EUR 53.50), supported by the successful execution of the Company's "CLAIM 5" strategy. Consequently, with an **increase of 1%**, HUGO BOSS shares significantly outperformed important indices and the share price performances of nearly all relevant competitors.

SHARE PRICE PERFORMANCE 2022 (INDEX: DECEMBER 31, 2021 = 100)



In 2022, global equity markets experienced a difficult and highly volatile start to the year. In particular, **COVID-19 variant** Omicron caused ongoing restrictions in several markets and resulted in persistent supply chain and input price pressure. While markets were already readjusting to higher interest rates as well as a more restrictive monetary policy, ultimately, **Russia's invasion of Ukraine** put an additional strain on equity markets and significantly weighed on risk assets. The resulting commodity and **energy crisis** led to **global inflation reaching new highs**, forcing central banks to balance between steep rate-hikes to fight inflation and preventing a recession. Over the course of the year, the Fed increased its benchmark rate by 4.25% via seven hikes and the ECB by 2.75% via four hikes. Against the backdrop of the rapid rise in non-discretionary prices, the negative impact on the overall consumer sentiment left capital market participants in a risk-off mode, thus dominating equity markets in particular in the second half of 2022. Besides these negative drivers,

shortly before the end of the year, news flow around **China** turning away from its zero-COVID policy after three years drove capital markets positively, enabling them to partly offset some of their losses accumulated during the year.

HUGO BOSS SHARE IN COMPARISON TO MAJOR INDICES (CHANGE IN %)

	1 year	3 years	5 years	10 years
HUGO BOSS share	1	25	(24)	(32)
DAX	(12)	5	8	83
MDAX	(28)	(11)	(4)	111
MSCI World Textiles, Apparel & Luxury Goods	(24)	12	45	121

Overall, and filled with high volatility, global equity markets underperformed compared to previous years. In this context, Germany's major indices recorded strong losses in 2022, with the **DAX** down 12% and the **MDAX** down 28%, respectively. The **MSCI World Textiles, Apparel & Luxury Goods Index**, which reflects the share price performance of key companies in the apparel and luxury goods segment, also recorded severe losses in 2022 and ended the year 24% below the prior-year level.

THE HUGO BOSS SHARE

	2022	2021
Number of shares	70,400,000	70,400,000
Thereof outstanding shares	69,016,167	69,016,167
Thereof own shares	1,383,833	1,383,833
Share price in EUR¹		
Last (December 31)	54.16	53.50
High	58.52	59.26
Low	43.65	25.81
Market capitalization in EUR million (December 31)	3,813	3,766
Earnings per share in EUR²	3.04	1.99
Price-earnings ratio³	17.8	26.9
Dividend per share in EUR⁴	1.00	0.70
Dividend yield in %^{3,4}	1.8	1.3
Amount distributed in EUR million⁴	69	48
Payout ratio in %^{2,4}	33	35

1 Xetra.

2 Based on net income attributable to shareholders.

3 Based on closing price (December 31).

4 2022: Proposed dividend.

Against the backdrop of the overall challenging market environment, characterized by elevated macroeconomic and geopolitical uncertainties, such as COVID-19, inflationary pressure, as well as the war in Ukraine, the HUGO BOSS share recorded a decline at the beginning of 2022, in line with the broader luxury and premium apparel sector. However, thanks to the **successful execution of our "CLAIM 5" strategy**, our share showed strong resilience thereafter and was thus able to make up the losses during the course of the year.

In particular, the strong and broad-based acceleration in top-line growth, fueled by our **comprehensive branding refresh**, was very positively received by capital market participants, and seen as proof positive for the company's positive development and successful strategy execution. On the back of the strong financial and operational performance in the first half of the year, HUGO BOSS raised its top- and bottom-line outlook for 2022 together with the publication of record second quarter results in July. Also in the second half of the year, the macroeconomic environment remained rather challenging with the worsening energy crisis in Europe, several back-to-back interest rate hikes, and consumer confidence in Germany hitting multiyear lows all weighing on the broader luxury and premium apparel sector as well as our share price performance alike. However, our continued strong top- and bottom-line momentum in the third quarter – spurred by the successful execution of several brand, product, and sales initiatives as part of "CLAIM 5" – prompted HUGO BOSS to **raise its full-year sales and earnings forecast** again in November. Towards the end of the year, the general "reopening optimism" in China provided further stimulus to the HUGO BOSS share, which ultimately closed 2022 at a **level of EUR 54.16**, representing an **increase of 1%** year over year and a strong outperformance compared to relevant indices. In addition, this made HUGO BOSS the second-best performing stock among our core peer group in 2022, outperforming all but one of our competitors in the premium segment of the global apparel industry as determined within our long-term incentive program (LTI). [> Compensation Report](#)

