

**- Non-binding convenience translation  
of the original German language version -**

**Annual General Meeting on 12 April 2018**

**PUMA SE  
Registered Seat: Herzogenaurach**

- Securities Registration Number [Wertpapierkennnummer] 696960 -  
- ISIN DE0006969603 -

**Invitation**

The shareholders of our Company are hereby invited to attend the

**Annual General Meeting**

on 12 April 2018, at 12.00 am

at the PUMA Brand Center, PUMA Way 1, 91074 Herzogenaurach, Germany.

**Agenda**

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- 1. Presentation of the adopted Annual Financial Statements of PUMA SE and the approved Consolidated Financial Statements for 31 December 2017, the combined Management Report for PUMA SE and the PUMA Group (including the explanatory report of the Administrative Board to disclosures required under the takeover law) and the report of the Administrative Board for the 2017 financial year**

The above mentioned documents are available on the Company's website at <http://about.puma.com>, under INVESTORS/ANNUAL SHAREHOLDERS MEETING, from as of the day of the convening of the Annual General Meeting. They will also be available for inspection by the shareholders during the Annual General Meeting, as well as being electronically accessible via information terminals. Upon request, a copy of the documents will be sent to each shareholder immediately and free of charge.

Pursuant to the statutory provisions, no resolution is planned for this agenda item as the Administrative Board has already approved the Annual and Consolidated Financial Statements; the Annual Financial Statements are thus adopted.

## **2. Resolution on the appropriation of retained earnings**

The Administrative Board proposes that the retained earnings of PUMA SE from the past financial year 2017 in the amount of EUR 268,041,587.60 be used as follows:

a)	Distribution of a dividend of EUR 12.50 per dividend-bearing share for 14,946,356 shares	EUR 186,829,450.00
b)	Carried forward to new account	EUR 81,212,137.60
		=====
		EUR 268,041,587.60

The proposal for the appropriation of profits takes into account 136,108 company shares directly or indirectly held by the Company at the time of the proposal which are not entitled to dividends pursuant to § 71b of the German Stock Corporation Act (*Aktiengesetz - AktG*)<sup>1</sup>. The amount attributable to company shares will be carried forward to new account.

The number of shares entitled to dividends may decrease or increase until the Annual General Meeting. In this case, the Administrative Board will submit an adjusted proposal for the appropriation of profits to the Annual General Meeting with an unchanged distribution of EUR 12.50 per dividend-bearing share.

Pursuant to § 58(4) sentence 2 AktG, the entitlement to the dividend is due on the third business day following the resolution of the Annual General Meeting. The dividend will therefore presumably be paid on 17 April 2018.

## **3. Resolution on the discharge of the members of the Administrative Board for the 2017 financial year**

The Administrative Board proposes to grant the acting members of the Administrative Board in the 2017 financial year discharge for this period.

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<sup>1</sup> The provisions of the German Stock Corporation Act (AktG) apply to the company as per Articles 9(1)(c)(ii) and 10 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE), unless indicated otherwise in the special provisions of the SE Regulation.

**4. *Resolution on the discharge of the Managing Directors for the 2017 financial year***

The Administrative Board proposes to grant the acting Managing Directors in the 2017 financial year discharge for this period.

**5. *Appointment of the annual auditor and the group auditor for the financial year 2018***

On the recommendation of its Audit Committee, the Administrative Board proposes that

Deloitte GmbH Wirtschaftsprüfungsgesellschaft  
Rosenheimer Platz 4  
81669 Munich  
Germany

shall be appointed as annual auditor and group auditor for the financial year 2018.

Both the recommendation of the Audit Committee to the Administrative Board and the proposal of the Administrative Board are free from undue influence by third parties. Nor were there any regulations which would restrict the choice of selecting a specific annual auditor or a specific audit firm to conduct the statutory audit.

Before submitting the nomination, the Administrative Board has obtained the declaration of Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, for its independence provided for in the German Corporate Governance Code.

**6. *Amendments to the Articles of Association with regard to the change from the monistic to the dualistic management system***

The Administrative Board proposes to replace the existing monistic management system of the company with the Administrative Board as a single management and control body with the dualistic management system consisting of the Management Board as the management body and the Supervisory Board as the supervisory body, and to amend the Articles of Association accordingly.

The majority shareholder of the Company, Kering S.A., has announced that it will propose to the Annual General Meeting of Kering S.A. which shall take place on 26 April 2018, to distribute a portion of the shares it holds in PUMA, which represents approximately 70% of the share capital of PUMA SE, by way of a dividend in kind to the Shareholders of Kering S.A.. If the Annual General Meeting of Kering S.A. approves this proposal, the free float of the PUMA shares will rise to around 55% as a result of the transaction. The proposed change in the PUMA SE management system is, in substance, linked to the expected increase

in free float and should therefore only be implemented if the distribution of the PUMA Shares by Kering S.A. actually takes place.

The change of the management system requires an adaptation of the Articles of Association of PUMA SE to the dualistic system. In particular, the previous statutory powers of the Administrative Board are to be allocated to the Management Board and the Supervisory Board as future bodies of PUMA SE in accordance with the statutory division of powers in the dualistic system. The full text of the Articles of Association of PUMA SE in the new version to be adopted is reproduced below. A comparative version showing the changes resulting from the new version in comparison with the currently valid version of PUMA SE is available electronically on company's website at the following address: <http://about.puma.com/de/investor-relations/shareholders/annual-general-meeting-2018>.

The Administrative Board proposes to adopt the following amendments to the Articles of Association:

- a) As of the date of entry of the amendments to the Articles of Association mentioned under b) in the Commercial Register the monistic management system of the company shall be replaced by the dualistic management system.
- b) In order to implement the change of the management system, the Articles of Association are amended and reworded as follows:

„Articles of Association  
PUMA SE

## CHAPTER I. GENERAL PROVISIONS

### § 1

#### NAME, REGISTERED OFFICE AND FISCAL YEAR

- 1.1 The Company is a European Stock Corporation (*Societas Europaea*). The business name of the Company is PUMA SE.
- 1.2 The Company's registered office is in Herzogenaurach, Germany.
- 1.3 The Company's financial year is the calendar year.

### § 2

#### OBJECT OF THE COMPANY

- 2.1 The object of the Company is the production and merchandising of shoes, apparel and sporting equipment of all kinds.
- 2.2 The Company is entitled to enter into all transactions and undertake all acts and measures that relate to its object or that appear appropriate to directly or indirectly serve its object. The Company is entitled to establish branches in Germany or abroad and establish or acquire

other companies or interests in other companies and may hold and manage them or restrict itself to the administration of its investments. The Company may enter into joint venture or co-operation agreements, may place all or part of its business operations into affiliated companies and may enter into company agreements (*Unternehmensverträge*). The Company may restrict its activities to a portion of its object referred to in para. 1.

### **§ 3 ANNOUNCEMENTS**

Announcements of the Company shall be published in the German Federal Gazette (*Bundesanzeiger*), unless otherwise required by law. Information to owners of Company's securities that are listed on a securities exchange may also be transmitted by way of electronic media.

## **CHAPTER II. SHARE CAPITAL AND SHARES**

### **§ 4 SHARE CAPITAL**

- 4.1 The Company's share capital amounts to EUR 38,611,107.84 and is divided into 15,082,464 no par-value shares (*Stückaktien*). The share capital was provided by way of conversion of Puma AG Rudolf Dassler Sport into a European Stock Corporation (SE).
- 4.2 The Management Board shall be authorized with approval of the Supervisory Board, to increase the share capital of the Company by up to EUR 15,000,000.00 by issuing, once or several times, new no par-value bearer shares against contributions in cash and/or kind until 11 April 2022 (Authorized Capital 2017). In case of capital increases against contributions in cash, the new shares may be acquired by one or several banks, designated by the Management Board, subject to the obligation to offer them to the shareholders for subscription (indirect pre-emption right).

The shareholders shall generally be entitled to pre-emption rights. However, the Management Board shall be authorized with approval of the Supervisory Board, to partially or completely exclude pre-emption rights

- to avoid peak amounts;
- in case of capital increases against contributions in cash if the pro-rated amount of the share capital attributable to the new shares for which pre-emption rights have been excluded does not exceed 10% of the share capital and the issue price of the newly created shares is not significantly lower than the relevant exchange price for already listed shares of the same class, Section 186 (3) sentence 4 of the German Stock Corporation Act (Aktiengesetz, AktG). The 10% limit of the share capital shall apply at the

time of the resolution on this authorization by the Annual General Meeting as well as at the time of exercise of the authorization. Shares of the Company (i) which are issued or sold during the term of the Authorized Capital 2017 excluding shareholders' pre-emption rights directly or respectively applying Section 186 (3) sentence 4 AktG or (ii) which are or can be issued to service option and convertible bonds applying Section 186 (3) sentence 4 AktG while excluding shareholders' pre-emption rights during the term of the Authorized Capital 2017, shall be counted towards said limit of 10%.

- in case of capital increases against contributions in cash insofar as it is required to grant pre-emption rights regarding the Company's shares to holders of option or convertible bonds which have been or will be issued by the Company or its direct or indirect subsidiaries to such an extent to which they would be entitled after exercising option or conversion rights or fulfilling the conversion obligation as a shareholder;
- in case of capital increases against contributions in kind for carrying out mergers or for the (also indirect) acquisition of companies, participation in companies or parts of companies or other assets including intellectual property rights and receivables against the Company or any companies controlled by it in the sense of Section 17 AktG.

The total amount of shares issued or to be issued based upon this authorization while excluding shareholders' pre-emption rights may neither exceed 20% of the share capital at the time of the authorization becoming effective nor at the time of exercising the authorization; this limit must include all shares which have been disposed of or issued or are to be issued during the term of this authorization based on other authorizations while excluding pre-emption rights or which are to be issued because of an issue of option or convertible bonds during the term of this authorization while excluding pre-emption rights. The Management Board with the approval of the Supervisory Board shall be entitled to determine the remaining terms of the rights associated with the new shares as well as the conditions of the issuance of shares.

## **§ 5 SHARES**

- 5.1 The shares of the Company are bearer shares (*Inhaberaktien*).
- 5.2 In case of a capital increase, the participation of the new shares in profits of the Company may be determined divergent from the provisions of Section 60 AktG.

- 5.3 The right of the shareholders to have their shares certificated is excluded. The Management Board, with approval of the Supervisory Board, determines form and content of the global share certificate.

### **CHAPTER III. CORPORATE GOVERNANCE SYSTEM**

#### **§ 6 DUALISTIC CORPORATE GOVERNANCE SYSTEM, CORPORATE BODIES**

- 6.1 The Company shall have a dualistic management and supervisory system consisting of a management board (Management Board) and a supervisory body (Supervisory Board).
- 6.2 The Company's corporate bodies are
- the Management Board (*Vorstand*)
  - the Supervisory Board (*Aufsichtsrat*) and
  - the General Meeting (*Hauptversammlung*).

