

INVITATION TO THE  
ANNUAL GENERAL MEETING 2022

BIJOU  BRIGITTE



**Minimum information pursuant to Section 125 para. 1 German Stock Corporation Act (AktG) in connection with Section 125 para. 5 AktG, Article 4 para. 1 and Table 3 of the Annex to Implementing Regulation (EU) 2018/1212**

Type of Information	Description
<b>A. Specification of the message</b>	
1. Unique identifier of the event	BIJ062022oHV
2. Type of message	Meeting notice of a General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
<b>B. Specification of the issuer</b>	
1. ISIN	DE0005229504
2. Name of issuer	Bijou Brigitte modische Accessoires Aktiengesellschaft
<b>C. Specification of the meeting</b>	
1. Date of the General Meeting	21.06.2022 [format pursuant to Implementing Regulation (EU) 2018/1212: 20220621]
2. Time of the General Meeting	10:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 UTC]
3. Type of the General Meeting	Ordinary General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: GMET]
4. Location of the General Meeting	Virtual General Meeting: <a href="https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung">https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung</a>  Within the meaning of the German Stock Corporation Act: Bijou Brigitte modische Accessoires Aktiengesellschaft, Poppenbütteler Bogen 1, 22399 Hamburg, Germany
5. Record Date	31.05.2022 (00:00 hrs. CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20220530]
6. Uniform Resource Locator (URL)	<a href="https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung">https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung</a>

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**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 35th Annual General Meeting on

**Tuesday 21 June 2022, 10.00 a.m. (CEST).**

The Annual General Meeting will be held as a virtual meeting without the physical presence of the shareholders or their authorised representatives (with the exception of a proxy appointed by the Company). The venue of the Annual General Meeting as defined by the German Stock Corporation Act (AktG) is Poppenbütteler Bogen 1, 22399 Hamburg.

## Agenda

- 1. Presentation of the adopted annual financial statements of Bijou Brigitte modische Accessoires Aktiengesellschaft and the approved consolidated financial statements for the 2021 financial year as well as the Management Board's management reports for the company (AG) and the group, the Supervisory Board's report for the 2021 financial year and the Management Board's explanatory report to the statements provided in accordance with Section 289a and Section 315a 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> following the convening of the Annual General Meeting and also during the Annual General Meeting. The documents will be 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 of the AG and consolidated financial statements. The annual financial statements of the AG have therefore been adopted in accordance with Section 172 Sentence 1 AktG.

- 2. Resolution on the appropriation of net retained profits for the 2021 financial year**

The Supervisory Board and Management Board propose to use the net retained profits for the 2021 financial year, totalling EUR 35,857,019.72 be carried forward to the new account.

- 3. Resolution on the approval of the acts of Management Board members for the 2021 financial year**

The Supervisory Board and Management Board propose that the acts of the members of the Management Board during the 2021 financial year be approved for this period.

- 4. Resolution on the approval of the acts of Supervisory Board members for the 2021 financial year**

The Supervisory Board and Management Board propose that the acts of the members of the Supervisory Board during the 2021 financial year be approved for this period.

- 5. Resolution on the appointment of the auditor of the single-entity financial statements and consolidated financial statements for the 2022 financial year**

On the recommendation of the Audit Committee, the Supervisory Board proposes that the Hamburg branch of Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuer-

beratungsgesellschaft, Stuttgart, be elected as the auditor of the single-entity and consolidated financial statements for the 2022 financial year.

The recommendation of the Audit Committee is preceded by a selection process carried out in accordance with Article 16 of the EU Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC). The Audit Committee then gave its recommendation to the Supervisory Board, proposing the Hamburg branch of Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, and the Hamburg branch of Grant Thornton AG Wirtschaftsprüfungsgesellschaft, Düsseldorf, for the tendered audit engagement, stating reasons for its choice, and expressed a duly justified preference for the Hamburg branch of Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart.

The Audit Committee stated that its proposal was free from undue influence by a third party and that no contractual clause restricting the choice within the meaning of Article 16 (6) of the EU Audit Regulation had been imposed.

