

adidas AG
Herzogenaurach

ISIN: DE0005003404

We are herewith inviting our shareholders to the

Annual General Meeting

which takes place

on Thursday, May 6, 2010, 10:30 hrs

in the Stadthalle Fuerth, Rosenstrasse 50, 90762 Fuerth, Germany.

AGENDA

- [1] Presentation of the adopted annual financial statements of adidas AG and of the approved consolidated financial statements as of December 31, 2009, of the management report of adidas AG and of the Group management report, the Explanatory Report of the Executive Board on the Disclosures pursuant to § 289 sections 4 and 5, § 315 section 4 German Commercial Code (Handelsgesetzbuch - HGB) as well as of the Supervisory Board Report for the financial year 2009**

As, in accordance with the legislative intention, the presentation of the above-mentioned documents only serves the purpose of informing the Annual General Meeting, no resolution will be passed on this agenda item. The 2009 annual financial statements have already been approved by the Supervisory Board and are thus adopted.

- [2] Resolution on the appropriation of retained earnings**

The Executive Board and the Supervisory Board propose to resolve upon the appropriation of retained earnings amounting to EUR 284,555,044.87 which were reported in the adopted annual financial statements of adidas AG as per December 31, 2009, as follows:

Payment of a dividend of EUR 0.35 per no-par-value share on the dividend-entitled nominal capital, i.e. EUR 73,225,665.10 as total dividend and carrying forward the remaining amount of EUR 211,329,379.77 to new account. The dividend shall be payable on May 7, 2010.

Total dividend	EUR 73,225,665.10
Carried forward to new account	EUR 211,329,379.77

Retained Earnings	EUR 284,555,044.87

At the time of convocation, the Company does not possess any treasury shares. The number of shares entitled to the payment of a dividend may decrease until the Annual General Meeting due to a repurchase of treasury shares (with or without subsequent cancellation or sale of the repurchased shares). In this case, an amended proposal on the appropriation of retained earnings will be presented to the Annual General Meeting with the payment per dividend-entitled no-par-value share remaining unchanged at EUR 0.35 providing for an according reduction of the dividend amount to be distributed to the shareholders as well as an according increase of the amount carried forward to new account.

[3] Resolution on the ratification of the actions of the Executive Board for the financial year 2009

The Executive Board and the Supervisory Board propose the ratification of the actions of the Executive Board members for the financial year 2009.

[4] Resolution on the ratification of the actions of the Supervisory Board for the financial year 2009

The Executive Board and the Supervisory Board propose the ratification of the actions of the Supervisory Board members as well as of the Supervisory Board members who resigned in 2009 for the financial year 2009.

[5] Resolution on the approval of the compensation system for the members of the Executive Board

The German Act on the Appropriateness of Management Board Remuneration (Gesetz zur Angemessenheit der Vorstandsvergütung - VorstAG), which came into force on August 5, 2009, enables the Annual General Meeting to resolve upon the approval of the compensation system for members of the Executive Board (§ 120 section 4 German Stock Corporation Act [Aktiengesetz - AktG]). This is to be applied. The compensation system for the members of the Company's Executive Board is illustrated in detail in the Compensation Report, which has been published as part of the Declaration on Corporate Governance including the Corporate Governance Report in the 2009 Annual Report.

The Executive Board and the Supervisory Board propose the approval of the Executive Board members' compensation system.

[6] Resolution on the adjustment to §§ 19 section 2, 20 sections 1 and 4 (Time Period for Convocation and Registration, Participation in the General Meeting) of the Articles of Association; revocation of § 19 section 4 and the amendment to § 21 of the Articles of Association

The German Act on the Implementation of the Shareholder Rights Directive (Gesetz zur Umsetzung der Aktionärsrechterichtlinie - ARUG), which came into force on September 1, 2009, includes several amendments to the provisions of the AktG on convening and conducting the General Meeting. The amendments to the Articles of Association proposed hereinafter serve the adjustment to the Articles of Association in accordance with these new provisions.

a) Amendment to § 19 section 2 of the Articles of Association

The provision on the period of notice for the Meeting (§ 19 section 2) included in the Articles of Association is to be adjusted in line with the amended wording of § 123 sections 1 and 2 AktG.

Up to now, § 19 section 2 of the Articles of Association has read as follows:

“2. The General Meeting shall be called by the Executive Board with at least thirty days’ notice before the final registration date (§ 20 section 1). The legal right of other persons to call the General Meeting shall remain unaffected.”

The Executive Board and the Supervisory Board propose the following resolutions:

§ 19 section 2 of the Articles of Association is to be reworded as follows:

“2. *The General Meeting shall be convened - insofar as no shorter notice period is admissible pursuant to statutory provisions - at least thirty days prior to the day of the meeting. The day of the General Meeting and the day of convocation shall not be counted. The time for convocation extends by the days of the time period for registration (§ 20 section 1).*”

b) Amendment to § 20 section 1 of the Articles of Association

The regulations in § 20 section 1 of the Articles of Association on the time period for registration is to be adjusted to the new statutory regulation in § 123 section 2 AktG. This is also to offer the possibility of having a shorter time period for registration in particular cases.

Up to now, § 20 section 1 of the Articles of Association has read as follows:

“1. Shareholders wishing to participate in general meetings and exercise their voting rights must register for the General Meeting and provide proof of their authorisation. The registration and proof of authorisation must reach the Company at the address specified in the invitation not

later than the seventh day before the general meeting (registration date).”

The Executive Board and the Supervisory Board propose the following resolutions:

§ 20 section 1 of the Articles of Association is to be reworded as follows:

- “1. *Shareholders wishing to participate in general meetings and exercise their voting rights must register for the General Meeting and provide proof of their authorisation. The registration and proof of authorisation must reach the Company at the address specified in the invitation not later than at least six days prior to the General Meeting. A shorter time period calculated in days for the registration and/or the receipt of the proof of authorisation may be stipulated in the invitation. The day of the General Meeting and the day of receipt shall not be counted.*”

c) Revocation of § 19 section 4 and adjustment to § 20 section 4 as well as amendment to § 21 of the Articles of Association

§ 118 section 2 AktG only stipulates the shareholders’ possibility of casting their votes in writing or by way of electronic communication (so-called “postal vote”) even if they do not participate in the Annual General Meeting. The Executive Board is hence to be authorised to allow for such postal vote. For shareholders, this postal vote is similar to the proxy granted prior to the Annual General Meeting including individual voting instructions as in accordance with the current law. Furthermore, the provisions stipulated under § 118 section 4 AktG on audio or video transmission of the Annual General Meeting have been changed. The Articles of Association are to be amended accordingly. Finally, the corresponding amendments to the Articles of Association are to be inserted into the appropriate sections of the Articles of Association.

Up to now, § 19 section 4 of the Articles of Association has read as follows:

- “4. The Company may allow the participation in the General Meeting by means of electronic telecommunication as far as legally admissible.”

Up to now, § 20 section 4 of the Articles of Association has read as follows:

- “4. The invitation to the General Meeting may provide for the participation in the General Meeting, its transmission as well as the participation in votes or the exercise of other participation rights of the shareholders by electronic or other means of telecommunication as far as legally admissible.”

The Executive Board and the Supervisory Board propose the following resolutions:

§ 19 section 4 of the Articles of Association shall be revoked.

§ 20 section 4 of the Articles of Association is to be reworded as follows:

“4. The Executive Board is authorised to permit the complete or partial video and/or audio transmission of the General Meeting in a manner determined in detail.”

In § 21 of the Articles of Association the following new section 4 is to be added:

“4. The Executive Board is authorised to allow for shareholders to cast their votes also without participating in the meeting, in writing or by way of electronic communication (postal vote). The Executive Board is also authorised to make decisions on the respective method. § 20 section 1 of the Articles of Association is also applicable in case of postal votes. Insofar as the Executive Board utilises this authorisation, this is to be announced in the invitation.”

(7) Resolution on the cancellation of the Authorised Capital pursuant to § 4 section 4 of the Articles of Association, on the creation of a new Authorised Capital together with the authorisation to exclude subscription rights as well as on the respective amendment to the Articles of Association

The hitherto unused authorisation of the Executive Board pursuant to § 4 section 4 of the Articles of Association to increase the nominal capital, subject to Supervisory Board approval, through the issuance of new shares against contributions in cash, if required while excluding subscription rights, by up to EUR 20,000,000 (Authorised Capital 2006) expires on May 28, 2011.

The Executive Board and the Supervisory Board propose the following resolutions:

- 1) § 4 section 4 of the Articles of Association is to be cancelled with effect from the entry of the new wording of § 4 section 4 of the Articles of Association with the commercial register.
- 2) A new authorised capital in the amount of EUR 20,000,000 is to be created. For this purpose, § 4 section 4 of the Articles of Association shall be reworded as follows:

“4. The Executive Board shall be entitled for a duration of five years effective from the entry of this authorisation with the commercial register to increase the nominal capital, subject to Supervisory Board approval, by issuing new shares against contributions in cash once or several times however by no more than EUR 20,000,000 altogether (Authorised Capital 2010). The new shares may also be offered to one or more financial institution(s) and/or one or more companies acting in accordance with § 53 section 1 sentence 1 or § 53b section 1 sentence 1 or section 7 German Banking Act (Gesetz über das Kreditwesen - KWG) or to a group or a syndicate of banks and/or such companies subject to the obligation to offer them to the shareholders for subscription (indirect subscription right). The Executive Board may, subject to Supervisory Board approval, exclude fractional shares from shareholders' subscription rights. Additionally, the Executive Board may, subject to Supervisory Board approval, exclude shareholders' subscription rights when

issuing the new shares at a value not essentially below the stock exchange value of shares with the same features. The authorisation to exclude subscription rights pursuant to the previous sentence may, however, only be used to the extent that the pro-rata amount of the new shares in the nominal capital together with the pro-rata amount in the nominal capital of other shares which have been issued by the Company since May 6, 2010, subject to the exclusion of subscription rights pursuant to or in accordance with § 186 section 3 sentence 4 AktG on the basis of an authorised capital or following a repurchase or for which option or conversion rights have been granted after May 6, 2010, through the issuance of convertible bonds and/or bonds with warrants, with subscription rights excluded pursuant to § 186 section 3 sentence 4 AktG, does not exceed 10% of the nominal capital existing on the date of the entry of this authorisation with the commercial register or – if this amount is lower – as of the respective date on which the authorisation is used.”