### **CHAPTER IV. THE MANAGEMENT BOARD**

#### **§ 7 COMPOSITION OF THE MANAGEMENT BOARD**

- 7.1 The Management Board shall consist of two members in the minimum. The Supervisory Board determines the number of members in the Management Board, and appoints and dismisses members of the Management Board. It may appoint deputy members of the Management Board and appoint a member of the Management Board as chairperson of the Management Board.
- 7.2 Members of the Management Board are appointed by the Supervisory Board for a maximum term of five years. Re-appointments, in each case for a maximum of five years, are permissible.

#### **§ 8 RESOLUTIONS**

- 8.1 Unless otherwise prescribed by mandatory law, the Management Board has a quorum if more than half of its members, including the chairperson or another member designated by him, participate in the passing of resolutions. Absent members of the Management Board may cast their vote in writing, by telephone, telefax or other means of electronic media. Absent members shall be notified about the resolutions passed without undue delay.

- 8.2 Resolutions of the Management Board are passed by a majority of votes unless otherwise prescribed by mandatory law. If a chairperson of the Management Board is appointed and the Management Board consists of more than three members, his or her vote shall be decisive in the event of a tie.
- 8.3 The Supervisory Board shall adopt rules of procedure for the Management Board; the respective resolution requires a majority of two-thirds of the votes cast. The same applies to resolutions amending the rules of procedure.

## **§ 9**

### **REPRESENTATION OF THE COMPANY**

- 9.1 The Company is legally represented by two members of the Management Board or by one member of the Management Board in conjunction with an authorized signatory (*Prokurist*).
- 9.2 The Supervisory Board may determine that individual or all members of the Management Board are authorized to represent the Company individually.
- 9.3 The Supervisory Board may also exempt individual or all members of the Management Board in general or in individual cases from the prohibition of multiple representation of Section 181 2nd Alternative of the German Civil Code (*Bürgerliches Gesetzbuch, BGB*); Section 112 AktG remains unaffected.

## **CHAPTER V.**

### **THE SUPERVISORY BOARD**

## **§ 10**

### **COMPOSITION AND ELECTION OF THE SUPERVISORY BOARD**

- 10.1 The Supervisory Board consists of six members, of which four members are shareholder representatives and two members are employee representatives.
- 10.2 The shareholders' representatives are elected by the General Meeting without being bound by election proposals. The employees' representatives shall be elected by the General Meeting of shareholders on the proposal of the employees in accordance with the agreement on the involvement of the employees in the SE concluded in accordance with the SE Participation Act (*Gesetz über die Beteiligung der Arbeitnehmer in einer Europäischen Gesellschaft, SEBG*). The General Meeting is bound by the proposals for the appointment of employee representatives. If an agreement concluded in accordance with the SEBG on the involvement of employees in the SE provides for a different appointment procedure for the employee representatives on the Supervisory Board, the employee representatives are not



appointed by the General Meeting but in accordance with the agreed appointment procedure.

## **§ 11 TERM OF OFFICE**

- 11.1 Members of the Supervisory Board are appointed for the period up to the end of the General Meeting which resolves on the ratification for the fourth financial year after the office term begins, whereby the financial year in which the term of office begins is not counted. In any case, the term of office ends after six years at the latest. Re-appointments are permissible.
- 11.2 If a member of the Supervisory Board who was elected as shareholder representative at the General Meeting resigns from the Supervisory Board before the end of his or her term of office, a new member shall be elected at the next General Meeting. The term of office of the newly elected member shall be valid for the remainder of the term of office of the departing member. The same shall apply to the term of office of employee representatives who are newly appointed for employees' representatives who resigned prematurely.
- 11.3 The General Meeting may appoint substitute members for the Supervisory Board members to be elected by it as shareholder representatives, who shall become members of the Supervisory Board in an order to be determined at the time of election, if shareholder representatives cease to be members before the end of their term of office. The same applies to the appointment of substitute members for employee representatives; the General Meeting is bound by the employees' proposals. Section 10.2 sentence 4 (priority of the agreement on co-determination) shall also apply to this extent.
- 11.4 The term of office of the substitute member shall be limited for representatives of the shareholders to the time until the end of the General Meeting in which an election pursuant to paragraph 2 takes place, in the case of employee representatives to the time until the beginning of the term of office of the employee representative who was newly appointed for the prematurely dismissed employee representative, but at most for the remainder of the respective term of office of the replaced member.
- 11.5 Every member of the Supervisory Board and substitute member may also resign from office without good cause by giving notice in writing to the chairperson of the Supervisory Board - or, in the event of resignation from office by the chairperson to his deputy - one month in advance. The chairperson of the Supervisory Board or, in the event of resignation by the chairperson of the Supervisory Board, his deputy may shorten the period of notice or waive compliance with it. The right to resign from office for important reasons shall remain unaffected. The dismissal of a shareholder representative from the Supervisory Board requires a simple majority of the votes cast.

## **§ 12 CHAIRPERSON OF THE SUPERVISORY BOARD**

- 12.1 Following the Annual General Meeting at which the Supervisory Board members to be elected by the Annual General Meeting were newly elected, a Supervisory Board meeting is held for which no special invitation is required. At this meeting (*konstituierende Aufsichtsratssitzung*), the Supervisory Board elects a chairperson and a deputy chairperson from among its members for the duration of its term of office. In the election of a chairperson, the oldest representative of the shareholders in terms of age shall preside.
- 12.2 If the chairperson or his deputy resigns prematurely from office, the Supervisory Board must elect a new member without delay.
- 12.3 Subject to other provisions in these Articles of Association, the chairperson's deputy has the same rights as the chairperson in all cases where he/she acts on behalf of the chairperson due to him/her being unable to fulfil his/her duties..

## **§ 13 MEETING AND VOTING**

- 13.1 Supervisory Board meetings shall be convened by the chairperson in writing, by fax or email, under submission of its agenda, with a period of notice of at least fourteen days, stating the venue, the time and the agenda of the meeting. The day of the convocation and the day of the meeting shall not be included in the calculation of the period of notice. In urgent matters, the chairperson may shorten the notice period and/or call the meeting orally or by telephone. The provisions of Section 110 para. 1 and 2 AktG remain unaffected.
- 13.2 If an item on the agenda was not properly announced, resolutions can only be passed by the Supervisory Board with regard to this agenda item if no Supervisory Board member objects to the resolution. The absent Supervisory Board members are being granted the possibility of objecting to the resolution within a period of two weeks following the receipt of the copy of the minutes pursuant to Section 13.7, if they have not cast their vote in writing. The day of the receipt of the copy of the minutes pursuant to Section 13.7 and the day of the objection shall not be included in the calculation of the period. The resolution comes into effect if none of the absent Supervisory Board members has objected to the resolution within the period.
- 13.3 The Supervisory Board has a quorum, if more than half of the Supervisory Board members, including the chairperson or, in his absence, the deputy chairperson, personally or by way of submission of a written vote participate in the vote. A vote transmitted by fax or email by one Supervisory Board member to another Supervisory Board member for submission in the Supervisory Board meeting is deemed a

written vote. A Supervisory Board member who indicates his abstention from voting (*Enthaltung*) shall be considered to have participated in the vote for purposes of determining a quorum. If a quorum is not reached in a Supervisory Board meeting, a new meeting with the same agenda shall be called within one week after the initially scheduled meeting and shall take place within three weeks after the initially scheduled meeting. The day of the initially scheduled Supervisory Board meeting and the day of the new invitation shall not be included in the calculation of the one-week-period as well as the day of the new meeting not in the calculation of the three-week-period. The reconvened meeting shall be quorate if at least three members of the Supervisory Board participate in the vote at the reconvened meeting.

- 13.4 The chairperson or, in his absence, the deputy chairperson chairs the Supervisory Board meeting.
- 13.5 Supervisory Board resolutions shall generally be adopted in meetings. Supervisory Board members may, by the order of the chairperson, participate in Supervisory Board meetings by video or telephone conference or electronic media that enable all Supervisory Board members to hear each other; Supervisory Board members participating through any of these media shall be deemed present. A Supervisory Board member who does not participate in a Supervisory Board meeting may participate in the adoption of resolutions by submitting his written vote on the agenda items through another Supervisory Board member. A vote transmitted by fax or email by one Supervisory Board member to another Supervisory Board member for submission in the Supervisory Board meeting is deemed a written vote. Outside meetings of the Supervisory Board resolutions may be adopted in writing, by fax, by email, by telephone, by using other forms of electronic communication or by a combination of the foregoing, if so ordered by the chairperson. The chairperson shall confirm in writing all resolutions adopted outside of meetings and send copies of the confirmation of the resolutions to all Supervisory Board members.
- 13.6 Unless mandatory law or these Articles of Association provide otherwise, Supervisory Board resolutions are adopted by a majority of the votes cast. The votes cast shall not include abstentions from voting (*Enthaltungen*). If there is a tie in the voting, the chairperson's vote, if he or she is a shareholder representative, shall be decisive (casting vote). A deputy chairperson who is an employee representative is not entitled to a casting vote.
- 13.7 Minutes of the Supervisory Board meetings and resolutions shall be prepared in English. The minute keeper shall be named by the chairperson or, in his absence, by the deputy chairperson. The chairperson or, in his absence, the deputy chairperson shall sign the minutes and send copies to all Supervisory Board members.
- 13.8 Declarations to be made or received by the Supervisory Board in order to implement resolutions of the Supervisory Board and other documents, announcements and measures of the Supervisory Board

shall be executed by the chairperson or, if the chairperson is de jure or de facto prevented, the deputy chairperson.

## **§ 14 COMMITTEES, RULES OF PROCEDURE**

- 14.1 To the extent statutorily permissible, the Supervisory Board is entitled to transfer tasks and duties incumbent upon it to committees appointed from its midst.
- 14.2 The tasks and duties as well as the internal procedures of the committees shall be determined by the Supervisory Board, e.g. by adopting rules of procedures for the committees. To the extent legally permissible, the authority of the Supervisory Board to adopt resolutions shall be delegated to the committees.
- 14.3 If the chairperson of the Supervisory Board belongs to a committee and if there is a tie in the committee voting, the chairperson's vote – but not the deputy chairperson's vote – shall be the casting vote.
- 14.4 Section 13.8 shall apply mutatis mutandis.
- 14.5 The Supervisory Board shall adopt its own rules of procedure.

## **§ 15 REMUNERATION**

- 15.1 Each Supervisory Board member shall be entitled to a fixed annual remuneration in the amount of EUR 25,000.00, which shall be payable upon the end of the Annual General Meeting for the financial year in question.
- 15.2 The fixed remuneration according to Section 15.1 shall be increased by an additional fixed annual amount of (i) EUR 25,000.00 for the chairperson of the Supervisory Board, (ii) EUR 12,500.00 for the deputy chairperson of the Supervisory Board, (iii) EUR 10,000.00 for each chairperson of a committee of the Supervisory Board and (iv) EUR 5,000.00 for each member of a committee of the Supervisory Board. Relevant committees according to this Section 15.2 are the personnel committee, the audit committee and the sustainability committee.
- 15.3 Each Supervisory Board member shall in addition to the fixed remuneration according to Section 15.1 and 15.2 be entitled to an annual success-orientated remuneration, which corresponds to EUR 20.00 per EUR 0.01 of the profit per share shown in the consolidated financial statements (*Konzernabschluss*), which exceeds a minimum amount of EUR 16.00 per share. The success-orientated remuneration is capped at EUR 10,000.00 in the maximum per year. The chairperson of the Supervisory Board is entitled to receive EUR 40.00 per EUR 0.01 of the profit according to sentence 1 per share and EUR

20,000.00 in the maximum per year and the deputy chairperson EUR 30.00 per EUR 0.01 of the profit according to sentence 1 per share and EUR 15,000.00 in the maximum per year.

