

The Management Board and the Supervisory Board of TOM TAILOR Holding SE submitted a declaration of compliance in accordance with section 161 AktG in December 2018.

Text of the Declaration by the Management Board and the Supervisory Board of TOM TAILOR Holding SE on the German Corporate Governance Code in Accordance with Section 161 AktG (Declaration of Compliance)

TOM TAILOR HOLDING SE, HAMBURG

ISIN: DE000A0STST2

Since the last Declaration of Compliance was issued in December 2017, 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 5.3.3 (Establishment of a Nomination Committee), clause 5.4.1 paragraph 2 sentence 1, paragraph 4 sentence 1 (Overall Profile of Skills and Expertise for the Supervisory Board) and clause 5.4.6 paragraph 1 sentence 2 (Compensation for Members of the Supervisory Board):

- 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.
- The Supervisory Board has no plans at present to establish a nomination committee within the meaning of clause 5.3.3 of the GCGC. The Supervisory Board comprises five members (shareholder representatives) and therefore sees itself as being in a position to nominate new members based on a proposal by the plenum if this should prove necessary.
- 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.

Hamburg, December 2018.