[8] Resolution on the cancellation of the Contingent Capital pursuant to § 4 section 5 of the Articles of Association and the revocation of § 4 section 5 of the Articles of Association

On May 20, 1999, the Annual General Meeting created the Contingent Capital 1999/I which served the purpose of ensuring subscription rights deriving from share options which were issued based on the authorisation of the same date within the Company's Management Share Option Plan between May 20, 1999 and May 19, 2004. The Executive Board and the Supervisory Board have utilised this authorisation and granted a total of 1,373,350 option rights within the Management Share Option Plan (MSOP). No further subscription rights can be granted after the expiration of the authorisation on May 19, 2004. In addition, all option rights issued within the Management Share Option Plan (MSOP) have been exercised by the beneficiaries or have expired. Hence, the Contingent Capital 1999/I is of no further significance. Hence, it is to be cancelled completely and the Articles of Association are to be amended accordingly.

The Executive Board and the Supervisory Board propose the following resolutions:

- a) The resolution adopted by the Annual General Meeting on May 20, 1999 on the creation of a contingent capital in the amount of EUR 3,500,000 (Agenda Item 11) in the version as resolved by the Annual General Meetings on May 8, 2002 (Agenda Item 6), May 13, 2004 (Agenda Item 9) and May 11, 2006 [Agenda Item 7 number 3]] and in consideration of the shares issued within the Management Share Option Plan (MSOP) is cancelled.
- b) § 4 section 5 of the Articles of Association shall be revoked.

[9] Resolution on the cancellation of the Contingent Capital pursuant to § 4 section 6 of the Articles of Association and the revocation of § 4 section 6 of the Articles of Association

The Annual General Meeting on May 8, 2003 created the Contingent Capital 2003/II. It served the issuance of no-par-value bearer shares when exercising option or

conversion rights deriving from bonds with warrants and/or convertible bonds which could have been issued by the Company or a wholly-owned direct or indirect subsidiary of the Company until May 7, 2008, based on the authorisation of Executive Board of the same day. The Executive Board and the Supervisory Board have made partial use of this authorisation and issued a total of 8,000 convertible bonds which authorised the holders of the bonds to convert into up to 15,686,234 shares of the Company within the EUR 400,000,000 2.5% Convertible Bond 2003/2018 issued by adidas International Finance B.V. (formerly adidas-Salomon International Finance B.V.) and guaranteed by the Company. Following the expiration of the authorisation on May 7, 2008, no further conversion or option rights can be issued. In addition, the conversion rights issued on the basis of the authorisation have been exercised in full. Hence, the Contingent Capital 2003/II is of no further significance. Consequently, it is to be cancelled completely and the Articles of Association are to be amended accordingly.

The Executive Board and the Supervisory Board propose the following resolutions:

- a) The resolution adopted by the Annual General Meeting on May 8, 2003 on the creation of a contingent capital in the amount of EUR 23,040,000 (Agenda Item 6) in the version as resolved by the Annual General Meeting on May 11, 2006 [Agenda Item 7 number 4]] and in consideration of the shares issued on the basis of the Convertible Bond 2003/2018 is cancelled.
- b) § 4 section 6 of the Articles of Association shall be revoked.

[10] Resolution on the cancellation of the authorisation to issue bonds with warrants and/or convertible bonds of May 11, 2006 as well as on the cancellation of the Contingent Capital in the amount of EUR 20,000,000 (Contingent Capital 2006) including the revocation of § 4 section 7 of the Articles of Association

Resolution on the authorisation to issue bonds with warrants and/or convertible bonds, the exclusion of shareholders' subscription rights and the simultaneous creation of a contingent capital as well as the amendment to the Articles of Association

The existing authorisation to issue bonds with warrants and/or convertible bonds, which has not been used, expires on May 10, 2011 and is to be renewed.

The Executive Board and the Supervisory Board propose the following resolutions:

- a) The resolution adopted by the Annual General Meeting on May 11, 2006 on the authorisation of the Executive Board to issue bonds with warrants and/or convertible bonds in an aggregate nominal value of up to EUR 1,500,000,000, subject to Supervisory Board approval, up to and including May 10, 2011 [Agenda Item 10, section 2) a)] as well as the resolution adopted by the Annual General Meeting on May 11, 2006 on the creation of a contingent capital of EUR 20,000,000 [Agenda Item 10 section 2) b)] as well as § 4 section 7 of the Articles of Association are cancelled.

- b) Authorisation to issue bonds with warrants and/or convertible bonds and to exclude subscription rights

The Executive Board is authorised, subject to Supervisory Board approval, to issue bearer bonds with warrants and/or convertible bearer bonds or registered bonds with warrants and/or registered convertible bonds once or several times by May 5, 2015 in an aggregate nominal value of up to EUR 1.500.000.000, with or without a limited term, and in accordance with the terms and/or conditions on these bonds with warrants and convertible bonds, to grant or issue option rights to the holders or creditors of the bonds with warrants or respectively conversion rights to the holders or creditors of the convertible bonds, which entitle or obligate the respective holder or creditor to purchase no-par-value bearer shares of the Company with a pro-rata amount of the nominal capital totalling up to EUR 36,000,000. The terms and conditions of the bonds may also (i) impose an option or conversion obligation at the end of the term of the bonds (or at another point in time) on bondholders or creditors or (ii) entitle the Company, upon the maturity of the convertible bonds (which includes maturity due to termination), to issue no-par-value shares of the Company or another public-listed company to the bondholders or creditors as partial or total substitution of its obligation to pay the cash amount due ("Right to delivery of shares").

Rather than in euro, the bonds may also be issued in another legal currency of an OECD country (limited to the equivalent euro value). They may also be issued by a Group company of adidas AG. In this case, the Executive Board shall be authorised, on behalf of adidas AG and subject to Supervisory Board approval, to guarantee for these bonds and to grant the holders or creditors option or conversion rights or obligations or to grant the Company the right to delivery of shares.

The statutory subscription rights shall be granted to the shareholders in such a manner that the bonds will be underwritten by one or more financial institutions, by one or more companies acting in accordance with § 53 section 1 sentence 1 or § 53b section 1 sentence 1 or section 7 of the German Banking Act or by a group or a syndicate of banks and/or such companies subject to the obligation to offer them to the shareholders for subscription. If the bonds are issued by a Group company, then the Company must ensure that the statutory subscription rights are granted to the shareholders of the Company in accordance with the preceding sentences.

However, the Executive Board is authorised, subject to Supervisory Board approval, to exclude any residual amounts resulting from the subscription ratio from the subscription rights of the shareholders and to exclude the subscription rights to the extent required to grant a subscription right to the holders or creditors of previously issued bonds option or conversion rights or obligations in an amount to which such holders or creditors would have been entitled as shareholders following the exercise of option or conversion rights or the fulfilment of option or conversion obligations or after the exercise of the right to delivery of shares.

The Executive Board is further authorised, subject to Supervisory Board approval, to fully suspend the shareholders' rights to subscribe bonds, which are issued against contribution in cash if the Executive Board has concluded, following an examination in accordance with its legal duties, that the issue price of the bonds is not significantly below the hypothetical market value computed using recognised financial calculation methods. This authorisation to exclude the subscription right is, however, only applicable for bonds with option or conversion rights or obligations or the Company's right to delivery of shares with a pro-rata amount of the nominal capital not exceeding a total 10% of the nominal capital neither at the point of becoming effective nor - in case this amount is lower - at the point of exercising this authorisation. Treasury shares which are or will be sold in accordance with § 71 section 1 number 8 in conjunction with § 186 section 3 sentence 4 AktG between May 6, 2010 and the issuance of the respective bonds are attributed to the above-mentioned limit of 10%. Shares which are or will be issued in accordance with § 203 section 1 in conjunction with § 186 section 3 sentence 4 AktG between May 6, 2010 and the issuance of the respective bonds while excluding the subscription rights are attributed to the above-mentioned limit of 10%.

The bonds are divided into notes.

When bonds with warrants are issued, one or more warrants will be attached to each note and will entitle or - also due to the right to delivery of shares - oblige the holders to subscribe, in accordance with the terms and conditions of the options to be stipulated by the Executive Board, to the no-par-value bearer shares issued by the Company. With respect to euro-denominated bonds with warrants issued by the Company, the bond terms and conditions may provide that the warrant price may also be paid by assigning notes and making - if necessary - a supplementary cash payment. The pro-rata amount of the registered nominal capital attributable to shares which may be subscribed under each note may not exceed the nominal value of the notes. Any fractions of such shares may, if so provided for in the terms and conditions of the bonds with warrants, be rounded up to whole shares for purposes of consummation of the option right, if necessary against supplementary payment.

If convertible bonds are issued, in case of bearer bonds the holders or otherwise the creditors of the bonds will receive an irrevocable right or the obligation to convert his or her bonds to no-par-value bearer shares of the Company pursuant to the terms and conditions of the bonds as stipulated by the Executive Board, or to accept these. The conversion ratio is yielded by dividing the nominal value of the bond or the issue price which is below the face value of a bond by the established conversion price of one no-par-value bearer share of the Company and may be rounded up or off to a whole number. Moreover, a supplemental cash payment and the consolidation of or offsetting payment for unconvertible residual amounts may be established. The bond terms and conditions may provide for a variable conversion ratio and a calculation of the conversion price within a stipulated range (subject to the minimum price established below) based on the development of the stock exchange price of the Company's shares during the term of the bond.

Unless there is an option or conversion obligation or the right to delivery of shares, the individually determined option or conversion price for a no-par-value share of the Company must be at least 80% of the unweighted average closing price of the shares of the Company as quoted in the electronic trading system of the Frankfurt Stock Exchange for the ten trading days immediately preceding the day on which the Executive Board adopted the resolution approving the issue of the bonds, or – in the event that a subscription right is granted – it must equal at least 80% of the unweighted average stock exchange price of the shares of the Company as quoted in the electronic trading system of the Frankfurt Stock Exchange on the days of the subscription period except for the days which are required to announce the subscription or conversion price in accordance with § 186 section 2 sentence 2 AktG in due time. In case of an option or conversion obligation or the right to delivery of shares, the option or conversion price may under the specific terms and conditions of the bonds equal either the aforementioned minimum price or the volume-weighted average price of the no-par-value shares of the Company as quoted in the electronic trading system on the Frankfurt Stock Exchange during a reference period of fifteen trading days prior to the date of final maturity, even if this average price is below the aforementioned minimum price (80%). The pro-rata amount in the nominal capital of the no-par-value shares of the Company to be issued may not exceed the face value of the bonds. §§ 9 section 1 AktG and 199 section 2 AktG will continue to be applicable.