## **6. Election of a member of the Supervisory Board**

The term of office of Dr Friedhelm Steinberg, member of the Supervisory Board of Bijou Brigitte modische Accessoires AG and also its Chairman, is due to expire at the end of the Annual General Meeting on 21 June 2022. Dr Friedhelm Steinberg is prepared to stand for re-election.

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

The Supervisory Board proposes that

Dr Friedhelm Steinberg, independent lawyer and President of the Hamburg Stock Exchange, resident in Hamburg,

be elected to the Supervisory Board to serve as a shareholder representative with a term of office expiring at the close of the Annual General Meeting that approves the actions of the Supervisory Board for the 2024 financial year.

Dr Friedhelm Steinberg is a member of a statutory supervisory board or a comparable domestic or foreign governing body of the following companies:

**Membership of other statutory supervisory boards:**

- Deputy Chairman of the Supervisory Board, BÖAG Börsen AG, Hamburg, Hanover
- Chairman of the Supervisory Board, Deutsche Zweitmarkt AG, Hamburg
- Chairman of the Supervisory Board, Fondsbörse Deutschland Beteiligungsmakler AG, Hamburg

**Membership of comparable domestic and foreign governing bodies of commercial enterprises:**

- Chairman of the Stock Exchange Council and Chairman of the Hamburg Stock Exchange
- Deputy Chairman of the Advisory Board, Hamburgische Investitions- und Förderbank, Hamburg
- Member of the Advisory Board, HanseMerkur Holding AG, Hamburg
- Deputy Chairman of the Advisory Board, Ed. Heckewerth Nachf. GmbH & Co. KG, Hiddenhausen

The above nomination takes into account the objectives decided by the Supervisory Board for its composition and aims to complete the profile of skills and the diversity policy developed by the Supervisory Board for the full Board. The objectives adopted by the Supervisory Board, including the status of implementation, are published in the corporate governance statement. This is available on the company's website.

Pursuant to the German Corporate Governance Code, Dr Friedhelm Steinberg shall ensure that he has sufficient time available to discharge his duties; the Supervisory Board has also affirmed that Dr Friedhelm Steinberg can devote the expected amount of time to this.

Apart from the fact that Dr Friedhelm Steinberg is already a member of the Company's Supervisory Board, there are no personal or business relationships between Dr Friedhelm Steinberg and the Company or its Group companies, the governing bodies of the Company and a controlling shareholder of the Company within the meaning of the German Corporate Governance Code.

Dr Friedhelm Steinberg as well as the members of the Supervisory Board who are not standing for re-election are, in the aggregate, familiar with the sector in which the Company operates.

Dr Friedhelm Steinberg fulfils the legal requirements of Section 100 (5) half-sentence 1 AktG as a member of the Supervisory Board with expertise in the field of accounting on the

basis of his activities as President of the Hamburg Stock Exchange and his prior activities, including as a member of the Board of Management of Hamburger Sparkasse AG, Hamburg. The Supervisory Board member Claus-Matthias Böge, who is not up for re-election, has expertise in the field of auditing.

Detailed information on Dr Friedhelm Steinberg, including a curriculum vitae and an overview of his material activities in addition to his position on the Supervisory Board, can be found on the Company's website at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung>.

Dr Friedhelm Steinberg is to be nominated once again as a candidate for the Supervisory Board Chair.

## **7. Resolution on the approval of the remuneration report for the 2021 financial year**

The Supervisory Board and the Management Board shall submit to the Annual General Meeting the "Remuneration report of Bijou Brigitte modische Accessoires Aktiengesellschaft for the 2021 financial year (agenda item 7)" appended to agenda item 7, which has been prepared in accordance with Section 162 AktG for the 2021 financial year and audited by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, Hamburg branch in accordance with Section 162 (3) AktG and issued with an assurance statement, and propose that the remuneration report of Bijou Brigitte modische Accessoires Aktiengesellschaft for the 2021 financial year, which has been prepared and audited in accordance with Section 162 AktG, be approved.