- 15.4 A Supervisory Board member who serves for part of a financial year shall only receive the relevant proportion of his remuneration calculated on a full month basis of service during that year.
- 15.5 A Supervisory Board member shall be reimbursed for any reasonable out-of-pocket expenses incurred in connection with his duties as a Supervisory Board member (including any taxes levied thereon).
- 15.6 The Company may take out a D&O insurance for the benefit of the Supervisory Board members.

## **§ 16 TRANSACTIONS REQUIRING APPROVAL OF THE SUPERVISORY BOARD**

- 16.1 The Management Board shall execute the following measures and actions only with the prior approval of the Supervisory Board:
  - i) the approval of the overall business plan of the Company and the PUMA Group as well as of the mid-term plan and of the annual budget of the Company and the PUMA Group;
  - ii) the incurrence of financial obligations or granting of any security interests by the Company or another company of the PUMA Group if, and to the extent, they exceed 2.5% of the balance sheet total of the previous fiscal year in any individual case, per annum or in a series of related cases;
  - iii) the acquisition or disposal of a company or a business, of assets or real estate by the Company or another company of the PUMA Group or the commitment to such an acquisition or disposal if, and to the extent, they exceed 25% of the budgeted amount approved in an annual budget or, if no amount is approved in an annual budget concerning the transaction in question, if, and to the extent, they exceed 2.5% of the balance sheet total of the previous fiscal year in any individual transaction, per annum or in a series of related transactions; and
  - iv) the entering into capital expenditure commitments by the Company or another company of PUMA Group if, and to the extent, they exceed 25% of the budgeted amount approved in an annual budget or, if no amount is approved in an annual budget concerning the capital expenditure commitment in question, if, and to the extent, they exceed 2.5% of the balance sheet total of the previous fiscal year in any individual

commitment, per annum or in a series of related commitments.

- 16.2 Approvals according to Section 16.1 are dispensable, if, and to the extent, such actions are concretely included in the business plans or an annual budget pursuant to Section 16.1(i).

**CHAPTER VI.  
THE GENERAL MEETING  
§ 17  
LOCATION AND CONVOCATION**

- 17.1 The General Meeting shall be held within the first six months of each financial year at the Company's registered office or another German city within a radius of 100km or in a city of a German stock exchange. The General Meeting shall, subject to convocation rights of the Supervisory Board and a minority of shareholders, be convened by the Management Board.
- 17.2 The convocation notice must be published at least thirty days before the day by expiry of which the shareholders must register themselves before the General Meeting for attendance. The day of convocation and the day by expiry of which the shareholders must register themselves before the General Meeting are not included in the calculation of the period of notice. The minimum notice period is extended by the days of the registration period pursuant to §18.3. Sections 187 through 193 BGB shall not apply mutatis mutandis.

**§ 18  
PRECONDITIONS FOR PARTICIPATION AND EXERCISE OF VOTING RIGHTS**

- 18.1 Shareholders wishing to participate in the General Meeting and exercise their voting rights have to register themselves with the Company in writing or in text form (Section 126 b BGB) in German or in English before the General Meeting.
- 18.2 Entitlement to participate in the General Meeting and the right to vote must be proved. For this purpose, proof of shareholding is required in writing or in text form (Section 126 b BGB), and in the German or English language issued by the credit-institution at which the securities are deposited. The proof of shareholding must relate to the beginning of the twenty-first day before the General Meeting. In case of doubt on the accuracy or authenticity of the proof, the Company is entitled to demand a feasible additional proof. If such proof is either not effected at all or not in proper form, the Company is entitled to rebuff the shareholder from attending the General Meeting.
- 18.3 The registration and the proof of shareholding must be received by the Company at the address specified for this purpose in the convocation notice at least six days before the General Meeting. The day

of receipt by the Company of the registration and proof of shareholding as well as the day of the General Meeting are not included in the calculation of the period of registration.

## **§ 19**

### **PROCEDURE FOR THE GENERAL MEETING**

- 19.1 The General Meeting shall be chaired by the chairperson of the Supervisory Board or another member of the Supervisory Board designated for this purpose by the chairperson of the Supervisory Board or another person designated for this purpose by the chairperson of the Supervisory Board or, if the chairperson of the Supervisory Board has not made such a designation, a Supervisory Board member to be appointed by the members of the Supervisory Board present.
- 19.2 The chairperson of the meeting shall determine the order in which the items on the agenda are to be discussed, as well as the type, order and form of voting, within the framework of the statutory provisions.
- 19.3 The chairperson of the meeting is authorized to appropriately limit the shareholders' right to ask questions and speak for the entire course of the General Meeting, to discuss individual items on the agenda or to ask questions and make speeches by individual speakers at the beginning or during the course of the General Meeting.
- 19.4 If this has been announced by the Management Board in the invitation to the General Meeting, the chairperson of the meeting may permit the video and audio broadcast of the General Meeting in its entirety or in part and also via the Internet.

## **§ 20**

### **VOTING RIGHTS**

- 20.1 Each non par-value share confers one vote.
- 20.2 The voting right may be exercised by proxy. The proxy authorization, its revocation and the proof of the proxy authorization to the Company must be provided in text form (Section 126 b BGB) unless the convocation notice determines less stricter requirements. Section 135 AktG shall remain unaffected.
- 20.3 The Management Board may allow shareholders to participate in the General Meeting without being present or represented by proxy and to fully or partially exercise their shareholders' rights by means of electronic communication (online participation). The Management Board shall determine the details of the online participation in the convocation notice to the General Meeting.
- 20.4 The Management Board may allow shareholders to vote without being present in writing or by means of electronic communication (postal vote). The Management Board shall determine the details of the postal vote in the convocation notice to the General Meeting.

**§ 21**  
**PASSING OF A RESOLUTIONS**

- 21.1 The General Meeting shall only pass resolutions in the cases specified by law or the Articles of Association.
- 21.2 Resolutions of the General Meeting shall be adopted by a majority of the valid votes cast, unless a larger majority or an additional capital majority is required by law. Resolutions for which the law applicable to German stock corporations provides a majority of three quarters of the share capital represented at the time of the resolution, require a majority of at least three quarters of the valid votes cast.

**CHAPTER VII.**  
**ANNUAL FINANCIAL STATEMENTS, APPROPRIATION OF PROFIT**

**§ 22**  
**ANNUAL FINANCIAL STATEMENTS**

- 22.1 The Management Board shall prepare each year the Company's annual consolidated and unconsolidated financial statements, annual report (*Lagebericht*) and consolidated annual report (*Konzernlagebericht*) for the previous financial year and promptly submit these to the Company's auditor and the Supervisory Board. The Management Board shall also provide the Supervisory Board with a proposal which it wishes to present to the General Meeting concerning the appropriation of the Company's annual net profit.
- 22.2 The Supervisory Board shall review the consolidated and unconsolidated financial statements, the annual report and the consolidated annual report and record the results of its review in a report to be submitted to the Management Board within one month after receipt of the documents.

**§ 23**  
**APPROPRIATION OF PROFIT**

- 23.1 The Company's annual net profit shall be distributed to the shareholders, unless the General Meeting resolves otherwise.
- 23.2 In its resolution on the appropriation of net profits, the General Meeting may also resolve in lieu of or in addition to a cash distribution, on a distribution in kind.



**CHAPTER VIII.  
FORMATION EXPENSES/BENEFITS IN THE CONTEXT OF CONVERSION OF PUMA AG TO PUMA SE**

**§ 24  
FORMATION EXPENSES**

With regard to the conversion of PUMA AG into PUMA SE, the formation expenses of up to an amount of EUR 3,000,000.00 shall be borne by the Company.

**§ 25  
BENEFITS**

- 25.1 Notwithstanding the statutory competences of the Administrative Board of PUMA SE, it is to be assumed that the acting members of the management board of PUMA AG will be appointed managing directors of PUMA SE. Members of the management board of PUMA AG are Jochen Zeitz, Melody Harris-Jensbach, Klaus Bauer, Stefano Caroti, Reiner Seiz and Antonio Michele Bertone.
- 25.2 Furthermore, the four shareholder representatives of the supervisory board of PUMA AG, François-Henri Pinault, Jean-François Palus, Grégoire Amigues and Thore Ohlsson shall be appointed shareholder representatives of the initial PUMA SE Administrative Board.”
- c) The Managing Directors are instructed to apply to the Commercial Register for the registration of the amendments to the Articles of Association referred to under b) only when
- (i) the Annual General Meeting of Kering S.A., a public limited company incorporated under French law and registered under number 552 075 020 RCS Paris, with the registered office at 40 rue de Sèvres, 75007 Paris, France, (“Kering”), has adopted a resolution to distribute a dividend in kind in the form of shares in PUMA SE to the shareholders of Kering (the “dividend in kind”), S.A. and
  - (ii) CACEIS Corporate Trust with the business address 14 rue Rouget de Lisle, 92130 Issy Les Moulineaux, France, has confirmed to the Administrative Board of PUMA SE, in its capacity as settlement agent for the dividend in kind, that the payment of the dividend in kind has been effected by delivery of the PUMA shares to the shareholders of Kering S.A.

**7. *New elections to the Supervisory Board***

The change of the management system to a dualistic system proposed under agenda item 6, consisting of the Management Board and the Supervisory Board, also requires the election of the Supervisory Board members in the required number.

The composition of the Supervisory Board is determined pursuant to Articles 40 para. 2 and 3 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (SE-VO ) in conjunction with §17 of the Act on the Execution of the SE Regulation (SEAG), §21 para 3 of the Act on the Participation of Employees in an SE (SEBG), §18 para. 2 of the Agreement on the Participation of Employees in PUMA SE dated 7 February 2018 (Employee Participation Agreement) as well as §10 of the Articles of Association of PUMA SE in the version to be adopted under agenda item 6. The Supervisory Board is co-determined to one-third by employee representatives (as was previously the case with the Administrative Board). The shareholder representatives are elected by the Annual General Meeting without commitment to nominations. The employee representatives are elected by the Annual General Meeting on the basis of a binding nomination by the competent election body.