With regard to bonds with option or conversion rights or obligations, notwithstanding § 9 section 1 AktG, the option or conversion price may be reduced on the basis of an anti-dilution provision pursuant to more specific terms and conditions of the warrants or convertible bonds for the purpose of securing the rights of the holders or creditors of the bonds in accordance with or pursuant to the principles of § 216 section 3 AktG if, during the option or conversion period, the Company (i) increases the nominal capital from retained earnings by issuing new shares or (ii) increases the nominal capital or sells treasury shares (notwithstanding a possible exclusion of subscription rights for residual amounts) by granting an exclusive subscription right to the shareholders or (iii) while granting an exclusive subscription right to its shareholders, issuing, granting or guaranteeing further bonds with option or conversion rights or obligations (notwithstanding a possible exclusion of subscription rights for residual amounts), and in the cases (i) to (iii) the holders of already existing option or conversion rights or obligations are not granted the subscription right they would have been entitled to by operation of law following the exercise of the option or conversion right or fulfilment of the option or conversion obligation. The option or conversion price may also be reduced by a cash payment upon exercise of the option or conversion right or upon fulfilment the option or conversion obligations. Insofar as required for the protection from dilution, the terms can provide for the number of option or conversion rights per bond to be adjusted in the aforementioned cases. The terms and conditions of the bonds may also provide for an adjustment in the option or conversion rights or obligations in the event that the Company's capital is reduced or other extraordinary courses of action or events occur, which are connected with an economic dilution of the value of the option or conversion rights or obligations (such as a change of control). §§ 9 section 1 AktG and 199 section 2 AktG will continue to be applicable.

The terms and conditions of the bonds may provide that in the event of the option or conversion right being exercised, the Company will have the right not to grant new no-par-value shares but rather pay a cash amount equal to the unweighted average closing price of the shares of the Company in the electronic trading system of the Frankfurt Stock Exchange during the last ten trading days following the day on which the declaration exercising the option or conversion rights was made for the number of shares that would otherwise have been delivered. The terms and conditions of the bonds may also provide that the Company may choose not to convert the bonds to new shares issued from the contingent capital but rather to existing shares of the Company or shares of another public-listed company or that the option right or obligation will be met if such shares are delivered.

The Executive Board is authorised, subject to Supervisory Board approval, to stipulate the further details concerning the issuance and features of the bonds - including the interest rate, issue price, maturity and denomination, the anti-dilution provisions, the option or conversion period - and the option and/or conversion price in accordance with the aforementioned frame or to establish such details or prices with the consent of the governing bodies of a Group company issuing the bonds with warrants and/or convertible bonds.

c) Contingent Capital

The nominal capital is conditionally increased by up to EUR 36,000,000 through issuance of no more than 36,000,000 new no-par-value bearer shares (Contingent Capital 2010). The contingent capital increase serves the issuance of no-par-value bearer shares when exercising option or conversion rights (or fulfilling the respective option and/or conversion obligations) or, when exercising the Company's right to choose to partially or in total deliver no-par-value shares of the Company instead of paying the due amount to the holders of bonds issued by the Company or a Group company up to May 5, 2015 on the basis of the authorisation resolution adopted by the Annual General Meeting on May 6, 2010. The new shares shall be issued at the respective option or conversion price to be established in accordance with the aforementioned authorisation resolution.

The contingent capital increase will be implemented only if bonds are issued in accordance with the authorisation resolution adopted by the Annual General Meeting on May 6, 2010 and only to the extent that option or conversion rights are exercised or the holders or creditors of bonds obliged to exercise the option or conversion obligation fulfil their duties or to the extent that the Company exercises its rights to choose in order to issue no-par-value shares in the Company for the total amount or partially instead of a payment and insofar as no cash settlement is granted or treasury shares or shares in another public-listed company are used for serving these rights. The new shares shall carry dividend rights from the commencement of the financial year in which the shares are issued. The Executive Board is authorised, subject to Supervisory Board approval, to stipulate additional details concerning the implementation of the contingent capital increase.

d) Amendment to the Articles of Association

In accordance with the above part a) of the resolution, the following section is inserted into § 4 of the Company's Articles of Association, while revoking the current section 7:

"The nominal capital is conditionally increased by up to EUR 36,000,000 divided into not more than 36,000,000 no-par-value bearer shares (Contingent Capital 2010). The contingent capital increase will be implemented only to the extent that the holders of option or creditors of conversion rights or the persons obligated to exercise the option or conversion duties based on bonds, which are issued by the Company or a Group company, respectively guaranteed by the Company pursuant to the authorisation of the Executive Board granted by the resolution adopted by the Annual General Meeting on May 6, 2010 up to May 5, 2015, make use of their option or conversion right or, if they are obligated to exercise the option or conversion duties, they discharge their obligations to exercise the warrant or convert the bond or to the extent that the Company exercises its rights to choose in order to deliver shares in the Company for the total amount or partially instead of a payment and insofar as no cash settlement is granted or treasury shares or shares of another public-listed company are used to serve these rights. The new shares shall be issued at the respective option or conversion price to be established in accordance with the aforementioned authorisation resolution. The new shares shall carry dividend rights from the commencement of the financial year in which the shares are issued. The Executive Board is authorised, subject to Supervisory Board approval, to stipulate any additional details concerning the implementation of the contingent capital increase."

(11) Resolution on granting the authorisation to repurchase and use treasury shares pursuant to § 71 section 1 number 8 AktG including the authorisation to cancel shares and the authorisation to exclude tender and subscription rights; revocation of the existing authorisation

The authorisation for the repurchase of treasury shares resolved upon by the last Annual General Meeting on May 7, 2009 expires on November 6, 2010.

In order to be able to acquire treasury shares also in the future, the Executive Board is again to be granted authorisation in accordance with § 71 section 1 number 8 AktG to acquire treasury shares. The currently existing authorisation is to be revoked. At the same time, the possibility of extending the term of the authorisation to five years given by the ARUG is to be used in order to release the Annual General Meeting from annually passing a respective resolution.

The Executive Board and the Supervisory Board therefore propose to resolve as follows:

- 1) The Executive Board is authorised, for any lawful purpose and within the legal frame pursuant to the following terms and conditions, to repurchase treasury shares up to an amount totalling 10% of the nominal capital valid on May 6, 2010 when the authorisation was resolved upon or – if this amount is lower – on the date on which the aforementioned authorisation was exercised.

The authorisation shall become effective with the passing of the resolution on May 6, 2010 and shall continue in effect until May 5, 2015. The authorisation may be used by the Company but also by its subsidiaries or by third parties appointed by the Company or a subsidiary on account of the Company or its subsidiary.

The repurchase will be carried out (i) via the stock exchange, (ii) through a public repurchase offer, (iii) through a public invitation to submit sale offers or (iv) through offering tender rights to shareholders subject to the Executive Board's choice.

- In the event of the repurchase being carried out via the stock exchange, the consideration per share paid by the Company (excluding incidental purchasing costs) may not be more than 10% higher or lower than the average stock market price for the Company's shares as established in the opening auction of the electronic trading system on the Frankfurt Stock Exchange on the day of entering into the repurchase obligation.
- In the event of a public invitation to submit sale offers, the consideration per share paid by the Company (excluding incidental purchasing costs) may not be more than 10% higher or more than 20% lower than the average stock market price for the Company's shares as established in the closing auction of the electronic trading system on the Frankfurt Stock Exchange on the last three trading days prior to the acceptance of the sale offers.
- In the event of a public sales offer or a purchase by granting tender rights, the consideration per share paid by the Company (excluding incidental purchasing costs) may not be more than 10% higher or more than 20% lower than the average stock market price for the Company's shares as established in the closing auction of the electronic trading system on the Frankfurt Stock Exchange on the last five trading days prior to the due date. The day of the Executive Board's final decision on offering or granting tender rights shall be considered as due date.

If there are substantial deviations from the offered purchase/sale price or the threshold values of a potential purchase/sale price range after the publication of a public repurchase offer or public invitation to submit sale offers, the offer, the invitation to submit sale offers or the tender rights may be adjusted. In such case the relevant amount is determined on the basis of the corresponding price on the last trading day prior to the publication of the adjustment; the 10% or 20% limit that the shares must not exceed or fall below is applicable for this amount.

The volume of a public repurchase offer or public invitation to submit sale offers may be limited. If the public repurchase offer or a public invitation to submit sale offers is over-subscribed, the repurchase or acceptance must be done on a pro-rata basis in relation to the shares offered in each case and in such cases, subject to the partial exclusion of any potential shareholders' rights of tender. The Company may provide for a preferred acquisition or acceptance of smaller numbers of shares of up to 50 tendered shares per shareholder and for a rounding of residual amounts in accordance with general

commercial principles only if any shareholders' rights of tender are partially excluded.

If the shareholders are granted tender rights for the purpose of acquiring shares, these tender rights are allocated to the shareholders in proportion to their shareholding in accordance with the ratio of the Company's nominal capital to the volume of the shares to be repurchased by the Company. Fractions of tender rights do not have to be allocated; in such cases, any potential partial tender rights shall be excluded.

The Executive Board determines further details of each purchase, in particular of a possible purchase offer or an invitation to submit sale offers. This is also applicable for further details of tender rights particularly with regard to the term and, if appropriate, their tradability.

- 2) The Executive Board is authorised to use the treasury shares repurchased in accordance with this authorisation or with former authorisations as follows:
 - a) The shares may be sold on the stock exchange or through a public offer to all shareholders in relation to their shareholding quota; in case of an offer to all shareholders, subscription rights for residual amounts are excluded. The shares may also be sold differently, provided the shares are sold in exchange for a cash payment and at a price that, at the time of the sale, is not significantly below the stock market price of the Company's shares with the same features. The pro-rata amount of the nominal capital, which is attributable to the aggregate number of shares sold under this authorisation, may not exceed 10% of the nominal capital existing on the date on which the resolution on this authorisation was adopted by the Annual General Meeting or - if this amount is lower - on the date of the relevant exercise of the present authorisation. The pro-rata amount of the nominal capital attributable to the new shares issued after the resolution concerning this authorisation was adopted by the Annual General Meeting, on the basis of any authorisations to issue shares from authorised capital subject to the exclusion of subscription rights pursuant to § 186 section 3 sentence 4 AktG. Likewise, the pro-rata amount of the nominal capital that is attributable to the bonds with warrants and/or convertible bonds, which are linked to subscription or conversion rights or duties or the Company's right to delivery of shares on shares that are issued on the basis of any authorisations pursuant to §§ 221 section 4, 186 section 3 sentence 4 AktG after the resolution concerning this authorisation was adopted by the Annual General Meeting, shall be applied when calculating the 10% limit.
 - b) The shares can be offered and assigned to third parties as (part) consideration for the direct or indirect acquisition of companies, parts of companies or participations in companies or within the scope of company mergers.
 - c) The shares can be offered and sold as (part) consideration for the assignment or licensing of intellectual property rights or intangible property rights in athletes, sports clubs or other persons, as for instance trademarks, names, emblems, logos and designs, to the Company or one

of its subsidiaries for purposes of marketing and/or developing the products of the Group.

