

TRANSLATION

AGENDA GENERAL MEETING PUMA 2008 ON APRIL 22, 2008

PUMA Aktiengesellschaft

Rudolf Dassler Sport

Herzogenaurach

- Wertpapier-Kenn-Nummer (Securities registration number) 696960
- ISIN – DE 000696603

Invitation

The shareholders of our Company are hereby invited to the annual general meeting on

22 April 2008, 2.00pm

at PUMA Brand Centre, Sigmundstraße 220-222, 90431 Nuremberg (Germany).

The invitation to the General Meeting and the agenda were published in the electronic federal gazette on 7 March 2008.

A G E N D A

- 1. Presentation of the adopted financial statements of PUMA AG Rudolf Dassler Sport and the approved consolidated financial statements, the management reports for PUMA AG Rudolf Dassler Sport and the PUMA Group as well as the report of the Supervisory Board for the financial year 2007 and the report of the Management Board regarding information as to takeovers pursuant to Sections 289 (4), 315 (4) German Commercial Code**

The aforementioned documents are available for inspection on the internet at: about.puma.com under investor relations. They will also be sent to any shareholder upon request.

2. Appropriation of the balance sheet profit (dividend payment)

Out of the balance sheet profit of the financial year 2007 a dividend of € 2.75 per no-par value share entitled to a dividend shall be distributed. Treasury shares are not entitled to a dividend.

The Management Board and the Supervisory Board therefore propose that the balance sheet profit of € 50,000,000 from the financial year 2007 shall be appropriated as follows:

a)	Payment of a dividend of € 2.75 per no-par value share entitled to a dividend for 15,902,964 shares	€ 43,733,151
b)	Profit carried forward	<u>€ 6,266,849</u> € 50,000,000

The proposal regarding the appropriation of the balance sheet profit takes into consideration the treasury shares held directly or indirectly by the Company, that are not entitled to a dividend pursuant to Section 71b German Stock Corporation Act. The number of treasury shares might change until the day of the General Meeting, if further shares are acquired or sold by the Company. In this case the proposal regarding the appropriation of the balance sheet profit to the General Meeting will be amended accordingly without changing the suggested dividend payment of € 2.75 per no-par value share entitled to a dividend.

The dividend will be paid on 23 April 2008.

3. Approval of the acts of the Management Board

The Supervisory Board and the Management Board propose that the acts of the Management Board members during the financial year 2007 be formally approved.

4. Approval of the acts of the Supervisory Board

The Management Board and the Supervisory Board propose that the acts of the Supervisory Board members during the financial year 2007 be formally approved.

5. Appointment of auditors for financial year 2008

The Supervisory Board proposes that

PricewaterhouseCoopers Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft
Olof-Palme-Straße 35
60439 Frankfurt/Main (Germany)

be appointed as auditors for the financial statements of PUMA AG and the consolidated financial statements of PUMA Group for the financial year 2008.

6. Authorisation to acquire and appropriate treasury shares under revocation of the existing authorisation

The authorisation for the acquisition and appropriation of treasury shares resolved at the last General Meeting will expire on 1 September 2008. The Company shall again be authorised to acquire and appropriate treasury shares under revocation of the existing authorisation to acquire treasury shares.

The Management Board and the Supervisory Board propose that it be resolved as follows:

- 1) The Management Board shall be authorised until 21 October 2009 to acquire treasury shares of the Company for any permitted purpose, including a flexible control of the capital needs, with a pro rata amount of the share capital attributable to such treasury shares totalling up to ten (10) percent of the present share capital or – if this value is lower – of the share capital existing at the time when the present authorisation is exercised. The acquisition may be effected via the stock exchange, by way of a public purchase offer addressed to all shareholders or by way of a public invitation to all shareholders to submit sale offers. The price for the acquisition of the shares (not including incidental acquisition costs) must in the case of an acquisition via the stock exchange not exceed or fall below by more than ten (10) percent the average closing price of the PUMA share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange) on the last three (3) trading days before the date of the obligation to acquire the treasury shares. In case of a purchase offer or an invitation to all shareholders to submit sale offers the price for the acquisition of the shares (not including incidental acquisition costs) must not exceed or fall below by more than twenty (20) percent the average closing price of the PUMA share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last ten (10) trading days before the date of the publication of the offer or, respectively, the invitation. The volume of the offer and/or the invitation to all shareholders to submit sale offers may be limited. If in