Based on the recommendation of its Nomination Committee, the Administrative Board proposes to elect the following persons (a) to (d) as shareholder representatives to the Supervisory Board, and the competent electoral body proposes to elect the following persons e) and f) as representatives of the employees to the Supervisory Board:

- a) Mr. Jean-François Palus**  
residing in London, United Kingdom  
Group Managing Director and Member of the Management Board of Kering S.A., Paris, France
- b) Mr. Jean-Marc Duplaix**  
residing in Paris, France  
Chief Financial Officer (CFO) of Kering S.A., Paris, France
- c) Mr. Thore Ohlsson**  
residing in Falsterbo, Sweden  
President of Elimexo AB, Falsterbo, Sweden
- d) Ms Béatrice Lazat**  
residing in Paris, France  
Human Resources Director of Kering S.A., Paris, France
- e) Mr. Martin Köppel**  
residing in Weisendorf  
Chairman of the Works Council of PUMA SE
- f) Mr. Bernd Illig**  
residing in Bechhofen  
Administrator IT Systems of PUMA SE

The appointment of the proposed members of the Supervisory Board shall be effected for the period from the date of entry of the amendment

to the Articles of Association to be adopted under the agenda item 6 b) in the Commercial Register and the resulting change from the monistic to dualistic management system, to the end of the Annual General meeting which decides on the discharge of the members of the Supervisory Board for the fourth financial year after the beginning of the term of office, i.e. on the discharge for the financial year 2022. This shall not include the financial year in which their term of office starts.

The following information is provided according to §125 para. 1 sentence 5 of the Stock Corporation Act (AktG) with regard to the individuals proposed for election to the Supervisory Board:

- None of the proposed members of the Supervisory Board is a member of another statutory supervisory board in Germany.
- The following memberships exist in comparable domestic and foreign supervisory bodies of commercial enterprises:

- Jean-François Palus**
- *Kering Americas, Inc., New York/USA*
  - *Volcom, Inc., Costa Mesa/USA*
  - *Kering Tokyo Investment Ltd., Tokyo/Japan*
  - *Pomellato S.p.A., Milan/Italy*
  - *Volcom Luxembourg Holding S.A., Luxembourg/Luxembourg*
  - *Sowind Group S.A., La Chaux-de-Fonds/Switzerland*
  - *Guccio Gucci S.p.A., Florence/Italy*
  - *Gucci America, Inc., New York/USA*
  - *Christopher Kane Ltd., London/United Kingdom*
  - *Manufacture et fabrique de montres et chronomètres Ulysse Nardin S.A., Le Locle/Switzerland*
  - *Kering Eyewear S.p.A., Papua/Italy*
  - *Yugen Kaisha Gucci LLC, Tokyo/Japan*
  - *Birdswan Solutions Ltd., Haywards Heath/West Sussex/United Kingdom*
  - *Paintgate Ltd., Haywards Heath/West Sussex/United Kingdom*
  - *Stella McCartney Ltd., Haywards Heath/West Sussex/United Kingdom*
  - *Kering Asia Pacific Ltd., Hong Kong/China*
  - *Kering South East Asia PTE Ltd., Singapore*
  - *Altuzarra LLC, New York/USA*
  - *Tomas Maier Holding LLC, New York/USA*
  - *Tomas Maier Distribution LLC, New York/USA*
  - *Tomas Maier LLC, New York/USA*

- Jean-Marc Duplaix**
- *Sapardis SE, Paris/France*

- *Redcats S.A., Paris/France*
- *E\_lite S.p.A., Milan/Italy*
- *Kering Italia S.p.A., Florence/Italy*
- *Pomellato S.p.A., Milan/Italy*
- *Kering Japan Ltd., Tokyo/Japan*
- *Kering Tokyo Investment Ltd., Tokyo/Japan*
- *Kering Luxembourg S.A., Luxembourg/Luxembourg*
- *Qeelin Holding Luxembourg S.A., Luxembourg/Luxembourg*
- *E-Kering Lux S.A., Luxembourg/Luxembourg*
- *Luxury Fashion Luxembourg S.A., Luxembourg/Luxembourg*
- *Kering Spain S.L. (formerly Noga Luxe S.L.), Barcelona/Spain*
- *Kering Eyewear S.p.A., Papua/Italy*
- *GPo Holding S.A.S., Paris/France*
- *Design Management Srl, Florence/Italy*
- *Design Management 2 Srl, Florence/Italy*
- *Kering Studio S.A.S., Paris/France*
- *Balenciaga Asia Pacific Ltd., Hong Kong/China*
- *Kering Eyewear Japan Ltd., Tokyo/Japan*
- *Redcats International Holding S.A.S., Paris/France*
- *Redcats Management Services S.A.S., Paris/France*
- *Balenciaga S.A., Paris/France*
- *Kering Investments Europe B.V., Amsterdam/Netherlands*
- *Altuzarra LLC, New York/USA*

### **Thore Ohlsson**

- *Docktricks AB, Uppsala/Sweden*
- *Elite Hotels AB, Stockholm/Sweden*
- *Tomas Frick AB, Vellinge/Sweden*
- *Tjugonde AB, Malmö/Sweden*
- *Dahlqvists Fastighetsförvaltning AB, Kristianstad/Sweden*

### **Béatrice Lazat**

- *Sapardis SE, Paris/France*
- *Castera S.A.R.L., Luxembourg/Luxembourg*
- *Luxury Goods Services S.A., Cadempino/Switzerland*
- *Augustin S.A.R.L., Paris/France*
- *Prodistri S.A., Paris/France*
- *Conseil et Assistance S.N.C., Paris/France*

**Martin Köppel** *none*

**Bernd Illig** *none*

- All of the mandates of Mr. Palus, Mr. Duplaix and Ms. Lazat listed above are group mandates of Kering S.A.

In the opinion of the Administrative Board, there are no personal or business relationships in terms of § 5.4.1 of the German Corporate Governance Code between the candidates proposed by it and PUMA SE, its Group companies or the bodies of PUMA SE. Mr. Palus, Mr. Duplaix and Ms. Lazat are members of the Executive Committee of Kering S.A. and therefore each has a business relationship with Kering S.A., a shareholder that (indirectly) holds a material stake in PUMA SE.

It is intended to elect Mr. Jean-François Palus as Chairman of the Supervisory Board and Mr Thore Ohlsson as Chairman of the Audit Committee.

It is intended to hold the elections to the Supervisory Board in accordance with the German Corporate Governance Code by way of individual election.

Further information on the Supervisory Board candidates and their CV can be found on the company's website at <http://about.puma.com>, under INVESTORS/ANNUAL SHAREHOLDERS MEETING.

**8. *Resolution on the authorisation of the managing directors (or, as applicable, the Administrative Board) to refrain from disclosing the individual remuneration of the managing directors (or, where applicable, the members of the Administrative Board)***

Pursuant to statutory law, the disclosure of the individual remuneration of the executive Directors may be omitted pursuant to § 286 para. 5, § 285 para. 9 (a) sentences 5 to 8, § 314 para. 3 sentence 1 and § 314 para. 1 no a sentence 5 to 8 HGB for a period of five years, if the Annual General Meeting so decides. The exemption of the resolution of the Annual General Meeting of the company dated 7 May 2013 to refrain from disclosing the individual remuneration ends after 5 years with the conclusion of the financial year 2017.

The Administrative Board believes that the shareholders' legitimate interest in information is adequately reflected by stating the total remuneration of the Managing Directors (or, following an effective change of the management system, the future members of the Management Board). The Administrative Board – or, in case of a change of the management system, the Supervisory Board – will ensure the appropriateness of individual remuneration in accordance with its legal obligations.

The Administrative Board proposes the following resolution:

- a) For the financial year beginning on 1 January 2018 and for all subsequent financial years ending on 31 December 2022 at the latest, the statements

pursuant to § 285 no. 9 letter a sentence 5 to 8 and § 314 para. 1 no. 6 letter a sentence 5 to 9 HGB are omitted. If the law applicable to the respective financial year provided for a shorter maximum period of validity of the relevant provisions, the resolution shall apply until the latest possible date.

- b) The exemption from disclosure to be determined under a) shall continue to apply even after the entry of the amendments to the Articles of Association to be adopted under agenda item 6 b) in the Commercial Register.

**9. *Authorisation to issue options and/or convertible bonds, profit-participation rights or profit bonds or a combination of these instruments and for exclusion of the subscription right to these options and/or convertible bonds, profit-participation rights or profit bonds or a combination of these instruments; creation of conditional capital 2018 and amendment of the Articles of Association***

In order to expand the possibilities of PUMA SE to finance its activities and to provide the Administrative Board, in the best interest of the Company, with the possibility to have access to a flexible and on short notice implementable financing option, especially in the case of favourable capital market conditions, the Administrative Board should be authorized to issue bonds and/or bonds with warrants and profit-participation rights and/or profit bonds which should be covered by a corresponding conditional capital to be created by way of amendment of the Articles of Association.

The change of the management system proposed under agenda item 6, if adopted by the Annual General Meeting, also requires an adaptation both of the authorisation and the proposed conditional capital the dualistic system. In particular, the competences proposed for the Administrative Board will have to be split between the future Management Board and the future Supervisory Board in accordance with the statutory allocation of competences within the dualistic management system.

For this reason, as of the entry of the amendment to the Articles of Association to be adopted under agenda item 6 b) in the Commercial Register, the proposed authorisation of the Supervisory Board under the agenda item 9 a) shall apply, with the provision that as of this date the Management Board is responsible with the approval of the Supervisory Board. The full text of the authorisation in the version adapted to the dualistic management system, including a comparative version showing the changes in the competences of the corporate bodies as compared to the version proposed under (a) below, is available on the Company's website at the following address: <http://about.puma.com/de/investor-relations/shareholders/annual-general-meeting-2018>.

Likewise, as of the registration of the amendment to the Articles of Association to be adopted under agenda item 6 b), the creation of conditional capital 2018 as proposed under agenda item 9 b) shall apply with the proviso that the Management Board is responsible with the approval of the Supervisory Board. For the sake of clarification, the Supervisory Board shall be authorised to adjust the wording of the conditional capital in the Articles of Association accordingly. The full text of the contingent capital 2018 in the version adapted to the dual system, including a comparative version showing the changes in the competences of the corporate bodies as compared to the version proposed under (b) below, is available on the Company's website at the following address: <http://about.puma.com/de/investor-relations/shareholders/annual-general-meeting-2018>.

The Administrative Board proposes the following resolution:

- a) Authorisation of the Administrative Board to issue convertible and/or warrant bonds as well as profit- participation rights and or participating bonds (or combination of these instruments)
  - aa) Basic authorisation, authorisation period, nominal amount, number of shares, currency, consideration

The Administrative Board is authorised until 11 April 2023 to issue bearer and / or registered convertible bonds and / or bonds with warrants, and participation rights and/or participating bonds (or combinations thereof) ( collectively "Bonds") with or without maturity restrictions in the total nominal amount of up to EUR 1,000,000,000.00 and to grant holders of convertible Bonds and option rights (including with convertible or option rights) to up to EUR 3,016,492 new no par value bearer shares of the Company with a proportionate amount of the share capital of up to EUR 7,722,219.52 in accordance with the terms and conditions of the convertible or warrant Bond conditions ("Conditions"). The Bonds may be issued once or several times, in whole or in part, and at the same time in different tranches. The Bonds may each be divided into equal and equivalent partial debentures. All partial debentures of a given tranche must be issued with equal rights and obligations.

Bonds may be issued in exchange for contribution in cash, or also in kind, particularly in exchange for holdings in undertakings or contribution of receivables or other assets.

In addition to euros, Bonds may also be issued in foreign legal tender, such as those of OECD nations, within the limits of the corresponding euro value of the admissible total nominal amount.