- d) The shares may be used for purposes of meeting the subscription or conversion rights or conversion obligations or the Company's right to delivery of shares arising from bonds with warrants and/or convertible bonds issued by the Company or a direct or indirect subsidiary of the Company in accordance with an authorisation granted by the Annual General Meeting.
 - e) Furthermore, the shares may be redeemed and cancelled without a further resolution of the Annual General Meeting on the redemption or the cancellation.
- 3) The Supervisory Board shall be authorised to use the shares repurchased by the Company, provided such shares do not have to be used for a different specific purpose and while ensuring that the compensation remains at a reasonable level (§ 87 section 1 AktG), as follows:

They can be assigned to members of the Executive Board of the Company as compensation in the form of a share bonus, subject to the provision that the further assignment of such shares by the respective member of the Executive Board is not permitted within a period of at least three years from the date of assignment (retention period) and further subject to the provision that it is not permitted to carry out hedging transactions, by which the economic risk for the development of the stock market price during the retention period is partially or completely assigned to third persons. For the assignment of the shares the respective current stock market price (based on a short notice average value to be determined by the Supervisory Board) shall be considered. They may also be promised to members of the Executive Board of the Company as compensation in the form of a share bonus. In this case, the above provisions shall apply mutatis mutandis. Hence, the time of accepting replaces the time of the transfer of shares. Further details will be determined by the Supervisory Board.

- 4) The rights of shareholders to subscribe treasury shares will be excluded to the extent that such shares are utilised pursuant to the aforementioned authorisations defined in sections 2) a) through d) and 3).
- 5) The authorisations to repurchase, sell or otherwise utilise or redeem and cancel treasury shares may be exercised independently, once or several times, either completely or in part.
- 6) The Supervisory Board may provide that transactions based on these authorisations may only be carried out subject to the approval of the Supervisory Board or one of its committees.
- 7) The authorisation to repurchase treasury shares (Agenda Item 10) which was granted pursuant to the resolution adopted by the Annual General Meeting of May 7, 2009 shall end with the coming into effect of this new resolution and shall be replaced by it.

[12] Resolution on granting the authorisation to use equity derivatives in connection with the acquisition of treasury shares pursuant to § 71 section 1 number 8 AktG while excluding shareholders' tender and subscription rights

In addition to the authorisation proposed for resolution under Agenda Item 11 regarding the acquisition of treasury shares pursuant to § 71 section 1 number 8 AktG, the Company is also to be authorised to acquire treasury shares by using equity derivatives. By doing this, the volume of shares that may be purchased will not be increased but simply a further alternative to purchase treasury shares will be available.

The Executive Board and the Supervisory Board therefore propose to resolve as follows:

- 1) In addition to the authorisation proposed for resolution to the Annual General Meeting on May 6, 2010 under Agenda Item 11 regarding the acquisition of treasury shares pursuant to § 71 section 1 number 8 AktG, the acquisition of shares of the Company may also be completed, apart from the ways described there, with the use of equity derivatives. The Executive Board is to be authorised to acquire options which entitle the Company to acquire shares of the Company upon the exercise of the options by the option holder (call options). Furthermore, the Executive Board is to be authorised to sell options which require the Company to acquire shares of the Company upon the exercise of the options by the option holder (put options). Additionally, the purchase can be made by using a combination of call and put options as well as by using other equity derivatives as hereinafter determined. The authorisation shall become effective with the passing of the resolution on May 6, 2010 and shall continue in effect until May 5, 2015. The authorisation may be used by the Company but also by its subsidiaries or by third parties appointed by the Company or a subsidiary on account of the Company or its subsidiary.

All share acquisitions based on call or put options, a combination of call and put options or on other equity derivatives are limited to a maximum volume of 5% of the nominal capital existing on the date on which the resolution is adopted by the Annual General Meeting or – if this amount is lower – on the nominal capital existing on the date on which the aforementioned authorisation was exercised.

- 2) The options must be concluded with one or more financial institutions, by one or more companies acting in accordance with § 53 section 1 sentence 1 or § 53b section 1 sentence 1 or section 7 of the German Banking Act or by a group or a syndicate of banks and/or such companies in close conformity with market conditions. They have to be set up in a way ensuring that the options are only serviced with shares which were acquired under observance of the principle of non-discrimination of shareholders. The acquisition of shares on the stock exchange satisfies such requirement. The terms of the options may not exceed 18 months and must be chosen in such a way that the shares are acquired upon the exercise of the options no later than May 5, 2015.

- 3) The nominal value for the purchase of one share consisting of the purchase price agreed in the option and paid when exercising the option (purchase price) may not be more than 10% higher or 20% lower (excluding incidental purchasing costs but considering the received or paid option premium) than the average stock market price for the Company's shares as established in the closing auction of the electronic trading system on the Frankfurt Stock Exchange on the day of the respective option transaction.
- 4) Furthermore, an agreement with one or more financial institution(s) indicated under section 2) may be concluded so that the financial institution(s) deliver(s) shares of a certain number or equivalent to a specific euro amount within a specific period of time, all having been agreed a priori, to the Company. The price at which the Company purchases treasury shares has to show a reduction from the arithmetic mean of the volume-weighted average stock market price of the shares in the electronic trading system on the Frankfurt Stock Exchange calculated on the basis of a specific number of trading days determined in advance. The price of the share may not be more than 20% below the above-mentioned average. In addition, the financial institution(s) and/or such companies outlined in section 2) must undertake to buy the shares to be delivered at the stock exchange at a price being within the margin which would apply if the Company directly purchased shares at the stock exchange.
- 5) In the event that treasury shares are acquired using equity derivatives in accordance with the above rules, shareholders have no right to conclude such option transactions or other equity derivatives with the Company. Furthermore, any tender rights of shareholders are excluded.
- 6) For the use of treasury shares acquired using equity derivatives, the provisions set out in sections 2), 3) and 5) of the resolution proposed to the Annual General Meeting on May 6, 2010 under Agenda Item 11 shall apply mutatis mutandis. The shareholders' subscription right to treasury shares shall be excluded to the extent that such shares are used in accordance with the authorisations under sections 2) a) to d) and 3) of the resolution proposed under Agenda Item 11.
- 7) The Supervisory Board may provide that transactions based on these authorisations may only be carried out subject to the approval of the Supervisory Board or one of its committees.
- 8) The authorisation to repurchase treasury shares while using equity derivatives which was granted pursuant to the resolution adopted by the Annual General Meeting on May 7, 2009 (Agenda Item 11) shall end with the coming into effect of this new resolution and shall be replaced by it.

[13] Resolution on the conversion of bearer shares to registered shares and the corresponding amendment to the Articles of Association as well as the adjustment to the resolutions adopted by the Annual General Meeting

In accordance with the German Stock Corporation Act, the shares of a public limited company are either bearer or registered shares. Both forms are common in Germany. Up to now, the Company's shares have been bearer shares.

The Executive Board and the Supervisory Board propose to generally convert the bearer shares to registered shares. In case of registered shares only the persons indicated in the share register are shareholders of the Company. With the shares being registered shares in the future, the Company will be able to figure out more easily who its shareholders are. Hence, this facilitates getting in contact with its shareholders for the Company.

For the purpose of converting to registered shares, the Articles of Association including the resolutions adopted by this Annual General Meeting, are to be amended as follows

The Executive Board and the Supervisory Board therefore propose to resolve as follows:

1) a) Upon becoming effective of the amendment to the Articles of Association resolved upon under b), all of the Company's no-par-value bearer shares will be converted into registered shares while maintaining the current division into shares unless explicitly otherwise resolved by a following resolution on a capital increase.

b) § 4 section 9 of the Articles of Association (without taking possible resolutions of the Annual General Meeting on May 6, 2010 on the Agenda Items 8 and 9 into consideration) is reworded so that the words "no-par-value bearer" are replaced by "are registered". In addition, this section of § 4 of the Articles of Association will be completely reworded as follows:

"The shares shall be no-par-value shares and shall be registered. In case a resolution on a capital increase does not stipulate whether the new shares are bearer shares or registered shares, they shall be registered shares. Shareholders holding registered shares must submit to the Company the data required in accordance with statutory provisions for entry into the share register. Electronic postal addresses and any possible changes thereof are to be indicated in order to facilitate communication."

2) § 20 section 1 of the Articles of Association (Participation in the General Meeting) in the currently applicable version as well as in the version of the resolution under agenda item 6 of the Annual General Meeting on May 6, 2010 is to be revoked and completely reworded as follows:

"1. Only shareholders who are entered in the share register are authorised to participate in the General Meeting and exercise their voting rights. Furthermore, shareholders must have registered in due time. The registration must reach the Company at the address specified in the invitation not later than at least six days prior to the General Meeting. A shorter time period calculated in days for the registration may be stipulated"

in the invitation. The day of the General Meeting and the day of receipt shall not be counted."

- 3) § 20 section 3 of the Articles of Association shall be revoked. § 20 section 4 of the Articles of Association (if applicable, as resolved by the Annual General Meeting on May 6, 2010, under Agenda Item 6) becomes § 20 section 3 of the Articles of Association.
- 4)
 - a) In the resolution of the Annual General Meeting on May 6, 2010, on Agenda Item 10 under b) on the authorisation of the Executive Board to issue bonds with warrants and/or conversion bonds the words "*no-par-value bearer shares*" and "*no-par-value bearer share*" are replaced by "*registered no-par-value shares*" and "*registered no-par-value share*" respectively.
 - b) In the resolution of the Annual General Meeting on May 6, 2010, on Agenda Item 10, section c) on the Contingent Capital 2010 the words "*no-par-value bearer shares*" are replaced by "*registered no-par-value shares*".
 - c) In § 4 section 7 of the Articles of Association, as resolved by the Annual General Meeting on May 6, 2010, under Agenda Item 10, section d), the words "*no-par-value bearer shares*" are replaced by "*registered no-par-value shares*".
- 5) The Executive Board is instructed to file the resolutions in accordance with the aforementioned sections 1) through 3) with the commercial register subject to the provision that the entry with the commercial register is to be made simultaneously and irrespective of the entry of the resolutions passed under section 4).

The Executive Board is instructed to file the resolutions in accordance with the aforementioned sections e) through g) with the commercial register subject to the provision that the entry with the commercial register is to be made only after the entry of the resolutions in accordance with the aforementioned sections a) through d) and after the entry of the resolutions adopted by the Annual General Meeting on May 6, 2010 under Agenda Item 10 section c) on the Contingent Capital 2010 and under Agenda Item 10 section d) on the revocation and rewording of § 4 section 7 of the Articles of Association.

If there are no objections to the entry of the aforementioned section 2), then the resolution adopted under Agenda Item 6 section b) is not to be filed for entry.