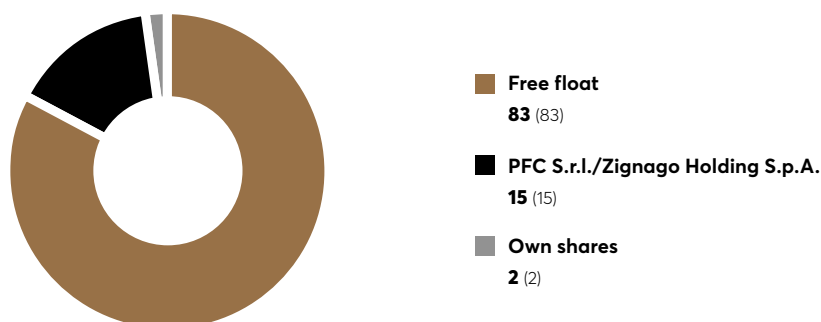
ISIN, WKN, AND TICKER SYMBOL HUGO BOSS SHARE

ISIN	DE000A1PHFF7
WKN	A1PHFF
Ticker symbol	BOSS

Stock exchanges: Xetra, Frankfurt/Main, Stuttgart, Dusseldorf, Hamburg, Munich, Hanover, Berlin/Bremen.

The HUGO BOSS share, which is listed in the German MDAX, improved to 56th place (2021: 63rd) in Deutsche Börse's free-float-adjusted **market capitalization** ranking at the end of 2022, based on the total number of companies in the DAX, MDAX, and SDAX. While the HUGO BOSS share ranked 48th in terms of **trading volume** (2021: 55th), the **weighting** of the HUGO BOSS share in the MDAX increased to a level of 2.2% at the end of 2022 (December 31, 2021: 1.5%). On average, around 475,000 shares per day were traded on Xetra in 2022 (2021: around 375,000).

SHAREHOLDER STRUCTURE AS OF DECEMBER 31 (IN % OF SHARE CAPITAL)



2022 (2021)

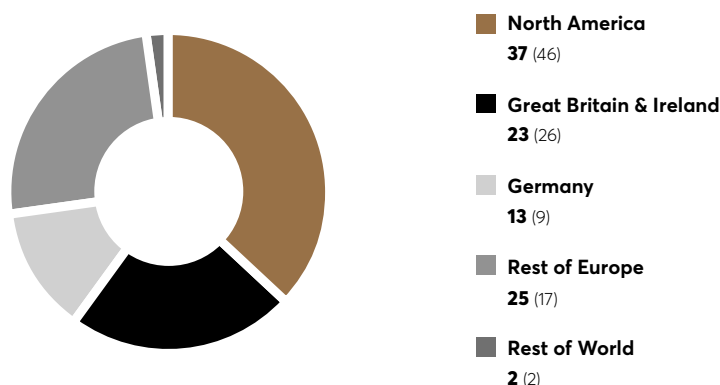
During 2021, **PFC S.r.l.** and **Zignago Holding S.p.A.**, each controlled by the Marzotto family, maintained their strategic investment in HUGO BOSS. As of December 31, 2022, their voting rights thus continued to total 15.45%. Both companies have pooled their shares through a shareholder agreement. **HUGO BOSS** itself holds 1,383,833 own shares, which were purchased as part of a share buyback program between 2004 and 2007. This corresponds to a share of 1.97% or EUR 1,383,833 of the share capital. The remaining 82.55% of the shares were held in **free float**. > [Legal Disclosures](#)

At the Annual Shareholders' Meeting 2020, HUGO BOSS was granted a renewed **authorization to buy back shares** up to a proportion of 10% of the outstanding share capital on or before May 26, 2025. The Company did not make use of this authorization as of December 31, 2022. > [Legal Disclosures](#)

In fiscal year 2022, members of the Managing Board and the Supervisory Board acquired additional HUGO BOSS shares. A list of the **transactions conducted by the Managing Board and the Supervisory Board on their own account** reported to HUGO BOSS in 2022 in accordance with Article 19 regulation (EU) No. 596/2014 (Market Abuse Regulation) is published on the Company's website at financialreleases.hugoboss.com. In total, members of the Managing Board and the Supervisory Board held almost 1.5% of the shares issued by HUGO BOSS at the end of fiscal year 2022. > [Notes to the Consolidated Financial Statements, Note 25](#)

The Company received **several voting rights notifications** from institutional investors in fiscal year 2022. The original wordings of these notifications are published on our corporate website at financialreleases.hugoboss.com.