Bonds may also be issued by any group companies that exist under the leadership of the Company ("group companies"). In such cases, the Administrative Board shall be authorised to guarantee repayment of the Bonds for the issuing group company and to grant shares in the Company to holders and/or creditors of these Bonds in performance of conversion/option rights and obligations

and to issue any statements and perform any actions necessary for successful issue.

bb) Warrant Bonds and convertible Bonds

In cases of the issue of warrant Bonds, every partial debenture shall come with one or more subscription warrants that entitle or obligate the holder/creditor to subscribe new no-par bearer shares in the Company according to the Conditions or that contain a tender right for the issuer or that contain a tender right for the issuer. The term of the option shall not exceed the term of the warrant Bond. Moreover, a provision may specify that fractional amounts shall be consolidated and/or settled in cash. The same shall apply if subscription warrants are attached to a profit participation right or a participating Bond.

In cases of the issue of convertible Bonds, the holders/creditors shall receive the right or obligation to convert their partial debentures into new no-par bearer shares in the Company according to the Conditions.

cc) Conversion and subscription ratios

The conversion ratio shall be calculated by dividing the par value or (if applicable) a smaller actual issue amount of a partial debenture by the defined conversion price for a no-par bearer share in the Company and may be rounded up or down to the nearest whole number; where applicable, an additional cash payment may also be stipulated. Moreover, a provision may specify that fractional amounts shall be consolidated and/or settled in cash.

The Conditions may also state that the conversion and/or subscription ratio is variable and that it may be rounded up or down to the nearest whole number; where applicable, an additional cash payment may also be stipulated. Moreover, a provision may specify that fractional amounts shall be consolidated and/or settled in cash.

Under no circumstances shall the prorated amount of share capital of the shares issued for each Bond, on conversion and/or on exercise of an option, exceed the par value and issue amount of the convertible or warrant Bonds. This shall apply without prejudice to §§9 para. 1 and 199 AktG.

dd) Conversion and option obligations

The Conditions may also provide for a conversion and/or option obligation and a tender right for the issuer for delivery of shares in the Company by the end of the term or at an earlier time (in any desired combination). This shall apply without prejudice to §§ 9 para. 1 and 199 AktG.



- ee) Authorised capital, cash settlement, treasury shares, right of substitution

The Conditions may provide for or permit the use of shares from authorised capital or treasury shares in the Company, at the discretion of the Company, for performance of conversion and/or option rights and obligations outside of conditional capital (in particular, the Conditional Capital 2018 to be created in connection with this authorisation).

The Conditions may also provide for or permit the Company to refrain from granting shares in the Company – or from granting only these shares – to holders of conversion and/or option rights, and instead in accordance with the conditions to pay, in whole or in part, the cash equivalent corresponding to the volume-weighted average exchange price of shares of the same class in the Company on the Xetra trading system (or in a functionally comparable successor system to the Xetra system) on the Frankfurt Stock Exchange during a timeframe specified in the Conditions.

The Conditions may also provide for a right of the issuer to grant the Bond holders/creditors new shares or treasury shares in the Company in lieu of payment of a cash amount due, in whole or in part. These shares shall in accordance with the Conditions be calculated at a value corresponding to the volume-weighted average exchange price for shares of the same class in the Company on the Xetra trading system (or in a functionally comparable successor system to the Xetra system) on the Frankfurt Stock Exchange during a timeframe specified in the Conditions rounded off to the nearest whole cent.

The Conditions may also provide for a combination of these forms of performance.

The Conditions may also entitle the Company to grant the holder or creditor new shares or treasury shares in the Company or apply other forms of performance on final maturity of a Bond with attached option/conversion rights or obligations (also including maturity due to cancellation), in whole or in part, in lieu of payment of the cash amount due.

- ff) Conversion/option price

Even in cases of a variable conversion ratio, and taking into account rounding and additional payments, the conversion/option price set for a share in the Company shall be either:

- (1) at least 80% of the volume-weighted average exchange prices of shares of the same class in the Company on the Xetra trading system (or in a functionally comparable successor system to the Xetra system) on the Frankfurt Stock Exchange on the last ten trading days before the day on

which the Administrative Board adopts the resolution for the issue of the Bonds; or

- (2) – if a subscription right is granted – at least 80% of the volume-weighted average exchange price of shares of the same class in the Company on the Xetra trading system (or in a functionally comparable successor system to the Xetra system) on the Frankfurt Stock Exchange in the period from the start of the subscription period to (including) the third day before announcement of the final Conditions as per the second sentence of § 186 para. 2 AktG.

In cases of Bonds with a conversion/option obligation or a tender right for the issuer for delivery of shares, the conversion/option price may be either the aforementioned minimum price (80%) or the volume-weighted average exchange price of shares of the same class in the Company on the Xetra trading system (or in a functionally comparable successor system to the Xetra system) on the Frankfurt Stock Exchange (i) in the period during the last ten trading days before or after final maturity or (ii) on at least ten trading days immediately preceding calculation of the conversion/option price according to the Conditions, even if this average price is less than the aforementioned minimum price (80%).

This shall apply without prejudice to §§ 9 para. 1 and 199 AktG.

gg) Dilution protection

The power shall also include the option to grant protection from dilution and/or to make adjustments in certain cases, according to the relevant Conditions. Dilution protection and/or adjustments may be provided for, in particular, if the Company's share capital is amended during the term of the Bonds (such as a capital increase and/or decrease or a share split), in cases of dividend payments, issues of additional convertible or warrant Bonds and conversion measures, as well as other events affecting the value of the conversion and/or option rights that occur during the term of the Bond (such as a third-party acquisition). Dilution protection and/or adjustments may be provided for, in particular, by granting subscription rights, by changing the conversion/option price or by changing or granting cash components. This shall apply without prejudice to §§ 9 para. 1 and 199 AktG.

hh) Subscription rights and exclusions

In principle, shareholders shall have a subscription right, i.e. the convertible and/or warrant Bonds shall generally be offered for subscription to the shareholders of the Company. The Bonds may also be offered to shareholders by means of an indirect subscription right, in which case they shall be taken on by one or more credit institutions or one or more undertakings in the sense of the first sentence of §185 para. 5 AktG with the obligation to offer them

for subscription to the shareholders. If Bonds are issued by a subordinate group company, the Company shall ensure that shareholders in the Company are granted their statutory subscription rights according to the terms of the preceding sentence.

However, the Administrative Board shall be authorised to exclude shareholder subscription rights on Bonds in the following cases:

- (1) to exclude fractional amounts arising due to the subscription ratio from the subscription right on Bonds;
- (2) in order to grant holders/creditors of previously issued conversion/option rights or obligations on shares in the Company subscription rights in the amount to which they are entitled based on exercise of these rights or performance of these obligations, to compensate for dilution; or
- (3) for Bonds issued in exchange for contributions in cash, if after proper examination, the Administrative Board concludes that the issue price of the Bonds is not significantly less than the theoretical market value calculated using recognised methods, in particular financial/mathematical methods. However, this power to exclude subscription rights shall only apply to Bonds with a conversion or option right (including conversion obligation) for shares corresponding to a total prorated amount of no more than 10% of the share capital existing at the time of entry into force or – if the latter value is smaller – at the time of exercise of this power (the ‘maximum amount’). The prorated amount of the share capital corresponding to new or previously acquired shares issued or sold during the term of this authorisation under a simplified subscription right exclusion as per or in accordance with § 186 para. sentence 4 AktG, as well as the prorated amount of the share capital corresponding to the shares that can or must be subscribed based on option/conversion rights or obligations issued during the term of this authorisation with exclusion of subscription rights under corresponding application of the fourth sentence of § 186 para. 3 AktG, shall be deducted from the maximum amount; or
- (4) if Bonds are issued in exchange for contributions in kind, in particular within the framework of mergers or (direct or indirect) acquisitions, partial acquisitions, holdings in undertakings, receivables or other assets.

If profit participation rights or participating Bonds are issued without conversion rights, option rights, conversion or option obligations, the Administrative Board shall also be entitled to exclude all shareholder subscription rights if these profit participation rights or participating Bonds are structured like Bonds, i.e. they do not confer any membership rights in the Company or rights to participation

in liquidation proceeds, nor do they calculate the amount of interest based on the amount of the annual net profit, the profit retained or the dividends. In such cases, the interest and the issue amount of the profit participation rights or participating Bonds shall be in line with the current market conditions at the time of issue.

ii) Power to adopt further conditions

The Administrative Board shall be authorised to define the further details on the issue and structure of Bonds, in particular volume, time, interest rate and type of interest (including variable and profit-based interest), issue price, term and denomination, dilution protection provisions, restructuring options, conversion/option period, and conversion/option price (where applicable, also depending on future share exchange prices within a range to be specified at that time) and/or to determine these in mutual consultation with the bodies of the subordinate group company issuing the Bonds.

b) Creation of a Conditional Capital 2018

The share capital shall be conditionally increased by up to EUR 7,722,219.52 by issue of up to 3,016,492 new no-par bearer shares ("Conditional Capital 2018").

The conditional capital increase serves to grant shares to holders/creditors of convertible and/or warrant bonds (or combinations of these instruments) issued by the Company or a subordinate group company under the leadership of the Company according to the power granted at the general meeting of 12 April 2018 under agenda item 9a) (and d) until 11 April 2023 and that grant conversion/option rights to new no-par bearer shares in the Company and/or set a conversion/option obligation or a tender right and to the extent that the issues are in exchange for contributions in cash. The issue of new no-par bearer shares from the Conditional Capital 2018 shall only be permitted at a conversion/option price that meets the provisions of the power granted by the general meeting of 12 April 2018 under agenda item 9a) (and d).

The conditional capital increase shall only be implemented to the extent that option/conversion rights are exercised or the option/conversion obligations are performed or tenders are carried out and to the extent that other forms of performance are not applied. To the extent that new shares were created by exercise of conversion or subscription rights before the beginning of the ordinary general meeting of the Company, these new shares shall participate in profits from the start of the preceding financial year, and otherwise from the start of the financial year in which they were created by exercise of conversion/option rights. The Administrative Board shall be authorised to define the further details of performance of the conditional capital increase.