[14] Appointment of the auditor and the Group auditor for the financial year 2010 as well as, if applicable, of the auditor for the review of the semi-annual financial report

Based on the recommendation by the Audit Committee, the Supervisory Board proposes to resolve as follows:

- a) KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, is appointed as auditor of the annual financial statements and consolidated financial statements for the financial year 2010.
- b) KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, is appointed for the audit review of the financial statements and interim management report for the first six months of the financial year 2010, if applicable.

REPORTS TO THE ANNUAL GENERAL MEETING ON THE AGENDA ITEMS 7, 10, 11 AND 12

Report of the Executive Board pursuant to §§ 203 section 2, sentence 2, 186 section 4, sentence 2 AktG concerning Agenda Item 7

Under Agenda Item 7, the Executive Board and the Supervisory Board propose cancelling the authorisation pursuant to § 4 section 4 of the Articles of Association to increase the nominal capital by May 28, 2011, subject to Supervisory Board approval, through the issuance of new shares against contributions in cash, if required while excluding subscription rights, by up to EUR 20,000,000 (Authorised Capital 2006), and to replace it with a new authorised capital. The Authorised Capital 2006 was not utilised.

Pursuant to §§ 203 section 2 sentence 2, 186, section 4 sentence 2 AktG, the Executive Board issues a written report on the authorisation to exclude subscription rights in connection with the newly-proposed authorised capital, which is released in full hereafter.

The proposed authorisation provides the possibility of excluding subscription rights for residual amounts and, in accordance with § 186 section 3 sentence 4 AktG, to exclude subscription rights if the new shares are issued against contributions in cash at a price not significantly below the stock market price of shares with the same features.

The authorisation to exclude subscription rights for residual amounts serves the purpose of attaining round subscription amounts when issuing new shares, while observing the statutory subscription rights of shareholders. Without the exclusion of the subscription rights for residual amounts, the technical implementation of the capital increase as well as the exercise of subscription rights would be considerably aggravated. The new residual amounts thus excluded from subscription rights of shareholders shall either be sold on the stock exchange or used in any other manner most favourable for the Company.

The authorisation to exclude subscription rights of shareholders when issuing the new shares at a value not significantly below the stock exchange value of shares with the same features, puts the management in the position to take advantage of opportunities to place new shares, arising on the basis of the respective stock market situation, quickly, flexibly as well as economically, i. e. without the time- and money-consuming exercise of subscription rights. The Company can particularly place the shares at the respective stock exchange value, i. e. without the deduction required in case of preservation of the subscription rights. § 186 section 2 AktG does provide the possibility, in case of a preservation of the subscription rights, to disclose only the basic details for the determination of the issue price, when publishing the subscription period, rather than the concrete issue price. Ultimately, in this case, the best

possible placement cannot be expected for the Company as the issue price has to be disclosed at the latest three days prior to the expiration of the subscription period. Moreover, when preserving the subscription rights, given the uncertainty of the exercise of such rights (subscription behaviour) the successful placement with third parties is endangered or may cause additional expenses. The authorisation to exclude subscription rights may therefore serve to attain the best possible reinforcement of the Company's equity in the interest of the Company and of the shareholders.

Furthermore, the Company is put in the position to attract new additional investor groups in Germany and abroad. Finally, the Company is given the possibility of taking advantage of market opportunities arising in the Company's areas of business quickly and flexibly and to meet capital requirements arising in this context on a very short-term basis, if necessary. There are no concrete plans at this time with regard to the new Authorised Capital 2010.

The issue price and the income thus accrued by the Company for the new shares will be based on the stock exchange price of the shares already circulating on the stock exchange and shall not be significantly below that price. It is thus ensured that no dilution occurs. In view of the liquid market for shares of the Company and of the limitation of the volume available for capital increases to a total of nearly 10% of the nominal capital, those shareholders interested in maintaining their current share ratio moreover may acquire at any time the respective number of shares of the Company through the stock exchange. The statutory subscription rights is therefore economically and practically of no value and function.

It is thereby ensured that, in compliance with the legal evaluation of § 186 section 3 sentence 4 AktG, the property interests as well as voting interests of the shareholders are protected appropriately in the event of a utilisation of the authorised capital, subscription rights excluded, while the Company, in the interest of the shareholders, is given further capacities to act.

The authorisation on the exclusion of subscription rights in accordance with § 186 section 3 sentence 4 AktG as described above, is limited to shares with a pro-rata amount not exceeding 10% of the nominal capital. Also the issue of other shares or rights granting subscription rights which were issued suspending shareholders' subscription rights pursuant to § 186 section 3 sentence 4 AktG, shall be calculated towards such 10%-limit. Overall, it is not possible to issue or grant more than a total of 10% of the respective nominal capital from the proposed authorised capital, any other possible amounts of authorised capital, following a repurchase or from conversion or subscription rights or conversion or subscription obligations deriving from bonds, while excluding subscription rights pursuant to or in accordance with § 186 section 3 sentence 4 AktG (i. e. by reference to the fact that the shares or the respective bonds are issued against compensation in cash and not significantly below the stock exchange value/market value), except for the Annual General Meeting resolving upon according new authorisations.

Report of the Executive Board to the Annual General Meeting pursuant to §§ 221 section 4 sentence 2, 186 section 4 sentence 2 AktG concerning Agenda Item 10

Under Agenda Item 10, cancelling the existing authorisation to issue bonds as well as the contingent capital and resolving upon a new authorisation to issue bonds with warrants and/or convertible bonds as well as upon a new contingent capital and to amend the Articles of Association accordingly is proposed to the shareholders.

Pursuant to §§ 221 section 4 sentence 2, 186, section 4 sentence 2 AktG, the Executive Board issues a written report on the authorisation to exclude subscription rights in connection with the newly-proposed authorisation, which is released in full hereafter.

The proposed authorisation to issue bonds with an aggregate face value of up to EUR 1,500,000,000 and to create the related contingent capital of up to EUR 36,000,000, in continuity of the authorisation adopted on May 11, 2006 and the corresponding Contingent Capital 2006, which shall be cancelled in accordance with the proposal of the management, shall maintain the Company's opportunities for financing its business activities and shall permit the Executive Board, with the consent of the Supervisory Board, to utilise financing opportunities more flexibly and in a more timely manner in the best interest of the Company - particularly in the event that the conditions on capital markets are favourable.

In general, the shareholders have a statutory rights to subscribe the bonds linked to option or conversion rights or obligations (§ 221 section 4 in conjunction with § 186 section 1 AktG). To the extent that shareholders are not granted direct subscription of the bonds, the Executive Board may utilise the opportunity to issue the bonds to a financial institution or a company equal by law and in the proposed resolution or a group or a syndicate of banks and/or such company bearing the obligation to offer these bonds to the shareholders in accordance with their subscription rights (indirect subscription rights as stipulated in § 186 section 5 AktG).

The exclusion of subscription rights for residual amounts resulting from the conversion ratio will make it possible to utilise the requested authorisation using round amounts. This will simplify the handling of the shareholder subscription rights. The exclusion of subscription rights in favour of the holders or creditors of option and conversion rights or obligations already issued has the advantage that the option or conversion price for the previously issued option or conversion rights or obligations will not need to be reduced, thus allowing a higher cash inflow. Thus, both cases of subscription rights exclusion will be in the best interest of both, the Company and its shareholders.

The issue price for the new shares must be equal to at least 80% of the price quoted on the stock exchange close to the time the bonds are issued. The prospect of charging a premium (which may increase over the term of the bonds) will provide an opportunity for adjusting the terms and conditions of the bonds in order to factor in the relevant capital market conditions at the time these securities are issued. In case of conversion duties or the Company's rights to delivery of shares, the option or conversion price may be close to the average price of the share of the Company before the issuance of the shares, even if this price is lower than the minimum price set out above. Thus, the Company is enabled to successfully place the bonds under the most favourable conditions possible for the Company while taking into consideration the market conditions at the time of issuance.

The Executive Board is further authorised, subject to Supervisory Board approval, to fully exclude the shareholders' subscription rights, if the bonds are issued against cash payment at a price which is not significantly below the market value of these bonds. This authorisation will provide the Company with an opportunity to exploit favourable market conditions quickly and on short notice and to gain - through a more timely assessment of the conditions - better terms and conditions in setting the interest rate, the option or conversion price and the issue price for the bonds. The ability to set conditions in accordance with the current market environment and to implement a smooth placement would not be possible if the subscription rights were maintained. § 186 section 2 AktG permits the subscription price to be published

(and thus, the terms and conditions of such bonds) up to the last but second day of the subscription period. Nevertheless, in view of the frequently observed volatility on the stock markets, a market risk will persist for several days, which leads to uncertainty discounts in setting the conditions of the bond and results in conditions which are not in tune with the market environment. Even if the subscription rights were retained, given the uncertainty of the exercise of such rights (subscription behaviour) the successful placement with third parties would be endangered or would trigger additional expenses. Finally, in granting subscription rights, the Company cannot - given the duration of the subscription period - react to positive or negative market conditions, and is instead exposed to declining share prices during the subscription period, which, in turn, could lead to less favourable opportunities for the Company to procure equity capital.

Pursuant to § 221 section 4 sentence 2 AktG, the provisions of § 186 section 3 sentence 4 AktG shall apply mutatis mutandis in the event that the subscription rights are completely excluded. The resolution must observe the parameters set forth in the aforementioned statutory provision, which limits the subscription rights exclusion to 10% of the nominal capital. The volume of the contingent capital, which, in this case, may only be provided to serve the purpose of backing up the option or conversion rights or obligations, may not exceed 10% of the nominal capital existing when the authorisation to exclude subscription rights in accordance with § 186 section 3 sentence 4 AktG becomes effective. By including an according specification in the authorisation resolution, it is guaranteed that even in case of a capital reduction, the 10% limit will not be exceeded as the authorisation to exclude the subscription rights may explicitly not exceed 10% of the nominal capital, neither at the point of becoming effective nor - in case this amount is lower - at the point of exercising the aforementioned authorisation. Treasury shares, which are sold in accordance with § 186 section 3 sentence 4 AktG while excluding the subscription rights, as well as any shares which are issued in accordance with § 186 section 3 sentence 4 AktG from an authorised capital while excluding the subscription rights, are attributed to and reduce this amount accordingly, if the sale or issuance is carried out during the term of this authorisation prior to an issuance of bonds, while excluding the subscription rights pursuant to § 186 section 3 sentence 4 AktG. § 186 section 3 sentence 4 AktG further provides that the issue price may not be significantly below the stock exchange price of the shares. This statutory provision is intended to ensure that there is no appreciable economic dilution of the share value. Whether such a dilutive effect would be triggered by issuing bonds, while excluding the subscription rights of the shareholders, can be assessed by calculating the hypothetical market value of the bonds using recognised financial mathematical models and then comparing such results with the issue price. If, after a thorough examination, this issue price is not significantly below the hypothetical stock exchange price at the time that the bonds are issued, then - in accordance with the meaning and purpose of § 186 section 3 sentence 4 AktG - the subscription rights may be excluded since the discount will be deemed merely insignificant. The resolution therefore provides that the Executive Board, prior to the issuance of the bonds, must conclude, following an examination, that the stipulated issue price intended for the bonds will not lead to any appreciable dilution of the share price as the price of the bonds is not significantly below the hypothetical market value computed using, in particular, recognised financial calculation methods. Such an effect would reduce the theoretical market value of a subscription rights to almost zero, meaning that the shareholders would thereby not suffer any appreciable economic detriment as a result of the subscription rights exclusion. This procedure ensures that there will be no appreciable dilution of the share value as a result of the subscription rights exclusion.

