

Convenience translation – German version published in the Federal Gazette (Bundesanzeiger) as of 15 May 2018 binding



Bijou Brigitte modische Accessoires Aktiengesellschaft

Hamburg

Securities identification number (WKN) 522 950

ISIN DE0005229504

INVITATION TO ANNUAL GENERAL MEETING

We hereby invite the shareholders of our Company to our 31th Annual General Meeting on

Tuesday 26 June 2018, 10.00 a.m.

at the Handwerkskammer Hamburg (Chamber of handicrafts),
Holstenwall 12, 20355 Hamburg

Agenda

- 1. Presentation of the adopted annual financial statements of Bijou Brigitte modische Accessoires Aktiengesellschaft and the approved consolidated financial statements for the 2017 financial year as well as the Management Board's management reports for the parent company (AG) and the Group, the Supervisory Board's report for the 2017 financial year and the Management Board's explanatory report to the statements provided in accordance with Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB)**

The documents specified in Item 1 can be viewed on the Company's website at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung> and at the business premises of Bijou Brigitte modische Accessoires Aktiengesellschaft, Poppenbütteler Bogen 1, 22399 Hamburg, following the convening of the Annual General Meeting. Copies of these documents will be sent to the shareholders free of charge and immediately upon request. The documents will also be available and explained during the Annual General Meeting.

Pursuant to the statutory provisions of Sections 172 and 173 of the German Stock Corporation Act (AktG), no resolution will be passed for Agenda Item 1 as the Supervisory Board has already legally approved the annual financial statements and consolidated financial statements. The annual financial statements have therefore been adopted in accordance with Section 172 Sentence 1 AktG.

2. Resolution on the appropriation of net retained profits for the 2017 financial year

The Supervisory Board and Management Board propose to use the net retained profits for the 2017 financial year, totalling EUR 32,634,804.00, as follows:

- a) Distribution of a dividend of EUR 3.00 per no-par share carrying dividend rights. With a total of 7,885,116 no-par shares carrying dividend rights, the dividend comes to a total of EUR 23,655,348.00.

- b) The remaining EUR 8,979,456,00 of the net retained profits will be carried forward to the new account.

The number of shares carrying dividend rights can be changed until the Annual General Meeting. If this is the case, an amended proposal for the appropriation of profit will be submitted to the Annual General Meeting with an unchanged distribution of EUR 3.00 per no-par share carrying dividend rights.

Pursuant to Section 58 (4) Sentence 2 AktG, payment of the dividend is due on the third business day after the Annual General Meeting resolution, i.e. on 29 June 2018.

3. Resolution on the approval of the acts of Management Board members for the 2017 financial year

The Supervisory Board and Management Board propose that the acts of the members of the Management Board during the 2017 financial year be approved for this period.

4. Resolution on the approval of the acts of Supervisory Board members for the 2017 financial year

The Supervisory Board and Management Board propose that the acts of the members of the Supervisory Board during the 2017 financial year be approved for this period.

5. Resolution on the appointment of the auditor of the financial statements and consolidated financial statements for the 2018 financial year

The Supervisory Board proposes the appointment of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Hamburg Branch, to audit the financial statements and consolidated financial statements for the 2018 financial year.

6. Re-election of a member of the Supervisory Board

The regular term of office of Mr Claus-Matthias Böge, member and deputy chairman of the Supervisory Board of Bijou Brigitte modische Accessoires AG, expires at the end of the Annual General Meeting on 26 June 2018. Mr Claus-Matthias Böge is available for re-election.

Pursuant to Article 8 of the Articles of Association in conjunction with Sections 96 (1) and 101 (1) AktG and Section 4 of the German One-Third Participation Act (DrittelbG), the Supervisory Board of the Company consists of three people, two of whom must be elected by the Annual General Meeting.

The Supervisory Board proposes that

Mr Claus-Matthias Böge, Managing Director of CMB Böge Vermögensverwaltung GmbH, resident in Hamburg,

is elected to the Supervisory Board as a shareholder representative for the period until the expiry of the Annual General Meeting that resolves the granting of approval of the acts for the 2022 financial year.