### **Remuneration report of Bijou Brigitte modische Accessoires AG for the 2021 financial year (agenda item 7)**

#### **(1) Remuneration report under Section 162 of the German Stock Corporation Act (AktG) on the remuneration of Management Board members**

The current remuneration system for the members of the Management Board of Bijou Brigitte modische Accessoires AG was developed to comply with the amended requirements resulting from the Act Implementing the Second European Shareholders' Rights Directive (ARUG II), which came into force on 1 January 2020, and the German Corporate Governance Code (GCGC) as amended on 16 December 2019. It was approved by the Annual General Meeting on 17 June 2021 and has been published on the company's website:

**[https://group.bijou-brigitte.com/images/pdf/de/investor\\_relations/corporate\\_governance/Verguetungssystem\\_Vorstand\\_2021.pdf](https://group.bijou-brigitte.com/images/pdf/de/investor_relations/corporate_governance/Verguetungssystem_Vorstand_2021.pdf)**

The remuneration of the Management Board of Bijou Brigitte modische Accessoires AG is based on the size, complexity and economic situation of the company as well as the performance of the Management Board as a whole. Its design is intended to help foster sustainable corporate success and the achievement of strategic corporate goals. Its core objectives are sustainable corporate growth and high profitability while maintaining financial independence and strength, as well as fostering an environmentally sustainable approach to working. The remuneration system uses incentives to ensure the company's long-term and sustainable development, thereby safeguarding jobs and promoting a way of working that conserves resources. The amount of remuneration is based on the experience, the areas of activity and responsibility and the performance of each Management Board member and is therefore determined on an individual basis. The Supervisory Board ensures that the remuneration is commensurate with the situation of the company.

The following remuneration components were paid to the members of the Management Board in the 2021 financial year:

	Roland Werner (Chairman of the Management Board)	Marc Gabriel (Member of the Management Board)	Jürgen Gödecke (Member of the Management Board)
<b>Fixed remuneration in TEUR</b>			
Cap for fixed remuneration	600	340	310
Annual basic salary	532	305	260
Relative share in %	100	100	100
<b>Variable remuneration in TEUR</b>			
Cap for variable remuneration	1,400	700	700
Performance-related remuneration with short-term incentive effect	0	0	0
Relative share in %	0	0	0
Performance-related remuneration with long-term incentive effect	0	0	0
Relative share in %	0	0	0
Performance-related eco-premium with long-term incentive effect*	-	-	-
Relative share in %	-	-	-

\*In accordance with the currently applicable remuneration system, the eco-premium will first be paid out for the 2026 financial year at the earliest for all Management Board contracts to be concluded in the future, provided that the relevant requirements are met.



In accordance with the applicable remuneration system, the fixed remuneration of the Management Board members in the reporting year included the non-cash benefit for the provision of a company car and, as a fringe benefit, a statutory employer's contribution to health insurance was granted.

The individual remuneration cap set for each member of the Management Board of Bijou Brigitte modische Accessoires AG for both fixed and variable remuneration was complied with in the 2021 financial year.

The basis for assessing the performance-related remuneration with short-term incentive effect is the earnings before taxes (EBT) reported in the consolidated financial statements for the financial year. Each member of the Executive Board receives an individually determined percentage share of this, the focus therefore being on increasing Bijou Brigitte's profitability while taking into account the collective performance of the Management Board. In the 2021 business year, the reported earnings before taxes (EBT) amounted to EUR 19.06 million. Due to the fact that interim aid III of EUR 20.4 million, which was approved and paid in December 2021, has the condition that no profit distributions can be made, the performance-based remuneration with short-term incentive effect was not paid out for the 2021 financial year.

The performance-related remuneration with long-term incentive effect has an assessment basis of three years and is only paid out on condition that the company generates an increase in the Group earnings margin (Group earnings/Group revenue as reported in the consolidated financial statements for the financial year) retrospectively for three years in a row. This remuneration component therefore helps take account of Bijou Brigitte's long-term and sustainable corporate development. In the event of a payout, an amount of EUR 10,000 is paid for each percentage point increase in the Group earnings margin during the period under review. The amount is capped at EUR 100,000. The Group earnings margin was 8.8% for FY 2021, -16.5% for FY 2020 and 11.2% for FY 2019. This means that the above-mentioned payment condition was not met, resulting in no performance-related remuneration with long-term incentive effect being paid out in the 2021 financial year.

