

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**

Since the last Declaration of Compliance was issued in January 2012, TOM TAILOR Holding AG 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 in the version dated 26 May 2010 with the exception of clauses 5.1.2 (Age Limit for Management Board Members), 5.3.3 (Establishment of a Nomination Committee), 5.4.1 sentence 2 (Age Limit for Members of the Supervisory Board) and clause 5.4.6 paragraphs 1 and 2 (Performance-Based Remuneration of the Supervisory Board). The recommendations of the German Corporate Governance Code in the version dated 15 May 2012 have been and will continue to be complied with, with the following exceptions:

- In deviation from the recommendation made in clause 5.1.2 of the German Corporate Governance Code (GCGC), the Supervisory Board has not, at present, set any age limit for Management Board members above and beyond the general retirement age specified in the Management Board employment contracts. This is because a general age limit for Management Board members would restrict the Supervisory Board in selecting suitable Management Board members. To date, the Supervisory Board has not seen any reason to introduce such a limit. However, it intends to deal with this matter appropriately if there were a clear reason to do so.
- 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 six members 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.
- In deviation from the recommendation made in clause 5.4.1 sentence 2, no age limit is stipulated for the Supervisory Board. TOM TAILOR Holding AG believes that it would not be expedient to restrict its possibilities for proposing new members as a result of an age limit, as this would restrict the available choice of experienced candidates in particular.

Hamburg, 01 February 2013.