Mr Claus-Matthias Böge is a member of a statutory Supervisory Board or comparable domestic or foreign governing body of the following company:

- Member of the Supervisory Board of Hamborner REIT AG, Duisburg, listed (Chairman of the Audit Committee)

The aforementioned election proposal takes into account the objectives set out by the Supervisory Board governing its composition aims to comply with the profile of skills prepared by the Supervisory Board for the Board as a whole.

The Supervisory Board has established that Mr Claus-Matthias Böge can devote the time expected to fulfil this role.

Apart from the fact that Mr Claus-Matthias Böge is already a member of the Company's Supervisory Board, there are no personal or commercial relationships between Mr Claus-Matthias Böge and the Company or its group companies, the Company's corporate bodies and any substantial shareholders in the Company within the meaning of Figure 5.4.1 of the German Corporate Governance Code.

Detailed information about Mr Claus-Matthias Böge, including a curriculum vitae, that provides information on relevant knowledge, skills and experience, and an overview of his key roles in addition to his Supervisory Board mandate, can be found on the Company's website at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung>.

Additional information on convening the Annual General Meeting

Total number of shares and voting rights

At the time the Annual General Meeting was convened, the Company's share capital totalled EUR 8,100,000.00, divided into 8,100,000 no-par bearer shares each representing one vote. Therefore, the total number of shares and voting rights at the time the Annual General Meeting was convened is 8,100,000. At the time the Annual General Meeting was convened, the Company held 214,884 treasury shares which do not grant the Company any rights.

Right to participate and exercising voting rights (with record date and its significance)

Shareholders who register in writing pursuant to Section 126b of the German Civil Code (BGB), in either German or English and prior to the Annual General Meeting, and who prove that they are entitled to participate in the Annual General Meeting and exercise voting rights, are authorised to take part in the Annual General Meeting and exercise said voting rights.

Shareholders must provide evidence that they are entitled to take part in the Annual General Meeting and exercise their voting rights in the form of a written record of the shareholding from the custodian institution in accordance with Section 126b BGB. This record must be in German or English. The evidence provided must refer to the beginning of the twenty-first day before the Annual General Meeting, i.e. the beginning of 5 June 2018, 00.00 CEST (the record date).

The registration and proof of the shareholding must be received by the Company at the following address, fax number or email address no later than the end of 19 June 2018, 24.00 CEST:

Bijou Brigitte modische Accessoires AG
c/o UniCredit Bank AG
CBS51DS/GM
80311 Munich
Fax: +49 (0)89 540 025 19
Email: hauptversammlungen@unicredit.de

Shareholders will be provided with their admission tickets for the Annual General Meeting once their registration is received along with evidence of their shareholdings. Unlike the proper registration and provision of evidence, however, possession of an admission ticket is not a requirement for the holder to participate.

Our shareholders are requested to send their registration and evidence of their shareholdings to the Company at the aforementioned address well in advance so that they receive their admission tickets on time.

Shareholders in the Company are only permitted to take part in the Annual General Meeting and exercise voting rights if they have provided evidence of their shareholding. The right to participate in the Annual General Meeting and the extent of a shareholder's voting rights are based solely on the shareholder's stake on the record date. Shareholders are permitted to sell their shares after the record date. The right to participate in the Annual General Meeting and the extent of each shareholder's voting rights are based solely on the shareholder's stake on the record date, even if their shareholding is sold in full or in part after the record date. The sale of shares after the record date therefore has no

effect on the right to participate in the Annual General Meeting and the extent of voting rights. The same applies if shares are acquired or added after the record date. Any person who becomes a shareholder after the record date will not be entitled to participate in the Annual General Meeting and will not have any voting rights unless acting as a proxy or legal representative. The record date is also not relevant for dividend purposes.

Proxy voting

Instead of attending the Annual General Meeting in person, shareholders are permitted to have their voting rights exercised by an authorised representative, e.g. a credit institution or shareholder association, or any other person of their choosing. Shareholders are still required to register themselves and submit evidence of their shareholdings ahead of time in accordance with the conditions above.