The performance-based eco-premium with long-term incentive effect is aimed at fostering environmentally sustainable action in the company. This premium will only be paid if a 25% reduction in electricity consumption is achieved by 2026 relative to 2022, measured by the average electricity consumption per branch in Germany as determined by an energy audit. A bonus of EUR 25,000 per Management Board member is paid if targets are met. The premium increases by EUR 1,000 for each percentage point reduction in consumption above 25%. The performance-based eco-premium is due for payment after the approval of the consolidated financial statements for the financial year in which the assessment period ends, but no earlier than after the energy audit report has been submitted. The remuneration system for the members of the Management Board of Bijou Brigitte modische Accessoires AG stipulates that the energy audits for the years 2022 and 2026

are to be compared when calculating the eco-premium, which means that this premium will be first paid for the 2026 financial year at the earliest.

Share-based payment is not provided for under the current remuneration system.

The option to reclaim variable remuneration components was not exercised in the reporting year as no variable remuneration components were paid in advance.

No third-party benefits with regard to the activities of Management Board members were granted or promised for any of the Management Board members.

As a general rule, no benefits are provided for Management Board members whose employment has terminated, whether prematurely or ordinarily.

The remuneration system for the members of the Supervisory Board of Bijou Brigitte modische Accessoires AG takes into account the fact that the Supervisory Board, unlike the Management Board, is not operationally active and makes its contribution to the long-term development of the company primarily through its supervisory activities.

The current remuneration system for the members of the Supervisory Board of Bijou Brigitte modische Accessoires AG was developed to comply with the amended requirements resulting from the Act Implementing the Second European Shareholders' Rights Directive (ARUG II), which came into force on 1 January 2020, and the German Corporate Governance Code (GCGC) as amended on 16 December 2019. It was approved by the Annual General Meeting on 17 June 2021 and has been published on the company's website:

**[https://group.bijou-brigitte.com/images/pdf/de/investor\\_relations/corporate\\_governance/Verguetungssystem\\_Aufsichtsrat\\_2021.pdf](https://group.bijou-brigitte.com/images/pdf/de/investor_relations/corporate_governance/Verguetungssystem_Aufsichtsrat_2021.pdf)**

No provisions are made as a general rule for variable remuneration components for the members of the Supervisory Board under the current remuneration system, which means there is also no need for a clawback provision. Share-based payment is also not provided for under the current remuneration system.

The remuneration of the individual members of the Management Board, the remuneration of the individual members of the Supervisory Board and the average remuneration of the employees on a full-time equivalent basis developed as follows in a year-on-year comparison:

	<b>Total remuneration FY 2021 in TEUR</b>	<b>Total remuneration FY 2020 in TEUR</b>	<b>Change in %</b>
<b>Management Board</b>			
Roland Werner (Chairman of the Management Board)	532	543	-2.0
Marc Gabriel (Finance Director)	305	315	-3.2
Jürgen Gödecke (Sales Director)	260	267	-2.6
<b>Supervisory Board</b>			
Dr Friedhelm Steinberg (Chairman)	45.0	45.0	0.0
Claus-Matthias Böge (Deputy Chairman)	30.0	30.0	0.0
Matthias Ebermann (Employee representative)	15.0	15.0	0.0
	<b>Financial year 2021</b>	<b>Financial year 2020</b>	<b>Change in %</b>
Sales of Bijou Brigitte modische Accessoires AG in EUR millions	135.6	144.0	-5.9
Net income for the year of Bijou Brigitte modische Accessoires AG in EUR millions	12.2	-7.7	258.8
Average annual employee remuneration per FTE in TEUR	28.3	28.5	-0.7

The information on the total remuneration of the members of the Management Board and the Supervisory Board pertains to the remuneration granted and owed.

The average annual employee remuneration was calculated by taking into account all employees in sales and administration at Bijou Brigitte modische Accessoires AG, including all trainees and interns.

## **Report of the independent auditor on the audit of the remuneration report pursuant to section 162 (3) AktG**

To Bijou Brigitte modische Accessoires AG, Hamburg

### *Auditor's opinion*

We have formally audited the remuneration report of Bijou Brigitte modische Accessoires AG, Hamburg, for the financial year from 1 January to 31 December 2021 to determine whether the disclosures pursuant to section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with section 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosures required by section 162 (1) and (2) of the AktG. Our audit opinion does not cover the content of the remuneration report.