The Administrative Board shall be authorised to amend the wording of Article 4 of the Articles of Association according to the implementation of

the Conditional Capital 2018 and apply any and all other associated amendments to the Articles of Association that only pertain to the wording. The same shall apply in the absence of exercise of the power to issue warrant or convertible bonds after expiry of the authorisation period and in the absence of allocation of the Conditional Capital 2018 after expiry of the periods for exercise of option/conversion rights or for performance of option/conversion obligations.

c) Amendment of the Articles of Association

A paragraph 3 is hereby added to Article 4 of the Articles of Association, reading:

‘4.3 The share capital is conditionally increased by up to EUR 7,722,219.52 by issue of up to 3,016,492 new no-par bearer shares (“Conditional Capital 2018”). The contingent capital increase serves to grant shares to holders/creditors of convertible and/or warrant bonds (or combinations of these instruments) issued by the Company or a subordinate group company under the leadership of the Company according to the power granted at the general meeting of 12 April 2018 under agenda item 9a) (and d) until 11 April 2023 and that grant conversion/option rights to new no-par bearer shares in the Company and/or set a conversion/option obligation or a tender right and to the extent that the issues are in exchange for contributions in cash. The issue of new no-par bearer shares from the Conditional Capital 2018 shall only be permitted at a conversion/option price that meets the provisions of the power granted by the general meeting of 12 April 2018 under agenda item 9a) (and d). The conditional capital increase shall only be implemented to the extent that option/conversion rights are exercised or the option/conversion obligations are performed or tenders are carried out and to the extent that other forms of performance are not applied. To the extent that new shares were created by exercise of conversion or subscription rights before the beginning of the ordinary general meeting of the Company, these new shares shall participate in profits from the start of the preceding financial year, and otherwise from the start of the financial year in which they were created by exercise of conversion/option rights. The Administrative Board is authorised to define the further details of performance of the conditional capital increase. The Administrative Board is authorised to amend the wording of Article 4 of the Articles of Association according to the implementation of the Conditional Capital 2018 and apply any and all other associated amendments to the Articles of Association that only pertain to the wording. The same shall apply in the absence of exercise of the power to issue warrant or convertible bonds after expiry of the authorisation period and in the absence of allocation of the Conditional Capital 2018 after expiry of the periods for exercise of option/conversion rights or for performance of option/conversion obligations.’

d) Change to the two-tier board system

aa) Amendment of authorisation

As of entry of the amendment to the Articles of Association as per agenda item 6 b) in the Register of Companies, the power as per agenda item 9 a) shall be amended as follows:

- (1) Under a), in the heading, the phrase 'Administrative Board' shall be replaced with 'Management Board'.
- (2) In the first sentence of the first subparagraph under a), aa), the phrase 'the Administrative Board shall be authorised until 11 April 2023,' shall be replaced with 'the Management Board shall be authorised until 11 April 2023, with the approval of the Supervisory Board'.
- (3) In the second sentence of the fourth subparagraph under a), aa), the phrase 'the Administrative Board shall be authorised,' shall be replaced with 'the Management Board shall be authorised, with the approval of the Supervisory Board'.
- (4) In the first sentence of point (1) of the first subparagraph under a), ff), the phrase 'Administrative Board' shall be replaced with 'Management Board'.
- (5) In the second subparagraph under a), hh):
  - (i) before point (1), the phrase 'the Administrative Board shall however be authorised' shall be replaced with 'the Management Board shall however be authorised, with the approval of the Supervisory Board', and
  - (ii) in the first sentence of point (3), the phrase 'Administrative Board' shall be replaced with 'Management Board'.
- (6) In the first sentence under the third subparagraph under a), hh), the phrase 'the Administrative Board shall also be authorised to exclude all shareholder subscription rights' shall be replaced with 'the Management Board shall also be authorised to exclude all shareholder subscription rights, with the approval of the Supervisory Board'.
- (7) Under a), ii), the phrase 'the Administrative Board shall be authorised,' shall be replaced with 'the Management Board shall be authorised, with the approval of the Supervisory Board'.

bb) Amendment of the Conditional Capital 2018

As of entry of the amendment to the Articles of Association as per agenda item 6 b) in the Register of Companies, the creation of the

Conditional Capital 2018 as per agenda item 9 b) shall be amended as follows:

- (1) In the third sentence of the third subparagraph, the phrase 'the Administrative Board shall be authorised,' shall be replaced with 'the Management Board shall be authorised, with the approval of the Supervisory Board'.
- (2) In the first sentence of the fourth subparagraph, the phrase 'Administrative Board' shall be replaced with 'Management Board'.

cc) Amendment of the Articles of Association

Upon the entry of the amendment of the Articles of Association under agenda item 6 b) in the commercial register, the Supervisory Board will be authorised to amend the version of the Contingent Capital 2018 (§ 4 para. 3 of the Articles of Association) to be adopted under agenda item 9 c) as follows:

- (1) In sentence 6 the phrase 'the Administrative Board is authorised,' shall be replaced with 'the Management Board is authorised, with the approval of the Supervisory Board'.
- (2) In sentence 7 the phrase 'Administrative Board' shall be replaced with 'Supervisory Board'.

**Report of the Administrative Board to the Annual General Meeting on item 9 of the agenda pursuant to Art. 5 SE Regulation, § 221 para. 4, § 186 para. 4 (2) AktG (authorisation to issue warrants and/or convertible bonds, profit participation rights or participating bonds and Contingent Capital 2018)**

Under agenda item 9 a) it is proposed to authorise the Administrative Board to issue bearer and/or registered convertible bonds and/or warrant bonds and participation rights and/or participating bonds (or any combination thereof) (together hereinafter 'Bonds') with or without a maturity restriction in the total nominal amount of up to EUR 1,000,000,000.00 and to grant the holders of Bonds conversion or warrant rights (also with conversion or warrant obligation) on up to 3,016,492 new bearer shares of the company with a pro rata amount of the share capital of up to EUR 7,722,219.52 (representing approximately 20% of the company's current share capital) according to the terms and conditions of the convertible bonds or warrant bonds ('Conditions').

This authorisation is intended to expand the company's options for financing its activities, as explained in more detail below, and to open the way for the Administrative Board, especially in the event of favourable capital market conditions, to provide flexible and timely financing in the interest of the company. The authorisation is to be issued for a five-year term until 11 April 2023. The contingent capital instrument used to underpin this authorisation, which by law may have a

total volume of up to 50% of the share capital, contributes significantly to securing this flexibility.

#### *Benefits of the financing instrument*

Adequate capitalisation is an essential foundation for business development and successful market presence of the company. By issuing Bonds of the type described above, the company may, depending on the current market conditions, use attractive financing options and terms to attract capital to the company at a low rate of interest. The issuance of Bonds enables the acquisition of borrowed capital, which, depending on the nature of the terms of the Bonds, can be classified as equity or an equity-equivalent for both an internal rating of the financing banks as well as for balance sheet purposes. The realised conversion and/or option premiums benefit the company. In addition, the issuance of Bonds, possibly in conjunction with other instruments such as a capital increase, will open up new investor groups. The possibility of providing for an obligation to exercise the conversion/warrant right or a tender right of the issuer, as well as the possibility of servicing these rights or obligations by delivering treasury shares, paying a cash settlement or delivering shares from authorised capital, expands the scope for the design of such financing instruments. For reasons of flexibility, the company should also issue the Bonds through subordinate Group companies, which, depending on the market situation, use the German or international capital markets and issue the Bonds in a foreign legal currency, such as one of an OECD state, in addition to euros.

#### *Conversion/warrant price*

The conversion or warrant price for a share must not fall below 80% of that volume-weighted average exchange prices of the shares of the company of the same class on the Xetra trading system (or in a functionally comparable successor system to the Xetra system) on the Frankfurt Stock Exchange on the last ten trading days before the day on which the Administrative Board adopts the resolution for the issuance of the Bonds. If the shareholders have a subscription right to the Bond, the option is alternatively offered to determine the conversion or warrant price of a share on the basis of the volume-weighted average of the share prices shares of the same class of the company in XETRA trading (or in a functionally equivalent successor system replacing the XETRA system) on the Frankfurt Stock Exchange during the period from the beginning of the subscription period to the third day prior to the announcement of the final terms pursuant to § 186 para. 2 (2) AktG (inclusive), whereby this must also be at least 80% of the determined value. In the case of Bonds with a conversion/warrant obligation or a tender right of the issuer to deliver shares, the conversion/warrant price may alternatively be adjusted to the stock market price of the company's share in the time-related context of the determination of the conversion/warrant price in accordance with the further specification of the conversion/warrant conditions, even if this is below the minimum price (80%) stated above. This shall apply without prejudice to § 9 para. 1 of German Stock Corporation Act (AktG) and § 199 para. 2 of the German Stock Corporation Act (AktG).



Without prejudice to § 9 para. 1 and § 199 AktG, the conversion/warrant price may be adjusted following a more detailed determination of the underlying terms of the respective Bond due to dilution protection or an adaptation clause if, for example, there were changes in the company's capital during the term of the Bonds, such as a capital increase or capital reduction or a share split. Furthermore, dilution protection or adjustments may be provided in connection with dividend payments, the issuance of further convertible/warrant bonds, conversion measures and in the case of other events affecting the value of the conversion or warrant rights that occur during the term of the Bonds (such as a third party gaining control). Dilution protection and/or adjustments may be provided, in particular, by granting subscription rights, by changing the conversion/warrant price or by changing or granting cash components.

*Authorised capital, treasury shares, cash settlement, variable terms and conditions*

The terms and conditions may provide or permit that in the case of the exercise of conversion or warrant rights or the fulfilment of the corresponding obligations, shares may also be granted from authorised capital or treasury shares of the company. In the conditions - in order to further increase the flexibility - it can also be provided or permitted that the company does not or doesn't only grant shares in the company to a party entitled to a conversion or warrant or corresponding obligations in the event of exercising the conversion or warrant right or fulfilling the corresponding obligations, but pays the equivalent in whole or in part in cash. Such virtual Bonds enable the company to provide financing close to the capital market, without the actual need for a corporate capital measure. This takes into account the fact that an increase in the share capital may possibly be unwelcome in the future at the time of the exercise of the conversion or warrant rights or the fulfilment of corresponding obligations. Apart from this, the use of the option of cash payment protects shareholders from the decline in their shareholding and from the dilution of the assets of their shares as no new shares are issued. The cash equivalent value to be paid corresponds to that volume-weighted average exchange price of the shares of the same class in the company on the Xetra trading system (or in a functionally comparable successor system to the Xetra system) on the Frankfurt Stock Exchange during a timeframe specified in the conditions, according to the conditions. Furthermore, it can be provided that the number of shares to be granted upon exercise of the conversion or warrant rights or after fulfilment of the corresponding obligations or a corresponding exchange ratio is variable and can be rounded up or down to an integer number. In addition, for settlement-technical reasons, a payment to be made in cash may be determined and/or provided that combines residual amounts and/or can be compensated in cash.

*Subscription rights of shareholders and exclusion of subscription rights*

Shareholders should in principle be entitled to subscription rights when issuing convertible and/or warrant bonds. In order to facilitate settlement, the option

should be used to issue the Bonds to one or more banks or one or more companies within the meaning of § 186 para. 5 (1) AktG with the obligation to offer the Bonds to the shareholders in accordance with their subscription rights (indirect subscription right within the meaning of § 186 para. 5 AktG).

However, the Administrative Board should be able to exclude the subscription right in certain circumstances in the interest of the company and the shareholders.

This initially concerns the exclusion of the subscription right for fractional amounts (clause (1)). Fractional amounts may result from the respective issue volume and the presentation of a practicable subscription ratio. The exclusion of the subscription right for fractional amounts makes it possible to use the requested authorisation for round amounts while maintaining a smooth subscription ratio. This facilitates the settlement of shareholders' subscription rights. The exclusion therefore promotes practicability and facilitates the execution of a Bond issuance. The value of fractional amounts per shareholder is usually low, but the expense of issuing Bonds without a subscription right for fractional amounts is significantly higher. The exclusion of the subscription right for fractional amounts seems appropriate in this light.

