

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

**TOM TAILOR Holding AG, Hamburg, Germany  
ISIN: DE000A0STST2**

Since the last Declaration of Compliance was issued in December 2013, 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 recently in the latest version dated 24 June 2014 with the exception of clauses 5.1.2 (Age Limit for Management Board Members), 5.3.3 (Establishment of a Nomination Committee) and 5.4.1 sentence 2 (Age Limit for Members of the Supervisory Board).

- 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, December 2014.