### *Basis for the audit opinion*

We conducted our audit of the remuneration report in accordance with section 162 (3) AktG and IDW Auditing Standards: The audit of the remuneration report in accordance with section 162 (3) AktG (IDW PS 870). Our responsibility under this regulation and standard is further described in the Auditor's Responsibility section of our report. As an auditing practice, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements for Quality Assurance in Auditing Practice (IDW QS 1). We have complied with the professional duties pursuant to the Auditors' Code and the professional statutes for auditors/sworn auditors, including the requirements for independence.

### *Responsibility of the legal representatives and the supervisory board*

The legal representatives and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, which complies with the requirements of § 162 AktG. They are further responsible for such internal control as they determine is necessary to enable the preparation of the remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.



## *Responsibility of the auditor*

Our objective is to obtain reasonable assurance about whether the disclosures pursuant to § 162 (1) and (2) AktG have been made in all material respects in the remuneration report and to express an opinion thereon in an audit report. to express an opinion thereon in a report.

We planned and performed our audit to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by section 162 (1) and (2) AktG. In accordance with section 162 (1) and (2) AktG, we did not audit the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

Hamburg, den 20 April 2022

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft

Thorsten Dzulko  
Wirtschaftsprüfer

ppa. Harld van Voorst  
Wirtschaftsprüfer

## **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 401,292 treasury shares which do not grant the Company any rights.

### **Information on carrying out the virtual Annual General Meeting**

The Annual General Meeting of the Company on 21 June 2022 will be held, with the consent of the Supervisory Board, as a virtual General Meeting without the physical presence of the shareholders or their authorised representatives (with the exception of a proxy appointed by the Company) in accordance with the Act on Measures in Corporate Law, the Law Governing Cooperatives, Associations and Foundations, and Residential Property Law to Combat the Effects of the COVID 19 Pandemic ("COVID-19 Act") (Art. 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law, Federal Law Gazette I 2021, p. 569), amended by Section 11 of the German Act on the Further Shortening of Residual Debt Relief Proceedings and on the Adjustment of Pandemic-Related Provisions in Corporate Law, the Law Governing Cooperatives, Associations and Foundations, and in Tenancy and Leasehold Law of 22 December 2020, Federal Law Gazette I 2020, p. 3328) last amended and extended by Section 15 of the Act on Establishing a "2021 Reconstruction Aid" Special Fund and Temporarily Suspending the Obligation to File for Insolvency Due to Heavy Rainfalls and Floods in July 2021 and to amend further acts dated September 10, 2021, Federal Law Gazette I 2021, p. 4147).

An audio and video broadcast of the entire Annual General Meeting will be available on the Internet for duly registered shareholders or their authorised representatives in accordance with the following provisions on 21 June 2022 from 10:00 a.m. CEST at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung> in the password-protected Internet service.

The duly registered shareholders (see the explanations in the section "Right to participate and exercising voting rights (with record date and its significance)") will be sent personalised access details for using the Company's password-protected Internet service ("AGM-Ticket").

Physical participation of shareholders and their authorised representatives (with the exception of a proxy appointed by the Company) is excluded. It will be possible for shareholders or their authorised representatives to exercise their voting rights via electronic communication (postal vote) and by authorising a proxy. Electronic participation in the meeting as defined by Section 118 (1) sentence 2 AktG is not possible.

### **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 virtual Annual General Meeting and exercise voting rights, are authorised to take part in the virtual Annual General Meeting and exercise said voting rights.

Verification of shareholdings prepared in text form by the last intermediary in the chain pursuant to Section 67c (3) AktG shall suffice to demonstrate authorisation to participate in the Annual General Meeting and exercise the right to vote. Such evidence must refer to the beginning of the twenty-first day before the Annual General Meeting, i.e. the beginning of 31 May 2022, 00:00 hours (midnight) CEST (so-called 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 14 June 2022, 24.00 CEST:

Bijou Brigitte modische Accessoires AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany  
Fax: +49 (0)89 889 690 633  
E-Mail: [anmeldung@better-orange.de](mailto:anmeldung@better-orange.de)

After receipt of the registration and the proof of the shareholding, the access details for using the password-protected Internet service will be sent to the shareholders (“AGM-Ticket”). We ask shareholders to register and submit their documentation of the shareholding to the Company as early as possible.