case of a public purchase offer or a public invitation to all shareholders to submit sale offers the volume of shares offered for sale exceeds the buyback volume, the acquisition must be effected on a pro rata basis. A privileged take-up of small quantities of up to 100 offered shares per shareholder and a rounding based on commercial principles can be provided for under partial exclusion of the right (if any) of the shareholders for acquisition of their offered shares.

- 2) The Management Board is authorised to appropriate the treasury shares acquired under this authorisation as follows:
 - a) The treasury shares acquired under this authorisation may be sold via the stock exchange or by an offer to all shareholders. They can, subject to the approval of the Supervisory Board, also be sold otherwise, if sold against cash payment at a price which at the time of the sale does not fall substantially below the stock exchange price of PUMA shares of the same kind; the price (not including incidental acquisition costs) at which the treasury shares of the Company are sold must in no case fall below by more than five (5) percent the average closing price for PUMA shares of the same kind in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange) on the last five (5) trading days before the date of the entering into the obligation to sell the shares. The time of the sale shall be deemed to be the time at which the obligation to transfer title in the shares is assumed, even if still conditional, or the time of the transfer itself if no separate obligation precedes or if such time is designated as relevant in the agreement containing the obligation to transfer. The final sale price for the treasury shares shall be determined according to these requirements at a time shortly before the sale of the treasury shares. The total pro rata amount of share capital attributable to the number of shares sold under this authorisation, together with the pro rata amount of share capital attributable to other shares which are issued on the basis of authorised capital or sold as treasury shares in each case under exclusion of subscription rights in direct or corresponding application of Section 186 (3) sentence 4 German Stock Corporation Act during the term of this authorisation and together with the pro rata amount of share capital attributable to option and/or convertible bonds which are issued under exclusion of subscription rights on the basis of any authorisations under Sections 221 (4), 186 (3) sentence 4 German Stock Corporation Act during the term of this authorisation, may not exceed ten (10) percent of the present share capital or – if this is lower – of the Company's share capital existing at the time the present authorisation is exercised.
 - b) The treasury shares acquired under this authorisation may, subject to the approval of the Supervisory Board, be offered and transferred in the context of the direct or indirect acquisition of business entities, parts of

business entities or participations in business entities as well as in the course of corporate mergers.

- c) In case the General Meeting 2008 on 22 April 2008 approves the Performance Share Program submitted to the General Meeting under item 7 of the agenda, the Management Board, and in case of obligations vis-à-vis members of the Management Board, the Supervisory Board, is entitled to grant treasury shares in fulfilment of the obligations under the aforementioned Performance Share Program. To the extent that the conditions for exercising the subscription rights granted under such Performance Share Program determine, that the exercising price in case of the granting of treasury shares shall be € 0.00, the Management Board, and in case of obligations vis-à-vis members of the Management Board, the Supervisory Board, is entitled to grant treasury shares in fulfilment of the obligations under the Performance Share Program for a price of € 0.00.
 - d) The treasury shares acquired under this authorisation may, subject to the approval of the Supervisory Board, be redeemed without further resolution of the General Meeting for the redemption or its implementation. The Management Board is entitled, subject to the approval of the Supervisory Board, to lower the amount of the share capital of the Company by the pro rata amount of share capital attributable to the number of redeemed shares.
- 3) The right of shareholders to subscribe to treasury shares is excluded to the extent that these shares are appropriated in accordance with the aforementioned authorisations pursuant to 2)a) (with the exception of the sale via the stock exchange or by an offer to all shareholders) to 2)c).
 - 4) All the aforementioned authorisations for the acquisition and appropriation of treasury shares may be utilised independently of each other in each case once or more than once, in full or in parts, by the Company and may also be carried out by its direct or indirect subsidiaries or by third parties for its or their account.
 - 5) The current authorisation for the acquisition of shares granted by the General Meeting on 11 April 2007 which is limited until 1 September 2008 shall be revoked with effect as from the time at which the new authorisation enters into force; the authorisation granted in the aforementioned resolution of the General Meeting of 11 April 2007 for the appropriation of treasury shares acquired on the basis of such resolution shall remain in effect.