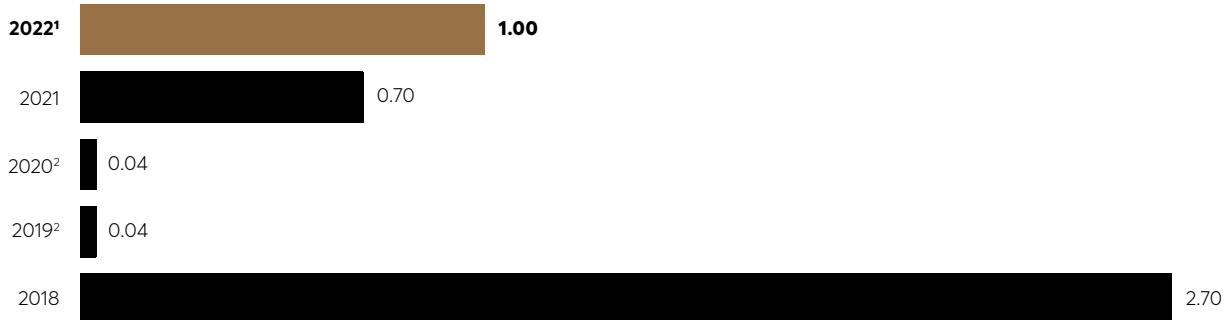
INSTITUTIONAL INVESTORS (FREE FLOAT) BY REGION AS OF DECEMBER 31 (IN %)



2022 (2021)

HUGO BOSS regularly conducts analyses of the shares held in free float, in order to address institutional investors in a targeted manner. In the most recent analysis, approximately 98% of the shares have been allocated. Besides the **regional distribution of institutional investors**, the analysis also allows to determine the **proportion of shares held by private shareholders**. The latter decreased slightly from 12% in the prior year to a level of 10% in 2022. Based on the share register, the Company estimates the total number of its shareholders at around 40,000 as of December 31, 2022 (2021: around 43,000), and thus broadly at around pre-pandemic levels.

DIVIDEND PER SHARE (IN EUR)



¹ Dividend proposal.

² Due to the COVID-19 pandemic, HUGO BOSS had suspended its dividend payment for fiscal year 2019 and 2020, with the exception of the legal minimum dividend of EUR 0.04 per share.

In view of the strong operational and financial performance in 2022, the very solid financial position, and management's confidence in the further successful execution of "CLAIM 5," the Managing Board and the Supervisory Board intend to propose to the Annual Shareholders' Meeting on May 9, 2023, a **dividend** of EUR 1.00 per share for fiscal year 2022, corresponding to an increase of 43% year over year (2021: EUR 0.70). The proposal is equivalent to a **payout ratio** of 33% of the Group's net income attributable to shareholders in fiscal year 2022, in line with the Company's mid-term target payout ratio of between 30% and 50%, as laid out in "CLAIM 5." Assuming that the shareholders approve the proposal, the dividend will be paid out on May 12, 2023. Based on the number of shares outstanding at the end of the year, the **amount distributed** will total EUR 69 million (2021: EUR 48 million). > **Outlook**

We aim to inform capital market participants about the Company's current business development as well as its operational and financial performance in a timely and transparent manner as part of **comprehensive communication measures**. With our extensive Investor Relations activities, we speak to institutional investors in particular at national and international conferences, as well as during numerous global roadshow activities. As part of the **opening of our new BOSS flagship store on London's Oxford Street**, we invited both financial analysts and institutional investors to experience our brand's new store concept – a main pillar of our strategic claim "Rebalance Omnichannel" – and directly interact with our Managing Board. In addition, we regularly present HUGO BOSS to interested private shareholders at dedicated events. Our **Investor Relations website** group.hugoboss.com/investors is a key communication tool for providing detailed information, including press releases, voting rights notifications, financial reports, the financial calendar, and presentations of roadshows and conferences.

In 2022, the work of our Investor Relations team was awarded several times, including second place in the category **"Best Investor Relations Professional (MDAX)"** by DIRK (German Investor Relations Association), Institutional Investor Research, and WirtschaftsWoche, as well as a strong third place for **"Best Investor Relations Department (MDAX)."** In addition, in 2022 our HUGO BOSS 2021 Annual Report received the prestigious **Red Dot Design Award for Brands & Communication Design as "Best of the Best"**. With its bold motto "NEW" and its creative and engaging design, our digitally-focused report represented a major milestone in communicating our "CLAIM 5" strategy to the world. > irawards.hugoboss.com