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.

### **Procedure for voting by authorised representatives**

Shareholders who do not wish to participate in the Annual General Meeting in person may have their voting rights at the Annual General Meeting exercised by an authorised representative, e.g. an intermediary, a shareholder association, a voting rights advisor, the proxies appointed by the Company or some other third party. In these cases, too, shareholders must register in due time in accordance with the above provisions, submitting a proof of their shareholding.

Even authorised representatives will also not be able to participate physically in the Annual General Meeting. They may exercise the voting right for the shareholders they represent within the scope of their authorisation only by electronic postal vote or by authorising the proxies appointed by the Company, who are then obligated to follow their instructions.

In order for an authorised representative to use the password-protected Internet service, the authorised representative must receive the relevant access details.

Granting and revoking the authorisation and submitting proof of authorisation must be made in text form in accordance with Section 126 b German Civil Code (BGB), unless it is addressed to an intermediary, a shareholders' association, a voting rights advisor or a person or institution considered equivalent in accordance with Section 135 (8) AktG. If an intermediary, a shareholders' association, a voting rights advisor or a person or institution considered equivalent in accordance with Section 135 (8) AktG is authorised, they may require a special form of authorisation because they have to record the authorisation in a verifiable manner in accordance with Section 135 (1) AktG. Shareholders wishing to authorise an intermediary, a shareholders' association, a voting rights advisor or a person or institution considered equivalent in accordance with Section 135 (8) AktG are therefore requested to agree with such person or institution on the form of the authorisation, as special requirements may apply.

Proof of authorisation may be sent, changed or revoked by post, fax or email to the Company no later than 20 June 2022, 24:00 hours (midnight) CEST, at the following postal 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](mailto:bijou-brigitte@better-orange.de)

or by using the password-protected Internet service at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung> in accordance with the procedures provided for this purpose up. The date of receipt by the Company shall be decisive.

On the day of the virtual Annual General Meeting, authorisations for the exercise of voting rights may only be issued, changed or revoked until the start of voting using the password-protected Internet service accessible at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung>.

The aforementioned transmission channels are also available until the aforementioned points in time if the authorisation is to be granted by declaration to the Company; in this case, separate proof of granting the authorisation is not required. Authorisations may also be revoked or changed up until the aforementioned points in time by notifying the Company directly using the aforementioned transmission channels.

Shareholders who wish to authorise another person may do so by using the form that will be sent to them after proper registration and submitting the proof of the shareholding. Such a form is also available for download on the Company's website at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung>.

### **Procedure for voting by Company-appointed proxies**

The Company offers its shareholders the option of authorising proxies that are appointed by the Company and bound by instructions prior to the Annual General Meeting. Shareholders who wish to make use of this option must register for the virtual Annual General Meeting in due time in accordance with the above provisions and provide proof of their shareholding.

Authorisations and instructions to the Company-appointed proxies may be issued, changed or revoked by post, fax or email to the address, fax number or email address stated above in the section „Procedure for voting by authorised representatives“ by 20 June 2022, 24:00 hours (midnight) CEST at the latest, or from 31 May 2022 by using the password-protected Internet service accessible at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung> in accordance with the procedures provided for this purpose up until the start of voting in the virtual Annual General Meeting on 21 June 2022.

Such a form will be sent to shareholders after proper registration and providing proof of the shareholding and is also available for download on the Company's website at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung>.

If the proxies appointed by the Company are authorised, they must be given instructions for exercising the shareholder's voting right. The proxies are obliged to vote in accordance with the instructions given to them. The Company's proxies shall not accept any authorisations for filing objections to shareholder resolutions, exercising the right to ask questions or submitting motions.

### **Procedure for electronic postal voting**

Shareholders who have duly registered may exercise their voting rights, even without attending the Annual General Meeting, by means of electronic communication (postal vote). Shareholders who wish to cast their votes by electronic postal vote must also register in due time, submitting a proof of their shareholding.