A form for appointing a proxy can be found on the reverse side of the admission ticket, which is sent to the shareholders once the aforementioned registration and evidence of shareholdings has been promptly and correctly submitted, and can also be downloaded at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung>.

Pursuant to Section 126b of the German Civil Code (BGB), proxies may only be granted and revoked in writing. Proof of proxy must also be provided in writing. This requirement does not apply if these proxy rights are to be exercised by a credit institution, a shareholder association or any other person or institution covered by Section 135 (8) or Section 135 (10) in conjunction with Section 125 (5) of the German Stock Corporation Act (AktG). If proxy rights are granted to a credit institution, a shareholder

association or any other person or institution covered by Section 135 (8) or Section 135 (10) in conjunction with Section 125 (5) AktG, a special form of authorisation may be required because these entities must have a verifiable record of the authorisation pursuant to Section 135 (1) AktG. Shareholders who wish to be represented by a credit institution, a shareholder association or any other person or institution covered by Section 135 (8) or Section 135 (10) in conjunction with Section 125 (5) AktG are asked to agree with their intended proxy about the form of authorisation that is required, as special conditions may apply.

Evidence of proxy rights having been granted may be demonstrated by the appointed party on the day of the Annual General Meeting by presenting the proxy authorisation when entering the meeting. Proxy rights can also be demonstrated to the Company by sending the proof to the following address, fax number or email address:

Bijou Brigitte modische Accessoires AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Fax: +49 (0)89 889 690 655
Email: bijou-brigitte@better-orange.de

The aforementioned communication channels are also available if proxy rights are granted by declaring this to the Company; there is no need to provide additional proof that proxy rights have been granted in this case. By the same token, proxy rights that have already been granted can be revoked by informing the Company using the aforementioned communication channels.

As a service to its shareholders, the Company may appoint a designated proxy before the Annual General Meeting. This proxy will follow the instructions provided by the shareholder. Any shareholders who wish to make use of this opportunity must register in time for the Annual General Meeting and provide evidence of their shareholdings in accordance with the aforementioned conditions. Granting and revoking proxies and showing proof of proxy must be made in writing in accordance with Section 126b BGB.

If a shareholder wishes to nominate a Company-appointed proxy, they must issue instructions for how the proxy should exercise their voting rights. The proxy appointed by the Company will not be authorised to exercise voting rights without these instructions. The proxy is obliged to vote in line with instructions. Proxies who are provided with unclear instructions will abstain from voting on agenda items; this also applies to unforeseen proposals. The proxy will not accept requests to speak, submit objections to resolutions, ask questions or submit proposals. The form for authorising the Company-appointed proxy can be found on the reverse side of the admission ticket, which is sent to the shareholders once the aforementioned registration and evidence of shareholdings has been promptly and correctly submitted, and can also be downloaded on the Company's website at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung>.

For organisational reasons, proxy authorisations and instructions to the Company's designated proxies which are issued before the Annual General Meeting should be received by the Company at the following address, fax number or email address no later than 25 June 2018, 24.00 CEST (date of receipt by the Company):

Bijou Brigitte modische Accessoires AG

c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Fax: +49 (0)89 889 690 655
Email: bijou-brigitte@better-orange.de

In addition, shareholders, shareholder representatives and their authorised representatives who have registered correctly and on time and are present at the Annual General Meeting will have an opportunity during the Annual General Meeting before voting begins to authorise the Company's designated proxy to exercise their voting rights as instructed or to change instructions already issued.

Proposals to add agenda items pursuant to Section 122 (2) of the German Stock Corporation Act (AktG)

Shareholders with a combined stake equal to one-twentieth (5%) of the share capital or the proportionate amount of the share capital of EUR 500,000.00 are entitled to request that items be placed on the agenda and publicised. Each new item must be submitted along with a statement of grounds or a draft resolution. The request (along with the statement or draft) should be directed to the Management Board of the Company in writing and must be received by the Company no later than 26 May 2018, 24.00 CEST, at the following address:

Bijou Brigitte modische Accessoires AG
Management Board
Poppenbütteler Bogen 1
22399 Hamburg

In respect of requests for additional agenda items, applicants must prove that they have owned the shares for at least 90 days before the day on which the request is received and that they will hold the shares until the Management Board reaches a decision about their proposal or until the courts reach a decision about the request if the Management Board does not comply with the proposal. The provisions of Section 121 (7) of the German Stock Corporation Act (AktG) apply accordingly.