The exclusion of the subscription right for the purpose of granting holders/creditors of previously issued conversion/warrant rights or conversion/warrant obligations to shares in the company in order to compensate for dilution subscription rights to the extent that they are entitled to after exercising these rights or fulfilling these obligations (clause (2)) is based on considerations of effectiveness and flexibility. For the purpose of facilitating their placement on the capital market, Bonds must be provided with anti-dilution protection, which serves to grant the holders the right to subscribe to new Bonds of future issuances, as shareholders are entitled to. The holders of Bonds are therefore placed as if they were already shareholders. For the Bonds to have such a protection against dilution, the subscription right of the shareholders to these Bonds must be able to be excluded. This facilitates the placement of the Bonds and therefore serves the interests of the shareholders in an optimal financial structure of the company. In addition, the exclusion of the subscription right in favour of the holders of Bonds which grant a warrant or conversion right or justify a warrant or conversion obligation, has the advantage that in the case of a utilisation of the authorisation, the warrant or conversion price for the holders of existing Bonds which grant a warrant or conversion right or justify a warrant or conversion obligation, does not need to be reduced according to the respective terms of the Bond. This allows a higher inflow of funds and is therefore in the interest of the company and its shareholders.

Insofar as Bonds with warrant or conversion rights or warrant or conversion obligations are to be issued, the Administrative Board shall be authorised to exclude the subscription rights of shareholders in accordance with § 221 para. 4 (2) AktG in analogous application of § 186 para. 3 (4) AktG, to the extent that the Bonds are issued for cash consideration and the issue price is not materially

lower than the theoretical market value of the Bonds with warrant or conversion rights or warrant or conversion obligation determined in accordance with accepted, in particular financial mathematical methods (Section (3)). This gives the company the opportunity to take advantage of favourable market situations at short notice and quickly and to achieve better conditions for setting the interest rate and the issue price of the Bonds by setting the conditions close to the market. A determination of the conditions close to the market and a smooth placement of the Bonds would normally not be possible if the subscription right was maintained. Indeed, § 186 para. 2 (2) AktG permits publication of the subscription price (and therefore the conditions of these Bonds) until the third last day of the subscription period. However, given the frequent volatility on the stock markets, a market risk then also persists for several days, which leads to haircuts and hence non-market conditions. Also, in the case of the existence of a subscription right, the successful placement with third parties is endangered or associated with additional expenses because of the uncertainty of its exercise. Finally, if a subscription right is granted, the company cannot react to favourable or unfavourable market conditions in the short term due to the length of the subscription period, but is exposed to declining share prices during the subscription period, which may lead to an unfavourable equity procurement for the company.

Due to the requirement that the issue price may not be materially lower than the theoretical market value of Bonds with warrant or conversion rights or warrant or conversion obligations calculated in accordance with recognised, in particular financial mathematical methods, in analogous application of § 186 para. 3 (4) AktG, the financial interests of shareholders and their need for protection against dilution of the value of their shareholdings are taken into account. If the issue price does not materially fall below the theoretical market value of the Bonds with warrant or conversion rights or warrant or conversion obligations calculated according to recognised methods, in particular financial mathematical methods, the value of a subscription right of the shareholders drops to practically zero. To this extent, the shareholders will not incur any significant economic disadvantage due to the exclusion of subscription rights.

Furthermore, the voting rights of the shareholders are protected from undue dilution of their share ownership by the fact that the authorisation to exclude the subscription right when issuing Bonds against cash payment only applies to the extent to which the shares issued and to be issued to service the warrant or conversion rights or in the event of fulfilment of the warrant or conversion obligations only amount to a total of a proportionate amount of the share capital of no more than 10% of the share capital at the time the resolution of the Annual General Meeting takes effect or, if lower, 10% of the share capital of the company at the time the authorisation is exercised. The pro rata amount of share capital attributable to shares issued or sold during the term of this authorisation in direct, analogous or equivalent application of § 186 para. 3 (4) AktG shall be offset against this maximum amount. In this way, it is ensured that no Bonds are

issued under exclusion of the subscription right of the shareholders, to the extent that this would lead to shareholders' subscription rights to new or treasury shares in an amount of more than 10% of the shares currently outstanding being excluded, taking into account capital increases or certain placements of treasury shares in direct, analogous or corresponding application of § 186 para. 3 (4) AktG.

Finally, the subscription right may also be excluded where bonds are being issued against contribution of assets in kind (Item number (4)). Amongst other things, this enables the company to use the bonds as acquisition currency in suitable cases, in the context of mergers or for the (also indirect) acquisition of companies, parts of companies, participations in companies, receivables or other assets. With this authorization, the Company can respond quickly and flexibly to advantageous opportunities for corporate expansion through the acquisition against the issue of bonds, also in the interest of the Company and its shareholders and all other stakeholders in the national and international market. The administration will carefully examine in each individual case whether it should make use of this authorization if and when acquisition opportunities materialize. It will exclude the subscription right of shareholders only where this is in the carefully weighted interest of the company.

Insofar as profit participation rights or income bonds without option rights, conversion rights, option obligations, conversion or option obligations are issued, the Administrative Board shall be authorized to exclude the subscription rights of the shareholders in their entirety if these profit participation rights or participating bonds are so equipped as to be similar to obligations. This is the case if they do not give rise to any membership rights in the Company, do not grant a share in the liquidation proceeds and the amount of the interest is not calculated on the basis of the amount of the net income, retained earnings or dividend, and the interest and the issue price of the participation rights or participating bonds correspond to the current market conditions for comparable borrowings at the time of issue of same. If the above conditions are met, the exclusion of subscription rights will not adversely affect shareholders, since in any event these profit participation rights or participating bonds do not create a membership right and do not grant a share in the liquidation proceeds or in the profits of the company. Of course it can be stipulated that the granting of interest shall depend on the existence of an annual profit, a profit retained or a dividend. On the other hand, a provision that would increase the interest as a consequence of a higher year-end profit, a higher profit retained or a higher dividend would not be permissible. As a result of the issue of profit participation rights and / or participating bonds, neither the voting right nor the participation of the shareholders in the company and its profits will be changed or diluted. Since the conditions for the issue of profit participation rights or participation bonds must be in line with market conditions, the right of the shareholders to subscribe to them does not represent any significant economic value either that would be lost by the exclusion of the subscription right.

Concrete plans for the use of the authorization to issue convertible bonds and/or bonds with warrants do not exist at this point in time. Administrative Board shall for every individual case carefully examine whether or not the Board shall exercise the power to issue bonds and to exclude individuals from subscription rights. An exploitation of these possibilities will only take place if, in the opinion of the Administrative Board, this is in the well-weighted interest of the Company and its shareholders and is proportionate.

The Administrative Board will report on each utilization of the authorizations granted in Agenda item 9 b) at the next Annual General Meeting.

#### *Conditional Capital*

The option or conversion rights or option or conversion obligations associated with the bonds are to be served, as a rule, from the Conditional Capital 2018 that is to be provided for this purpose. The issue amount shall in this case correspond to the conversion or option price. Conversion of option rights as well as conversion and option obligations from bonds which have been issued against non-cash contribution may not be served from the conditional capital. To serve those, it is necessary to use treasury shares or to proceed to an increase of non-cash capital.

#### *Adaptation to the two-tier management system*

The change of the management system proposed under Agenda item 6, if adopted, also requires an adaptation of the competence of PUMA SE for the authorization and amendment of the statutes to the two-tier system, as proposed under Agenda item 9. In particular, the responsibilities initially proposed under a) to c) for the Administrative Board should be allocated to the Management Board and the Supervisory Board as (future) PUMA SE bodies in accordance with the legal distribution of powers in the two-tier system.

For this reason, from the entry in the commercial register of the statute change to be resolved under Agenda item 6 b) and the change from a single-tier to a dual-tier management system, the authorization of the Administrative Board proposed under Agenda item 9 a) shall apply, with the proviso that from that date the Management Board shall be in charge from this moment in time, with the approval of the Supervisory Board. Likewise, from the registration of the amendment to the Articles of Association under Agenda item 6 b) in the commercial register and the change from a single-tier to a two-tier management system, which becomes effective as a result, the creation of Conditional Capital 2018 as proposed under Agenda items 9 b) and c) shall apply with the proviso that the Management Board shall be in charge, with the approval of the Supervisory Board, from this point in time. In order to implement this change in the version, the Supervisory Board should be authorised to make a clarification.

The proposed resolution under Agenda item 9 d) serves to implement the adaptation to a two-tier system. With the exception of the distribution of competencies, as adapted (Management Board and Supervisory Board instead of Administrative Board), the above made statements for the exclusion of subscription rights shall apply, *mutatis mutandis*, to the two-tier system as well.

## **10. Adjustment of the authorisation to acquire and to use treasury shares**

The Annual General Meeting of 6 May 2015 resolved under agenda item 7 to authorise the Administrative Board of PUMA SE until 5 May 2020 to acquire and use treasury shares.

In case of its adoption by the Annual General Meeting, the change of the management system which is proposed under agenda item 6 of this year's Annual General Meeting also requires an amendment of the authorisation resolved under agenda item 7 of the Annual General Meeting of 6 May 2015 to acquire and use treasury shares towards the dual system. In particular, the previous statutory powers of the Administrative Board are to be allocated to the Management Board and the Supervisory Board as future bodies of PUMA SE in accordance with the statutory division of powers in the dualistic system.

For this reason, as of the entry of the amendment to the Articles of Association to be adopted under agenda item 6 b) in the Commercial Register, the authorisation to acquire and use treasury shares which was resolved under agenda item 7 on the Annual General Meeting of 6 May 2015 shall apply, with the provision that as of this date the Management Board is responsible, if necessary with the approval of the Supervisory Board. The full text of the authorisation in the version adapted to the dualistic management system, including a comparative version showing the changes in the competences of the corporate bodies as compared to the version proposed below, is available electronically on the Company's website at the following address: <http://about.puma.com/de/investor-relations/shareholders/annual-general-meeting-2018>.

The Administrative Board therefore proposes to resolve as follows to adjust the authorisation to the dualistic management system:

At the time of entry of the amendment to the Articles of Association as per agenda item 6 b) in the Register of Companies, the authorisation resolved upon in the Annual General Meeting on 6 May 2015 to acquire and use treasury shares shall be amended as follows:

- (1) Under b), bb) first subparagraph in sentence 2, the phrase 'decision of the Administrative Board to make an offer' shall be replaced with 'decision of the Management Board to make an offer'.
- (2) Under c) in the first sentence, the phrase 'the Administrative Board is authorised' shall be replaced with 'the Management Board is authorised'.
- (3) Under c), ee), in the third sentence, first half sentence the phrase 'the Administrative Board may determine' shall be replaced with 'the Management Board may determine', and in the third sentence, second half sentence the phrase 'the Administrative is in this case authorised' shall be replaced with 'the Management Board is in this case authorised'.
- (4) Under f), in the second sentence, the phrase 'the Administrative Board can' shall be replaced with 'the Management Board can'.

- (5) After f), the following new g) shall be inserted: 'The Supervisory Board can determine that measures taken by the Management Board based on this resolution of the Annual General Meeting shall only be taken with its consent'.