Electronic postal votes may be cast, changed or revoked from 31 May 2022 by using the password-protected Internet service accessible at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung> in accordance with the procedures provided for this purpose up until the start of voting in the virtual Annual General Meeting on 21 June 2022.

If individual votes are taken on an agenda item without this having been announced in advance of the Annual General Meeting, the vote cast by electronic postal vote on this agenda item is also deemed to be a corresponding vote for each item of the individual vote.

Duly authorised intermediaries, shareholders' associations, voting rights advisors, or other persons or institutions considered equivalent under Section 135 (8) AktG may also utilise the option of voting by electronic postal vote.

### **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 21 May 2022, 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.

**Countermotions and nominations by shareholders under Sections 126 (1) and 127 AktG in conjunction with Section 1 (2) sentence 3 COVID-19 Act**

Shareholders may submit countermotions and different nominations for the election of auditors and for the election of Supervisory Board members opposing a proposal by the Management Board and/or the Supervisory Board regarding a certain item of business set out in the agenda, specifying any reasons therefor. No reasons need be specified for nominations.

Such countermotions and nominations must be sent to the following address, fax number or e-mail address, including the name of the shareholder and stating any reasons:

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

Countermotions and nominations that are sent to any other address shall not be considered.

Countermotions and nominations received by the Company at the above address, fax number or e-mail address by 6 June 2022, 24:00 hours (midnight) CEST, including the name of the shareholder, any reasons and a statement, if any has been made, by the management regarding its position, will be made accessible online at the address <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung>.

A countermotion and the reasons for which it is being made need not be made accessible if one of the reasons for exclusion pursuant to Section 126 (2) AktG applies. The reasons need not be made accessible if they amount to more than 5,000 characters in total.

Nominations by shareholders need not be made accessible if they do not contain the name, profession exercised and place of residence of the nominee and, in the case of the proposal of Supervisory Board members, also information on their membership of other statutory supervisory boards. A nomination also not need be made accessible if one of the reasons for exclusion pursuant to Section 126 (2) AktG applies.

Further explanations are provided on the Company's website at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung>.

Motions or nominations by shareholders that must be made accessible in accordance with Sections 126, 127 AktG in conjunction with Section 1 (2) sentence 3 COVID-19 Act shall be deemed to have been made at the Annual General Meeting if the shareholder making the motion or nomination had submitted proof of identity and was duly registered for the Annual General Meeting.

**Right of shareholders to ask questions (Section 131 (1) AktG in conjunction with Section 1 (2) sentence 1 no. 3 sentence 2 COVID-19 Act)**

Section 131 AktG notwithstanding, registered shareholders have no right to obtain information at the virtual Annual General Meeting on 21 June 2022. Instead, they have the right to submit questions in advance of the Annual General Meeting.

Questions from shareholders must be submitted to the password-protected Internet service available on the Company's website at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung> no later than one day prior to the meeting, i.e. no later than 19 June 2022, 24:00 hours (midnight) CEST in accordance with the procedure intended for this purpose.

No questions can be asked during the virtual Annual General Meeting.

Section 131 AktG notwithstanding, the Management Board will decide, at its discretion in keeping with its obligations, how it will respond to the questions. The Management Board may summarise responses if it deems this appropriate.



## **Audio and video broadcast of the Annual General Meeting over the Internet**

An audio and video broadcast of the entire Annual General Meeting will be available for registered shareholders and their authorised representatives on 21 June 2022 from 10:00 a.m. CEST in the password-protected Internet service of the Company's website at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung> in accordance with the procedures provided for this purpose up.

After receipt of proper registration and proper proof of the shareholding, the access details for using the password-protected Internet service on the Company's website <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung> will be sent to the shareholders ("AGM-Ticket").

The broadcast of the Annual General Meeting does not enable participation as defined in Section 118 (1) sentence 2 AktG (electronic or online participation).

## **Raising objections to Annual General Meeting resolutions**

Registered shareholders and their authorised representatives who have exercised their voting rights by electronic postal vote or by authorising and instructing the Company-appointed proxies have the opportunity to object to a resolution adopted by the Annual General Meeting via the password-protected Internet service accessible on the Company's website at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung> in accordance with the procedures provided for this purpose up from the beginning of the virtual Annual General Meeting on 21 June 2022 until the end of the virtual Annual General Meeting in accordance with Section 245 no. 1 AktG in conjunction with Section 1 (2) no. 4 COVID-19 Act.