7. Creation of conditional capital for the issuance of subscription rights on the basis of an authorising resolution to members of the Management Board and to managerial staff of the Company and its group companies under a Performance Share Programme and amendment of the articles of association

The authorisation granted by the General Meeting on 10 May 2001, for the issuance of subscription rights to members of the Management Board and other managerial staff of the Company and of group companies has been almost fully utilised.

In order to continuously commit the management of the Company and its group companies to the Puma Group by means of variable remuneration with long-term incentive effect and risk character based on a share bonus, the Company shall be enabled to issue subscription rights with respect to shares of the Company to members of the Management Board of the Company and further managerial staff of the Company and subordinate affiliated entities.

The specific proposal for resolution submitted hereafter follows the concept of a *Performance Share Programme*. The characteristic feature of the new programme is that the managerial staff participating shall be entitled to a variable remuneration in shares if performance targets have been achieved. In contrast to a conventional stock option programme like the 2001 stock option programme of the Company, the shares will, when the performance targets have been achieved, not be issued at an issue price which corresponds to the stock market price of the Company share at the time at which the subscription rights were granted (plus surcharge – if any), but at the lowest issue price of currently 2.56 euros. The principal reason for this is that in case of a Performance Share Programme the value of the respective share replaces a cash remuneration so that ideally the shares should be issued without further consideration, but must actually be issued at the statutorily provided lowest issue price. The fixing of an issue price of presently 2.56 euros is mandatory, the issuance of new shares below par being inadmissible.

This concept of the Performance Share Programme is in the interest of the Company and its shareholders because of its inherent advantages which are explained in detail in the Management Board report with respect to this agenda item 7 as fully set out below. Participants in the programme do not receive a special economic advantage out of the programme in comparison to a conventional stock option programme, because, it is considered per se that participants receive the full value of the shares (less 2.56 euros exercise price) and not merely the difference between the stock market price at the time of the granting of the subscription rights (plus surcharge – if any) and the stock market price at the time of issuance of the shares, as would be the case in a conventional stock option programme. In contrast to a conventional stock option programme, therefore, a subscription right (a stock option) does not entitle to the subscription of one share per subscription right but the numbers of shares to be issued due to the exercise of the subscription rights shall be determined at the time of the exercise based on the inherent

value of the subscription rights that will be converted into the respective number of shares to be issued.

The Management Board and the Supervisory Board therefore propose that it be resolved as follows:

- 1) The share capital shall be conditionally increased by up to 1,536,000 euros by the issuance of up to 600,000 new no-par value bearer shares with a pro-rata amount of the share capital attributable to each share of 2.56 euros (Conditional Capital 2008). The conditional capital increase is resolved solely for the purpose of granting subscription rights (stock options) to members of the Management Board of the Company and further managerial staff of the Company and subordinate affiliated entities, including members of management bodies, in Germany and abroad (hereinafter referred to as "Beneficiaries"). It shall be implemented only to the extent that subscription rights have been exercised in accordance with this conditional capital.

The issuance, form, structure and exercise of the subscription rights are subject to the following provisions:

Authorisation period and volume

The Management Board shall be authorised to issue subscription rights to Beneficiaries for a period of five years after this conditional capital becomes effective upon the registration in the commercial register but at least until three months after the close of the annual general meeting in 2013 (authorisation period). For members of the Management Board of the Company the responsibility shall lie solely with the Supervisory Board. In total up to 1,200,000 subscription rights may be issued. To the extent that subscription rights forfeit during the authorisation period because Beneficiaries left the Company or a subordinate affiliated entity, or because an affiliated entity ceased to be a member of the Puma Group, a corresponding number of subscription rights may be additionally issued.