Moreover, the shareholders will always have an opportunity to maintain their share in the Company's nominal capital - even following the exercise of the option or conversion rights or the entering into subscription or conversion obligations - by simply purchasing the shares on the stock exchange. On the other hand, the Company's authorisation to exclude subscription rights will enable it to set terms which are consistent with the prevailing market conditions, to create the highest degree of certainty in its ability to place the securities with third parties, and to exploit favourable market conditions on short notice.

Report of the Executive Board pursuant to §§ 71 section 1 number 8, 186 section 4 sentence 2 AktG concerning Agenda Item 11

Under Agenda Item 11, the Executive Board and Supervisory Board propose that the Company be authorised, pursuant to § 71 section 1 number 8 AktG and in accordance with customary corporate practices, to repurchase its outstanding treasury shares up to a total of 10% of the nominal capital valid on May 6, 2010 when the resolution is adopted or – if this amount is lower – on the date on which the aforementioned authorisation was exercised.

The Executive Board gives a written report on this topic in accordance with §§ 71 section 1 number 8, 186 section 4 sentence 2 AktG. This report is published in full hereafter:

General

The existing authorisation to repurchase treasury shares pursuant to § 71 section 1 number 8 AktG in accordance with the resolution by the Annual General Meeting held on May 7, 2009 expires on November 6, 2010. Hence at the Annual General Meeting on May 6, 2010, a new authorisation is to be adopted and the existing one is to be cancelled.

This proposal for resolution takes into account the possibility of granting an authorisation to repurchase treasury shares for a duration of up to five years (instead of 18 months up to now) given by the ARUG. Hence, the unnecessary requirement to have the reserve authorisation annually renewed by the Annual General Meeting is omitted - as intended by the legislature.

The Supervisory Board may provide that transactions based on these authorisations may only be carried out subject to the approval of the Supervisory Board or one of its committees.

Repurchase

When repurchasing treasury shares, the principle of non-discrimination under § 53a AktG must be observed. The proposed repurchase of shares either via the stock exchange, through a public repurchase offer, through a public invitation to submit sale offers or the issuance of tender rights to shareholders adheres to this principle. If the public offer or public invitation to submit a sale offer is over-subscribed, i. e. in total more shares were offered to the Company for purchase than the Company is to buy, the acceptances must be done on a pro-rata basis. In such case, the ratio of the number of shares offered by individual shareholders is decisive. It is not relevant how many shares a shareholder, who offers shares for sale, is holding in total. Only the offered shares are for sale. In addition, a verification of the entire number of shares of individual shareholders is not practicable. Any rights of tender held by shareholders are partially excluded in such cases. The Company may provide for a preferred acceptance of smaller amounts of shares of up to 50 tendered shares per shareholder as well as a rounding of residual amounts in accordance with general commercial principles in such a case. These prospects are intended to avoid any residual amounts when establishing the percentages to be repurchased and any residual amounts and therefore serve to facilitate and simplify

technical settlement. Any tender rights of shareholders are therefore also partially excluded in this case.

Sale and Other Ways of Utilisation

Under the proposed authorisation, the Company's treasury shares, which it has repurchased from its shareholders, may either be redeemed and cancelled or resold through a public offer made to all shareholders in relation to the amount of shares held by them or through transactions on the stock exchange. With respect to the latter two possibilities of selling the repurchased treasury shares, the shareholders' right of non-discrimination will be respected during the sale. In the following cases, however, the Company shall have the possibility of excluding the subscription rights of shareholders or the subscription rights are excluded necessarily in accordance with §§ 71 section 1 number 8, 186 section 3 AktG:

- 1) Firstly, the Executive Board is authorised to exclude residual amounts from the subscription rights in case of an offer to all shareholders in order to achieve an even subscription ratio. Without subscription rights being excluded regarding possible residual amounts, the practical execution of the capital increase and the exercise of the subscription rights would be hindered considerably. The new residual amounts thus excluded from subscription rights of shareholders shall either be sold on the stock exchange or used in any other manner most favourable for the Company.
- 2) Furthermore, in compliance with the statutory regulation set forth in § 71 section 1 number 8 AktG, the proposed authorisation provides that the Executive Board may sell the repurchased treasury shares in a manner other than through a sale on the stock exchange or an offer made to all shareholders if the repurchased treasury shares are sold in exchange for cash payment in accordance with § 186 section 3 sentence 4 AktG at a price that as of the date of sale is not significantly below the stock market price for the Company's shares with the same features. The date of sale shall be considered the date of entering into the assignment agreement, even if such is still subject to the fulfillment of certain conditions. If the assignment is not preceded by a particular assignment agreement, the date of sale shall be the date of the assignment itself. This shall also apply if the assignment agreement specifies the date of assignment as relevant date. The final sales price for treasury shares will be established prior to the sale of the treasury shares. This possibility of selling treasury shares is limited to 10% of the nominal capital taking into account the calculations stipulated in the proposed resolution.

The prospect of selling treasury shares as described above is in the best interest of the Company and the shareholders since the sale of shares to institutional investors, for example, will attract additional domestic and foreign shareholders. In addition, the Company will then be in a position to restructure its own equity capital to meet its respective business needs and to react quickly and flexibly to a more favourable stock market environment. The property interests and voting rights interests of the shareholders will be respected. In view of the small volume of a maximum of 10% of the nominal capital, the shareholders will not suffer any detriment since the shares sold subject to the exclusion of the shareholders' subscription rights may be sold only at a price, which - as of the date of the sale - is not significantly below the stock market price for the Company's shares with the same features. Interested shareholders may, on approximately the same terms and conditions, purchase on the stock exchange the number of shares required to maintain their respective shareholding quota.

- 3) The Company shall also be able to offer its treasury shares as consideration in connection with mergers and (also the indirect) acquisition of companies, parts of companies or participations.

The price at which treasury shares are used in any such case will depend on the corresponding timing and respective circumstances of the individual case. When setting the price, the Executive Board and the Supervisory Board shall act in the best interests of the Company and, if possible, in line with the stock market price.

Historically, the Executive Board has continuously reviewed opportunities for the Company to purchase companies, parts of companies or participations in companies which are involved in the business of producing and selling sports or leisure goods or are otherwise involved in the business of the Company. The purchase of such participations, companies or parts of companies is in the Company's best interest if the purchase expectedly solidifies or strengthens the market position of the Group or allows for or facilitates the access to new business sectors. In order to be able to quickly and flexibly react to a legitimate interest of a seller or of the Company in a (part) payment in the form of shares of the Company for such acquisitions, the Executive Board must – to the extent that Authorised Capital cannot or should not be used – have the authority to grant treasury shares of the Company while excluding the shareholders' subscription rights. Since the volume of treasury shares will be limited and the shares shall be issued at a price that is based on the stock market price, if possible, the interested shareholders will have the opportunity, at about the same time as treasury shares are sold for the aforementioned purposes of acquiring companies, parts of companies or participations and the shareholders' subscription rights are excluded, to purchase additional shares on the stock exchange to a large extent on comparable terms and conditions.

Based on the aforementioned considerations, the Executive Board believes that the proposed authorisation to utilise treasury shares is in the best interest of the Company, which can in any individual case justify the exclusion of the shareholders' subscription rights. The concrete exclusion of subscription rights is decided upon on a case-by-case basis by the Executive Board taking into consideration the Company's interests in any specific transaction, the actual necessity for the (partial) granting of shares and the evaluation of the share and the contribution in kind.

- 4) Furthermore, the Company shall have the opportunity to use its treasury shares as (part) consideration for the transfer of intellectual property rights or intangible property rights of athletes, sports clubs and other persons, such as trademarks, names, emblems, logos and designs, to the Company or one of its subsidiaries for purposes of marketing the products of the Group. In addition, treasury shares shall serve as consideration for the direct or indirect acquisition of (possibly time-limited) rights of use (licences) in such rights by the Company. Moreover, the Company shall also be able to use its treasury shares for purchasing patents and patent licences, the exploitation of which would be in the Company's interest for purposes of marketing and developing existing or new products of the Group.

In the event that athletes, sports clubs or other persons holding rights in such intellectual property rights or intangible property rights are prepared to transfer or licence such rights only in exchange for (partial) granting of shares, or, in case of cash payments, only at significantly higher prices, or if the utilisation of the Company's shares for other

reasons is in the interest of the Company in such a case, the Company has to be in a position to react to such a situation in an appropriate way.

This may be the case, for example, whenever the Executive Board negotiates a sponsoring agreement with a sports club in Germany or abroad, which is intended to permit the Company to exploit the known names, emblems and/or logos of such club under a licence in order to help market the products of the Group.

Furthermore, the Executive Board considers it possible that there will be opportunities for the Company, in (partial) exchange for shares of the Company, to directly or indirectly purchase patents or licences for patent rights, the exploitation of which will be in the Company's best interest for the products that the Group currently has, is currently developing or planning to develop in the future.

The purchase of industrial/intangible property rights or of licences for such rights will be carried out either by the Company or by subsidiaries. If necessary, the purchase shall be made from companies or other persons to whom the relevant rights were assigned for exploitation. It is also conceivable that the granted consideration will consist of shares as well as cash (e.g. royalties) and/or other types of consideration.

The evaluation of the industrial/intangible property rights or the licences for such rights to be acquired by the Company directly or indirectly shall be carried out in accordance with market-oriented principles, if necessary, on the basis of an expert valuation. The evaluation of the shares to be granted by the Company shall be conducted taking the stock market price into consideration. Shareholders who wish to maintain their shareholding ratio in the Company may therefore do so through acquiring further shares through the stock exchange at essentially comparable conditions.

The (partial) granting of shares in the aforementioned cases will be in the best interest of the Company if the use and exploitation of the intellectual/intangible property rights or the licences based thereon promises advantages for the Company in the marketing and promotion and/or development of its products and a purchase of such rights in return for cash is not possible or is possible only at a higher price at a disadvantage to the Company's liquidity and cash flow.