## **Information on times of day**

All times in this convening notice refer to Central European Summer Time (CEST). With regard to the coordinated universal time (UTC), this means: UTC = CEST minus two hours.

## **Publications on the Company's website**

The content of the notice convening the Annual General Meeting and all legally required Annual General Meeting documents and motions submitted by shareholders as well as further information including further explanations of the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127, 131 (1) AktG and Section 1 COVID-19 Act as well as an overview with the disclosures pursuant to Section 125 AktG in conjunction with Article 4 and Annex Table 3 of the Implementing Regulation (EU) 2018/1212 are available on the Company's website at <https://group.bijou-brigitte.com/en/investor-relations/hauptversammlung> from the time of convening and during the

virtual Annual General Meeting. The information in accordance with Section 124a AktG on the Annual General Meeting can also be found there.

The voting results will be published at the same Internet address after the Annual General Meeting.

Reference is made to the notification requirements pursuant to Sections 33 et seq. of the German Securities Trading Act (WpHG) and the legal consequence of suspending all rights arising from the shares in the event of violating a notification requirement as provided for in Section 44 WpHG.

### **Data protection information for shareholders**

Bijou Brigitte modische Accessoires Aktiengesellschaft processes personal data (last name, first name, postal address, email address, number of shares, share ownership type and AGM-ticket number; if applicable, also last name, first name, postal address and e-mail address of the proxy nominated by the respective shareholder) as well as the access data for the password-protected Internet service based on applicable data protection legislation and the German Stock Corporation Act (AktG) to enable shareholders to exercise their rights at the Annual General Meeting.

Processing your personal data is mandatory for your participation in the Annual General Meeting. Bijou Brigitte modische Accessoires Aktiengesellschaft is the data controller. The legal basis for this processing is the AktG together with Article 6 (1) c) of the General Data Protection Regulation (GDPR).

The service providers appointed by Bijou Brigitte modische Accessoires Aktiengesellschaft to conduct the Annual General Meeting only receive personal data from Bijou Brigitte modische Accessoires Aktiengesellschaft that is required to perform the contracted service and process this data exclusively in accordance with the instructions issued by Bijou Brigitte modische Accessoires Aktiengesellschaft.

Your personal data is deleted or anonymised as soon as it is no longer required for the aforementioned purpose and we are no longer obliged to retain it further in accordance with statutory documentation and retention requirements.

You have a right of access, rectification, restriction, objection and deletion regarding the processing of your personal data, as well as the right to data portability in accordance with Chapter III of the GDPR. You can assert these rights to Bijou Brigitte modische Accessoires Aktiengesellschaft directly via the email address

[datenschutz@bijou-brigitte.com](mailto:datenschutz@bijou-brigitte.com)

or by using the following contact information:

Bijou Brigitte modische Accessoires Aktiengesellschaft  
Poppenbütteler Bogen 1  
22399 Hamburg

You also have the right to lodge a complaint with data protection supervisory authorities in accordance with Article 77 of the GDPR.

You can reach the Company's data protection officer at:

Bijou Brigitte modische Accessoires Aktiengesellschaft  
Data Protection Officer  
Poppenbütteler Bogen 1  
22399 Hamburg  
Email: [datenschutz@bijou-brigitte.com](mailto:datenschutz@bijou-brigitte.com)

Hamburg, May 2022

**Bijou Brigitte modische Accessoires Aktiengesellschaft**  
The Management Board

BIJOU BRIGITTE  
modische Accessoires AG

Poppenbütteler Bogen 1  
22399 Hamburg / Germany  
TEL. +49 40/606 09-0

Website <https://group.bijou-brigitte.com>  
Onlineshop [www.bijou-brigitte.com](http://www.bijou-brigitte.com)

Instagram [www.instagram.com/bijoubrigitte](http://www.instagram.com/bijoubrigitte)  
Pinterest [www.pinterest.de/bijoubrigitte](http://www.pinterest.de/bijoubrigitte)  
Facebook [www.facebook.com/bijoubrigitte](http://www.facebook.com/bijoubrigitte)