Section 70 AktG sets out methods for calculating how long shares have been held in respect of requests for additional agenda items. Confirmation from the custodian institution is regarded as sufficient evidence.

Counter-proposals pursuant to Section 126 (1) of the German Stock Corporation Act (AktG)

Shareholders are entitled to submit counter-proposals to proposals made by the Management Board and/or Supervisory Board related to a particular agenda item in accordance with Section 126 (1) AktG. Shareholders must provide a statement of grounds for submitting a counter-proposal.

Counter-proposals (including the statement) received by the Company at the address, fax number and email address below by 11 June 2018, 24.00 CEST, will be made available online as soon as they are received at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung> along with the name of the shareholder, the statement of grounds for the counter-proposal and any response to it.

Counter-proposals and the statement of grounds for counter-proposals will not be made public if one of the exclusion criteria as per Section 126 (2) AktG applies. Additional information is available on the Company's website at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung>. If the statement of grounds for a counter-proposal contains more than 5,000 characters, there is no requirement to make it public.

Counter-proposals (including the statement) must be sent to the following address, fax number or email address:

Bijou Brigitte modische Accessoires AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Fax: +49 (0)89 889 690 666
Email: bijou-brigitte@better-orange.de

Counter-proposals sent to any other address will not be taken into consideration. This will not affect the right of every shareholder to submit counter-proposals to items on the agenda during the Annual General Meeting without submitting them to the Company in advance and in good time.

Nominations made by shareholders pursuant to Section 127 AktG

Shareholders are also entitled to submit nominations for auditors and Supervisory Board members. No statement of grounds is required for these nominations.

Nominations received by the Company at the address, fax number or email address by 11 June 2018, 24.00 CEST, will be made available on the Company's website as soon as they are received at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung> along with the name of the shareholder and any response to the nomination. There is no requirement to make shareholder nominations public if they do not contain the name, occupation and place of residence of the nominee, or, for proposed Supervisory Board members, additional information about membership of other legally mandated Supervisory Boards. Nominations will not be made public if one of the exclusion criteria as per Section 126 (2) AktG applies. Additional information is available on the Company's website at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung>.

Nominations must be sent to the following address, fax number or email address:

Bijou Brigitte modische Accessoires AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Fax: +49 (0)89 889 690 666
Email: bijou-brigitte@better-orange.de

Nominations sent to any other address will not be taken into consideration. This will not affect the right of every shareholder to submit nominations during the Annual General Meeting without submitting them to the Company in advance and in good time.

Right to information pursuant to Section 131 (1) of the German Stock Corporation Act (AktG)

Upon request in the Annual General Meeting, every shareholder must be informed by the Management Board about matters of the company including the legal and business relations with affiliated companies as well as about the situation of the Group and the companies covered by the consolidated financial statements provided that such information is required to properly assess the items on the agenda. Any request for information must be made verbally during the Annual General Meeting. The Management Board may refuse the request for the reasons specified in Section 131 (3) AktG. For more information about the circumstances under which the Management Board is entitled to refuse requests for information, please see the Company's website at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung>.

Publications on the website

Additional information is available from the website of Bijou Brigitte modische Accessoires AG <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung>. Shareholders can download all of the relevant forms and documents from the "Annual General Meeting" section. The information about the Annual General Meeting required under Section 124a AktG is also available from the website.

We wish to refer at this point to the duty of notification pursuant to Section 33 et seqq. of the German Securities Trading Act (WpHG) and the legal consequences of shareholders losing all rights arising from their shares under Section 44 WpHG if they breach this duty of notification.

Hamburg, May 2018

Bijou Brigitte modische Accessoires Aktiengesellschaft

The Management Board