Based on the aforesaid considerations, the Executive Board believes that the proposed authorisation for the utilisation of treasury shares is in the best interest of the Company and its shareholders, which can, in any individual case, justify the exclusion of the shareholders' subscription rights. The concrete exclusion of subscription rights is decided upon on a case-by-case basis by the Executive Board taking into consideration the Company's interests in any specific transaction, the actual necessity for the (partial) granting of shares, the proportionality while considering the shareholders' interests and the evaluation of the share and the contribution in kind.

- 5) Thus, the authorisation to repurchase and sell treasury shares in respect of such opportunities mentioned under the above sections 3) and 4) serves the same purposes as the Authorised Capital 2009/II in accordance with § 4 section 3 of the Articles of Association. The Company thus has the possibility of acquiring companies, parts of companies and participations as well as intellectual/intangible property rights or licences for such rights by using treasury shares either previously repurchased by the Company or new shares to be issued from the Company's authorised capital reserve. The Executive Board decides on a case-by-case basis whether to use shares for one of the purposes

mentioned and whether to use treasury shares repurchased on the basis of this authorisation or the Authorised Capital 2009/II under § 4 section 3 of the Articles of Association.

- 6) In addition, the Company shall have the opportunity to use its treasury shares to service subscription or conversion rights or obligations or the right to delivery of shares of the Company based on bonds issued by the Company or by any of its direct or indirect subsidiaries based on an authorisation by the Annual General Meeting.

The proposed resolution does not lead to the creation of a new or further authorisation to issue bonds. It merely serves the purpose of enabling the Company to service subscription rights or conversion rights or conversion obligations or the Company's rights to delivery of shares, which will be created on the basis of other authorisations granted by the Annual General Meeting, by using treasury shares instead of using the other intended amounts of Contingent Capital, provided, on a case-by-case basis and upon examination by the Executive Board and the Supervisory Board, such is in the interest of the Company. Subscription or conversion rights or conversion obligations, which are considered appropriate for servicing with treasury shares in accordance with the proposed authorisation, are based on (i) bonds which can be issued on the basis of the authorisation granted by the Annual General Meeting on May 6, 2010 based on the resolution proposed under Agenda Item 10 on the authorisation to grant bonds with warrants and/or convertible bonds in the future as well as on (ii) the bonds with warrants and convertible bonds issued based on a future authorisation by the Annual General Meeting.

- 7) § 87 AktG as amended by ARUG as well as the German Corporate Governance Code provides for variable compensation components for Executive Board members including i. a. also components on a perennial basis. It is recognised and generally common that, in this respect, also share-related components are taken into consideration.

The provision under section 3) of the proposed resolution enables the Supervisory Board to pay out management bonuses in the form of shares. As the authorisation may only be used provided a reasonable level of compensation is ensured (§ 87 section 1 AktG) and further provided that an appropriate legal and economic minimum waiting period is determined and that the shares shall be granted and assigned at the respective current stock market price, it is ensured that the shareholders' subscription right is excluded only to an appropriate extent and in the best interest of the Company. The Executive Board members, who receive shares as compensation on this basis, have an additional interest in achieving an increase in value of the Company expressed by the stock market price. They bear the price risk, as it is not permissible to dispose of or otherwise use the shares within the retention period. Thus, the Executive Board members participate in possible negative developments with their compensation. The same shall apply if the shares as part of the compensation are not immediately assigned but, with regard to the fact that there is no possibility of selling such shares anyway, are first only promised. Even then, the risk for the further stock market price development is borne by the respective Executive Board member.

At present, there are no concrete plans with regard to the utilisation of shares for a share bonus. It cannot be ruled out that this compensation instrument will be used by the Supervisory Board for the Executive Board in the future.

Further details are determined by the Supervisory Board within the scope of its legal responsibilities. It particularly decides whether, when and to what extent it will use the authorisation (§ 87 section 1 AktG). In view of the statutory distribution of responsibilities, the Supervisory Board, however, does not have the possibility as representative of the Company to acquire shares of the Company itself for the purpose of compensating the Executive Board or to ask the Executive Board to acquire such treasury shares on its behalf.

Report of the Executive Board pursuant to §§ 71 section 1 number 8, 186 section 4 sentence 2 AktG concerning Agenda Item 12

In addition to the report made under Agenda Item 11, the Executive Board also gives a written report in accordance with §§ 71 section 1 number 8, 186 section 4 sentence 2 AktG on the resolution proposed under Agenda Item 12, which is published in full hereafter:

In addition to the possibilities provided for under Agenda Item 11 to acquire treasury shares, the Company shall also be authorised to acquire treasury shares using particular equity derivatives. By doing this, the volume of shares that may be purchased will not be increased but simply a further alternative to purchase treasury shares will be available. This additional alternative will expand the Company's ability to structure the acquisition of treasury shares in a flexible manner.

For the Company it may be advantageous to purchase call options, sell put options or acquire shares using a combination of call and put options or other equity derivatives instead of directly acquiring shares of the Company. These acquisition alternatives are limited from the outset to 5% of the nominal capital existing on the date on which the resolution is adopted by the Annual General Meeting or – if this amount is lower – on the date on which the aforementioned authorisation was exercised. The term of the options may not exceed 18 months and must furthermore be chosen in such a way that the shares are acquired upon the exercise of the options no later than May 5, 2015. Thus, it is guaranteed that the Company will not repurchase any treasury shares after expiration of the authorisation to repurchase treasury shares valid until May 5, 2015 - subject to a new authorisation.

When agreeing a call option, the Company obtains the right against payment of an option premium to, prior to a deadline or at a certain point of time, purchase shares of the company the number of which had been agreed in advance at a specific price (strike price) from the respective seller of the option, the option writer. The exercise of the call option is principally sensible from the Company's point of view if the stock exchange rate of the share is higher than the strike price as it can then purchase the shares at a lower price from the option writer than on the market. The same shall apply if, by exercising the option, a block of shares is acquired which could otherwise only have been acquired for a higher price. In addition, the Company's liquidity is preserved when using call options as the strike price for the shares only needs to be paid upon exercise of the call option. These aspects may, in individual cases, justify that the Company utilises call options for a planned repurchase of treasury shares. The option premium must be determined in close conformity with the market - also considering i. a. the strike price, the term of the option and the volatility of the share - corresponding in essence to the same value as the call option. From the Company's perspective, when exercising a call-option, the consideration to be paid for the acquisition of the shares is reduced by the option premium already paid.

When selling put options, the Company gives the respective holder of put options the right to, within a certain time period or a certain point of time, sell shares of the Company to the Company at a price specified in the put option conditions (strike price). In return for the obligation to acquire treasury shares in accordance with the put option, the Company shall receive an option premium which has to be established again in close conformity with market conditions, i. e. which basically corresponds to the value of the put option taking into consideration, i. a. the strike price, the option term and the volatility of the shares. For the option holder, the exercise of a put option principally makes economic sense only if the stock market price of the shares, at the time of exercise, is below the strike price because the option holder can then sell the shares to the Company at a higher price than he can achieve at the market. The Company, however, can protect itself at the market against too high risks from the development of the exchange rate. The share buyback using equity derivatives is advantageous for the Company as the Company may specify a certain strike price already when concluding the option transaction, whereas liquidity will not flow out until the date the options are exercised. From the Company's perspective the consideration to be paid for the acquisition of the shares is reduced by the option premium already collected. If the option holder does not exercise the options, particularly because the share price on the date or during the time period of the exercise exceeds the strike price, the Company, although unable to acquire any treasury shares, still finally keeps the option premium received without any further consideration.

The consideration to be paid by the Company for the shares using options is the respective strike price (excluding incidental purchasing costs but considering the received and paid option premium). The strike price may be higher or lower than the stock market price of the share of the Company on the day of the conclusion of the option transaction and on the day of the acquisition of the shares upon exercise of the option. It may however not be more than 10% higher or 20% lower than the average stock market price for the Company's shares as established in the opening auction of the electronic trading system on the Frankfurt Stock Exchange on the day of conclusion of the respective the option transaction. The Company may also conclude equity derivatives providing for a delivery of shares with a reduction on the weighted average stock market price. The obligation to execute option transactions and other equity derivatives solely with one or more financial institution(s) or such companies while ensuring that the options and other equity derivatives are only serviced with shares acquired under observance of the principle of non-discrimination is designed to rule out any disadvantages for shareholders in the event of share buybacks using equity derivatives. In accordance with the legal provisions under § 71 section 1 number 8 AktG, the principle of non-discrimination is satisfied if the shares are acquired through the stock exchange at the stock market price of the Company's shares valid at the time of the acquisition through the stock exchange. As the price for options (option price) is determined in close conformity with market conditions, the shareholders not involved in the option transactions do not suffer any loss in value. On the other hand, the possibility of using equity derivatives enables the Company to make use of short-term market opportunities and to execute the appropriate option transactions or other equity derivatives. Any rights of shareholders to conclude such option transactions or other equity derivatives with the Company as well as any tender rights of shareholders are excluded. Such exclusion is necessary to enable the Company to use equity derivatives in connection with the repurchase of treasury shares and to achieve the advantages resulting from such use. A conclusion of the relevant equity derivatives with all shareholders is not feasible.

Having carefully weighed the interests of shareholders and of the Company, and given the advantages to the Company that may result from the use of put options, call options, a

combination of put and call options or other above-mentioned equity derivatives, the Executive Board considers the authorisation for the non-granting or restriction of shareholders' rights to conclude such equity derivatives with the Company or to tender their shares to be generally justified.

With regard to the utilisation of treasury shares repurchased based on equity derivatives, there is no difference to the possibilities of utilisation proposed under Agenda Item 11. Regarding the justification of the exclusion of the shareholders' subscription rights when utilising shares, please see the report by the Executive Board on Agenda Item 11.

DOCUMENTS PERTAINING TO THE ANNUAL GENERAL MEETING; PUBLICATION ON THE COMPANY'S WEBSITE

The approved consolidated financial statements and Group management report as at December 31, 2009, the adopted annual financial statements and management report of adidas AG for the financial year 2009, the Explanatory Report of the Executive Board on the Disclosures pursuant to §§ 289 sections 4 and 5, and 315 section 4 HGB, the Supervisory Board Report for 2009, the Executive Board's proposal on the appropriation of retained earnings as well as the Executive Board reports on Agenda Items 7, 10, 11 and 12, which are printed above in their complete form, are available on the Company's website on www.adidas-Group.com/agm as of the date of convocation of the Annual General Meeting and until the conclusion thereof. The documents are also available for inspection at the Annual General Meeting of adidas AG.