## ***Participation in the General Meeting***

### ***Prerequisites for a Participation in the General Meeting and the Exercise of the Voting Privilege***

Are entitled to participate in the General Meeting and to exercise Voting Privileges in accordance with §§ 17.1 to 17.3 of the Articles of Association of the Company, shareholders who apply to exercise these rights, in written form or in text form (see § 126b BGB) at the address below, Fax number or e-mail Address, and who prove their entitlement to attend the Annual General Meeting by submitting specific proof of their quality of shareholders to the following address:

PUMA SE  
 c/o Deutsche Bank AG  
 Securities Production  
 General Meetings  
 P.O. Box 20 01 07  
 60605 Frankfurt am Main  
 Fax: +49 (0) 69 12012-86045  
 Email: wp.hv@db-is.com

A proof of Shares Ownership by the Deposit Bank or Securities Institute, in writing or in textual form pursuant to requirements of § 126b BGB, in German or English shall be deemed sufficient. Such proof of the quality of shareholder must be made in reference to the beginning of the 21st day before the Annual General Meeting, that is, 22 March 2018 (0:00 midnight) ("Proof Key Date").

Applications and the Proof of Share Ownership must reach the company at the address above mentioned, FAX address or e-mail address no later than at the end of 5 April 2018, (midnight).

An online participation and absentee voting (§§ 19.3 and 19.4 of the Articles of Association of the Company) are not foreseen.

### ***Entry Tickets***

Upon registration and receipt of proof of shareholding in the Company, the shareholders will be sent admission tickets for the General Meeting. To ensure the timely receipt of the tickets, we ask the shareholders to ensure early registration and the timely sending of proof of their ownership of shares to the Company. Unlike the registration for the Annual General Meeting, the admission ticket is not required for participation, but merely serves to simplify the procedure at the entrance controls for access to the General Meeting.

### ***Meaning of the Proof Key Date***

In relation to the Company, for purposes of participation in the General Meeting and the exercise of voting rights, are only deemed to be shareholders persons who have provided evidence of ownership of shares as of the Proof Key Date. Changes in the



number of shares held after the Proof Key Date are immaterial. The Proof Key Date does not as such contain any mechanism that would block the purchase or sale of shares. Shareholders may therefore continue to freely dispose of their shares following registration. Persons who, as of the Proof Key Date, do not yet own any shares and only then become shareholders, are not entitled to participate or to vote, unless they have been authorized to do so or are authorized to exercise the rights. The Proof Key Date has no significance for a possible dividend entitlement.

### ***Proxy Voting***

After proper registration and proof having been shown, shareholders may attend the Annual General Meeting in person and exercise their voting rights themselves.

Shareholders who do not wish to attend the Annual General Meeting in person may have their voting rights exercised by proxy. In this case, they must give an orderly power of attorney to the authorized representative. The power of attorney is to be issued in text form (see § 126b BGB), unless shareholders want to empower a credit institution, a shareholders' association or persons or institutions assimilated to such pursuant to Art. 53 SE-VO, § 135(8) and (10) in connection with § 125(5) AktG (see below for this). The same applies to the revocation of the power of attorney and proof of power of attorney. Power of Attorney can be given with the power of attorney form contained in the registration form.

The power of attorney and its revocation can either be declared to the company at the address, fax number or e-mail address

PUMA SE  
Mrs. Beate Gabriel  
PUMA Way 1  
91074 Herzogenaurach  
Fax: +49 (0) 9132-8142375  
Email: investor-relations@puma.com

or be declared towards the authorized representative. If the power of attorney is given to the authorized representative, evidence of empowerment to the company in writing is required, unless power is given to a bank or a shareholders' association or any other person or institution equivalent to such pursuant to Art. 53 SE-VO, § 135 Par. 8 and Par. 10 in connection with § 125 Par. 5 AktG. This proof can be provided at the entrance gate on the day of the General Meeting or transmitted to the above address, fax number or e-mail address. The same applies to the revocation of the power of attorney. For the empowerment of credit institutions, shareholders' associations or persons or institutions assimilated to such in accordance with Art. 53 SE-VO, § 135 (8) and (10) in connection with § 125(5) AktG as well as the revocation and the proof of such an empowerment, the legal provisions shall apply, in particular Art. 53 SE-VO, § 135 AktG, which amongst others require the power of attorney to be verifiably retained by the authorized representative.

As a special service, we offer to our shareholders to be represented by employees of PUMA SE, who shall exercise the proxy vote in strict accordance with the express instructions given by the shareholders. The forms for such power of attorney and in-

structions may be requested from the address, FAX Number or e-mail address mentioned above, or may be (downloaded and) printed out directly from the Internet site of our company, at <http://about.puma.com>, under INVESTORS / ANNUAL SHAREHOLDERS MEETING. The filled out and signed form to give power of attorney / vote proxy and instructions to the proxies belonging to the Company may be directed to the following address, FAX Number or E-mail-Address:

PUMA SE  
 c/o Computershare Operations Center  
 80249 Munich  
 Fax: +49 (0) 89 30903-74675  
 Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

This must reach the mentioned address, FAX Number or E-Mail-Address no later than on Thursday, 10 April 2018.

Also where Proxy Voters are to be empowered, the Application and Proof of Share Ownership by Key Date must be made before the deadline and in accordance with the stipulations above.

### ***Total Number of Shares and Voting Rights***

The statutory capital of the company at the time the General Meeting is called amounts to EUR 38,611,107.84 divided in 15,082,464 no-par value bearer shares with a proportional amount in the statutory capital of EUR 2.56 per share. Every share entitles to one vote (see §19.1 of the Articles of Association of the Company). The total number of voting rights therefore is 15,082,464. At the time of the General Meeting being called, the Company holds 136,108 treasure shares which do not give rise to any special privilege to the benefit of the Company (§ 71b AktG).

### ***Request to extend the Agenda according to Art. 56 S. 2 and S. 3 SE-VO, § 50 Par. 2 SEAG, § 122 Par. 2 AktG***

Shareholders whose shares together amount to 5% of the share capital (this corresponds to EUR 1,930,555.39 or - rounded up to the next higher total number of shares - 754,124 shares) or the pro rata amount of EUR 500,000.00 (this - rounded up to the next higher number of whole shares - corresponds to 195,313 shares and is therefore the relevant threshold) can demand that items be placed on the agenda and be made public. This Minimum Ownership Threshold is required according to Art. 56 S. 3 SE-VO in connection with § 50 Par. 2 SEAG for requests of extension, made by shareholders of an SE. § 50 Par. 2 SEAG in its content corresponds to § 122 Par. 2 Sentence 1 AktG.

For every new item, a reasoning or a proposal for resolution must be attached. A minimum ownership period of 90 days of the stipulated minimum ownership of shares in the sense of § 122 Par. 2 Sentence 1 in connection with § 1 Sentence 3 AktG, according to § 50 Abs. 2 SEAG, is, in case of an SE, no prerequisite for a request of extension.

The request of extension is to be addressed in writing to the Administrative Board of the Company and must be received by the Company at least 30 days prior to the Annual General Meeting, i.e. at the latest by the end of 12 March 2018 (midnight). Please direct your requests of extension to the following address:

PUMA SE, Administrative Board  
 Attention Mrs. Beate Gabriel  
 PUMA Way 1  
 91074 Herzogenaurach

Requests to extend the Agenda that are to be announced are - as far as they have not already been announced together with the call for the meeting - announced immediately after receipt of the request of extension in the Federal Gazette and forwarded for publication to media which can be expected to disseminate the information throughout the whole European Union. They are also made public at the website of our company under <http://about.puma.com>, further under INVESTORS / ANNUAL SHAREHOLDERS MEETING.

***Countermotions and Suggestions for Election pursuant to Art. 53 SE-VO, § 126 Par. 1 and § 127 AktG***

Each Shareholder may transmit to the company countermotions against proposals made by the Administrative Board and concerning certain specific points on the agenda. Countermotions must be assorted with a reasoning. Countermotions and other requests by shareholders concerning the General Meeting must be directed exclusively to the following address, FAX Number or E-Mail Address:

PUMA SE, Administrative Board  
 Attention Mrs. Beate Gabriel  
 PUMA Way 1  
 91074 Herzogenaurach  
 Fax: +49 (0) 9132-8142375  
 Email: [investor-relations@puma.com](mailto:investor-relations@puma.com)

Countermotions and Suggestions for Election that are not so labelled shall not be taken into account.

Subject to Art. 53 SE-VO, § 126(2) and (3) AktG, we will publish counter-motions by shareholders, including the name of the shareholder and the reasoning, and any comments by the management, on the company website under <http://about.puma.com>, under Investors / Annual Shareholders Meeting, if the counter-motion of the Shareholder, with justification, is received at least 14 days before the meeting, i.e. by the end of 28 March 2018 (24:00 midnight), at the above address, fax number or e-mail address.

These provisions, according to Art. 53 SE-VO, § 127 AktG, shall apply *mutatis mutandis* to the proposal by a shareholder for the election to the auditor of the annual results (agenda item 5) or the election of members of the Supervisory Board (agenda item 7). Such proposals do not, however, have to be assorted with reasoning. In addition to the reasons stated in § 126(2) AktG, the Administrative Board need not disclose an election proposal, amongst other cases, even if the proposal does not contain the name,

profession and place of residence of the proposed person. Proposals for the election of members of the Administrative Board do not have to be disclosed even if they do not contain any information on memberships of the proposed members of the Supervisory Board in other statutory supervisory boards (see Art. 53 SE-VO, § 127 Sentence 3 in conjunction with § 124(3) Sentence 4 and § 125(1) Sentence 5 AktG).

***Right to be informed pursuant to Art. 53 SE-VO, § 131 Par. 1 AktG***

According to Art. 53 SE-VO, § 131(1) AktG, each shareholder at the General Meeting upon request is to be informed by the Administrative Board about company matters if the information is required for the proper assessment of an item on the Agenda and there is no privilege involved to refuse information. This duty of the Administrative Board to inform also extends to the legal and commercial relationships of PUMA SE to affiliated companies. Furthermore, the duty to inform also concerns the situation of the Group and the other companies shown in the annual accounts.

***Further detailed Explanations***

Further detailed explanations concerning the shareholder rights pursuant to Art. 56 Sentence 2 and Sentence 3 SE-VO, § 50 Par. 2 SEAG and § 122 Par 2 AktG as well as pursuant to Art. 53 SE-VO, §§ 126 Par. 1, 127 and 131 Par. 1 AktG are to be found on the internet site of PUMA SE under <http://about.puma.com>, further under INVESTORS / ANNUAL SHAREHOLDERS MEETING.

***Internet Site where the Information pursuant to Art. 53 SE-VO, § 124a AktG may be accessed***

This Call for a General Meeting, the documents required to be disclosed to the General Meeting, forms for the exercise of Voting Rights by Proxy as well as further information in connection with our General Meeting are accessible via the Internet Site of PUMA SE under <http://about.puma.com>, further under Investors / Annual Shareholders Meeting (see Art. 53 SE-VO, § 124a AktG).

Herzogenaurach, March 2018

PUMA SE

Administrative Board