In addition, the aforementioned documents will be available for inspection at the Company's business premises as of the date of convocation of the Annual General Meeting. All shareholders will be sent a free copy of these documents without delay upon request.

The information and documents outlined in § 124a AktG are also accessible on the Company's website www.adidas-Group.com/agm as of the day of convening the Annual General Meeting.

PRECONDITIONS FOR PARTICIPATION IN THE GENERAL MEETING AND THE EXERCISE OF VOTING RIGHTS

Shares entitling to participation and granting voting rights

As at the date of convocation of the Annual General Meeting, the Company's nominal capital amounted to EUR 209,216,186 divided into 209,216,186 no-par-value bearer shares (shares). Each share grants one vote. As at the date of convocation of the Annual General Meeting, the Company does neither directly nor indirectly hold any treasury shares. Therefore, as at the date of convocation the total number of shares which are entitled to participate in and vote at the Annual General Meeting amounts to 209,216,186 shares.

Registration and proof of share ownership

In accordance with § 20 of the Company's Articles of Association, only those shareholders are entitled to participate in the General Meeting and exercise their voting rights who have registered with the Company under the following address and who have submitted a special record of share ownership issued by the depository to the Company to the following address:

adidas AG
c/o Commerzbank AG
WASHV dwpbank AG
Wildunger Straße 14
60487 Frankfurt am Main, Germany

Fax No.: +49 (0) 69 5099-1110

E-Mail: hv-eintrittskarten@dwpbank.de

The record shall refer to the beginning of April 15, 2010 (00:00 hrs CEST) (Record Date). The registration must reach the Company together with the record not later than the end of April 29, 2010 (24:00 hrs CEST) at the above-mentioned address. The registration and share ownership record have to be submitted in written form in either English or German. The Company is entitled, in case of doubt about the correctness or authenticity of the record, to demand an additional appropriate form of evidence. If this is not submitted at all or not in a suitable form, the Company may reject the shareholder.

Following the due receipt of the registration and of the record of share ownership, the entrance tickets for the Annual General Meeting will be sent to the shareholders. To ensure the timely receipt of the entrance tickets, we kindly ask our shareholders to request their depository to issue an entrance ticket for the participation in the Annual General Meeting in due time. The depository will take care of the necessary registration for the Annual General Meeting and the record of the share ownership.

Record Date and disposition of shares

The only persons who will be treated as shareholders in relation to the Company and who may therefore attend the meeting or exercise their voting rights are those shareholders who have furnished proof. Solely the proven shareholding of the shareholder as at the record date is decisive for the authorisation to participate and for the extent of the voting rights.

The shares will neither be blocked with the elapsing of the record date nor when registering for the Annual General Meeting. Thus, shareholders may continue to dispose of their shares at their discretion even on and after the record date or after having registered. Such disposition does not have any impact on the authorisation to participate or on the extent of the voting right. The same is applicable for a purchase or further purchase after the record date. Persons who purchase shares for the first time after the record date are not eligible to participate. Yet, the record date is irrelevant for the entitlement to dividends.

VOTING PROCEDURE

Shareholders may exercise their voting rights through authorisation of a bank, a shareholders' association or any other person of their choice. For issuing the power of representation, written form is sufficient. If the powers of representation are granted to a bank, a shareholders' association or persons, institutes or companies being of equal status with regard to the exercise of voting rights in accordance with § 135 section 8 or §§ 135 section 10, 125 section 5 AktG, the requirements of the power of representation are based on the legal regulations stipulated in § 135 AktG, i. e. in particular that the power of representation needs to be verifiably kept, and on the particulars of the respective authorised persons to be inquired of the respective authorised person.

As special service, we offer to our shareholders as in the past, the possibility of authorising the proxies appointed by the Company to represent them at the Annual General Meeting in accordance with their voting instructions. For this purpose, a power of representation and instructions on how to exercise the voting rights have to be given to these proxies. In this context, it must be pointed out that neither prior to, nor during the Annual General Meeting, the proxies may accept voting instructions on motions. They are only able to vote on agenda items they have been given voting instructions for by the shareholders.

Powers of representation and voting instructions to the proxies appointed by the Company must be reached in writing or by facsimile at the following address by May 5, 2010, 24:00 hrs CEST at the following address:

adidas AG
Group Legal/Corporate
Adi-Dassler-Platz 1-2
91074 Herzogenaurach, Germany

Fax No.: +49 (0) 9132 84-3219

In accordance with the procedure determined by the Company, after their registration, shareholders may also grant powers of representation and voting instructions to the proxies nominated by the Company electronically via Internet, subject to technical availability of the website, at the address www.adidas-Group.com/agm until the end of the general debate. The power(s) and instructions granted via Internet can still be changed during the course of the Annual General Meeting, subject to technical availability of the website, also until the end of the general debate. When granting powers and voting instructions via the Internet, it is however not possible to participate in a potential voting on possible motions, proposals or other motions not disclosed to the Annual General Meeting by the Company in advance. Likewise, it is not possible to give voting instructions on such items.

Those shareholders who wish to grant a power of representation to a person of their choice, a bank, a shareholders' association or another person equal pursuant to § 135 section 8 or §§ 135 section 10, 125 section 5 AktG or to the proxies appointed by the Company also require an entrance ticket to the General Meeting. Hence, they need to register for participation in due time. The entrance ticket contains a form which can be used for the granting of a power of representation. This form can also be found on the Internet on www.adidas-Group.com/agm. The proof of authorisation can be sent to the Company until May 5, 2010, 24:00 hrs CEST by email at the following address: agm-service@adidas-Group.com. For the form of such powers of representation and the proof of authorisation of banks, shareholders' associations or persons, institutes or companies being of equal status in accordance with § 135 section 8 or §§ 135 section 10, 125 section 5 AktG, particulars may be applicable which need to be inquired of the persons to whom the powers of representation are granted.

In case shareholders grant powers of representation to more than one person, the Company may reject one or more of these persons.

Further details on the participation in the Annual General Meeting as well as on the granting of powers and instructions will be sent to the shareholders together with the entrance tickets. The relevant information can be found on the Internet on www.adidas-Group.com/agm.

ONLINE TRANSMISSION OF THE GENERAL MEETING

The Company's shareholders as well as any interested person may follow the Annual General Meeting on May 6, 2010 from 10:30 hrs CEST in its full length live online on www.adidas-Group.com/agm, subject to technical availability. A recording of the speech of the Chairman of the Executive Board will be available on the Company's website after the Annual General Meeting. Furthermore, promptly following the General Meeting, the presentations held during the General Meeting as well as the results of the votes can be found on the Company's website.

SUPPLEMENTARY ITEMS FOR THE AGENDA (pursuant to § 122 section 2 AktG)

Shareholders whose shares correspond to 5% of the nominal capital or the pro-rata amount in the nominal capital of EUR 500,000 can request that items are added to the agenda and published accordingly. Each new item must be accompanied by an explanatory statement or a proposed resolution. Such request must have reached the Company by April 5, 2010, 24:00 hrs CEST in writing at the following address:

adidas AG
Group Legal/Corporate
Adi-Dassler-Platz 1-2
91074 Herzogenaurach, Germany

or by e-mail including the name of the applicant and a qualified electronic signature at: agm-service@adidas-group.com. Applicants must prove that they have been in possession of the sufficient amount of shares for a period of at least three months as stipulated by law (§§ 122 section 2, 122 section 1 sentence 3, 142 section 2 sentence 2 AktG as well as § 70 AktG) and that they have been in possession of the shares until the decision on posting the application has been passed.

COUNTERMOTIONS AND NOMINATIONS SUBMITTED BY SHAREHOLDERS (pursuant to §§ 126 section 1, 127 AktG)

Counter motions by shareholders on particular items of the agenda or suggestions by the shareholders on the appointment of the auditor are made accessible on the Internet at www.adidas-Group.com/agm including the shareholder's name, the explanatory statement and a possible statement by the management insofar as the following requirements are met:

Any counter motions concerning a proposal of the Executive Board and/or of the Supervisory Board on a specific agenda item as well as any proposals for appointments must be received by the Company by April 21, 2010, 24:00 hrs CEST. They need to be sent while proving share ownership exclusively to:

adidas AG
Group Legal/Corporate
Adi-Dassler-Platz 1-2
91074 Herzogenaurach, Germany

Fax No.: +49 (0) 9132 84-3219
E-Mail: agm-service@adidas-Group.com

Counter motions or nominations addressed otherwise or such not having reached the Company in time cannot be considered.

Counter motions must be reasoned. A counter motion does not need to be made accessible by the Company if one of the facts of exclusion in accordance with § 126 section 2 AktG exists. The respective facts of exclusion are outlined on the Internet on www.adidas-Group.com/agm. The explanatory statement does not need to be made accessible if the entire document consists of more than 5,000 characters.

Shareholders' proposals on the appointment of the auditor do not need to be reasoned. A proposal for an appointment does not need to be made accessible by the Company if one of the facts of exclusion in accordance with §§ 127 sentence 1, 126 section 2 AktG exists. The respective facts of exclusion are outlined on the Internet on www.adidas-Group.com/agm. In addition, proposals on the appointment of the auditor will also not be made accessible if they do not contain the full name, the exercised profession and the place of residence of the nominee (§ 127 sentence 3 AktG). In all other respects, the above provisions and regulations on making counter motions accessible shall apply *mutatis mutandis*.

The right of each shareholder to issue counter motions on various agenda items or make proposals for candidates during the Annual General Meeting, also without prior submission to the Company, remains unaffected. We would like to point out that counter motions and proposals for candidates which have been submitted to the Company in advance will only be considered at the Annual General Meeting if they are issued orally at the meeting.

SHAREHOLDERS' RIGHTS TO INFORMATION (pursuant to § 131 section 1 AktG)

At the Annual General Meeting, every shareholder or shareholder representative may request information on matters of the Company from the Executive Board insofar as this information is required for the appropriate judging of the agenda item (§ 131 section 1 AktG). The right to information also extends to the legal and business relations of the Company to an affiliated company as well as the business situation of the Group and the companies included in the consolidated financial statements. Requests are in general made orally at the Annual General Meeting during the general debate.

The information must conform to the principles of conscientious and truthful accountability. Pursuant to requirements as stipulated under § 131 section 3 AktG, the Executive Board may refuse to provide information. An overview of these reasons pursuant to which the Executive Board may refuse to give information can be found on the website www.adidas-Group.com/agm. In accordance with § 22 section 2 of the Articles of Association, the chairman of the meeting can limit the shareholders' right to speak to an appropriate time limit. At the beginning of the General Meeting or during its course, s/he is in particular authorised to set an appropriate time frame for the entire course of the General Meeting, for individual agenda items or for individual questions or statements.

Herzogenaurach, March 2010

adidas AG
The Executive Board