Beneficiaries and allocation

The Beneficiaries shall include the members of the Management Board of the Company (group 1) and further managerial staff of the Company and subordinate affiliated entities, including members of management bodies, in Germany and abroad (group 2). The total volume of subscription rights to new shares arising from the conditional capital increase shall be divided between the individual groups of Beneficiaries as follows: Beneficiaries in group 1 shall in aggregate receive a maximum of 65 percent and those in group 2 in aggregate a maximum of 35 percent. If Beneficiaries belong to both groups, they shall receive subscription rights solely on the basis of their membership in group 1.

Issuance periods (acquisition periods)

The subscription rights may be issued in annual tranches within the authorisation period. The first tranche (2008) may be issued in the period from the registration of the Conditional Capital 2008 until the expiry of three months after the registration of the conditional capital in the Commercial Register. Further tranches may be issued in each case within a period of two months, beginning on the 11th trading day on the Frankfurt Stock Exchange following the date of the press conference, at which the annual financial statements of the previous year were presented. No annual tranche must exceed a total volume of 30 % of the overall volume available hereunder.

Waiting period and term of subscription rights

Subscription rights shall not be exercised prior to the expiry of the waiting period. The waiting period of a tranche of subscription rights shall commence in each case with the issuance of the subscription rights and end with the expiry of the second anniversary of the date of issuance. The date of issuance shall be the date on which the Company offers the subscription rights to the Beneficiaries, regardless of the time at which the Beneficiary becomes aware of or accepts the offer. A later time may be specified as the date of issuance in the offer.

The term of the subscription rights shall in each case be five years, calculated from the date of issuance. Subscription rights which were not exercised or could not be exercised by the expiry of the term shall forfeit without replacement or compensation. The above mentioned provisions on the authorisation to re-issue subscription rights which forfeited prematurely shall remain unaffected.

Performance targets

Subscription rights may be exercised only if and to the extent the performance targets have been achieved.

The performance target for each annual tranche of the subscription rights shall be the stock price increase by 20 percent determined in accordance with the following provisions. The stock price increase shall be determined by comparison of the Initial Value and the Closing Value. Whereas, "Initial Value" shall be the unweighted, arithmetic average of the closing prices for the shares of the Company in the Xetra trading system (or an equivalent successor system) on the Frankfurt Stock Exchange in the period from the tenth until the first trading day (in each case including) before the date of issuance of the subscription rights less the amount of dividends distributed per share and less the value of statutory subscription rights for a share (in the event of a rights issue) – if any –, in each case during the period between the first date of the determination of the Initial Value (including) and the last date of the determination of the Closing Value (including); If the event occurs during the period for the determination of the Initial

Value or the Closing Value, the consideration shall apply *pro rate temporis*. "Closing Value" shall be the unweighted, arithmetic average of the closing prices for the shares of the Company in the Xetra trading system (or an equivalent successor system) on the Frankfurt Stock Exchange in the period from the tenth until the first trading day (in each case including) before the relevant date of exercise. The provisions for the determination of the performance target based on conventional provisions on protection against dilution in order to preserve the value of the subscription rights in case of stock splits, certain measures with respect to the share capital or measures with similar effects shall remain unaffected.

Exercise periods; Minimum of subscription rights to be exercised

In each case, the subscription rights shall only be exercised within an exercise period. Exercise periods, in each case, commence on the 11th trading day in the Xetra trading system (or an equivalent successor system) on the Frankfurt Stock Exchange after the (last) day of the Annual General Meeting in a year and end on 15 December of the respective year.

The Company may lock-up certain periods for the exercise within such exercise period, if such lock-up is, in view of the Company, required for the protection of the Company and/or the shareholders and/or the capital market.

The Company may further decide at the time of the issuance of subscription rights of an annual tranche that in case of the exercise of subscription rights of such tranche a minimum number must be exercised at the same time.

Exercise price (issue price)

When exercising the subscription rights, the exercise price must be paid for each subscribed share. The exercise price shall be equivalent to the statutorily provided lowest issue price, currently 2.56 euros.

Determination of shares to be issued per Exercise Tranche

The number of shares to be issued after a due exercise of the Exercise Tranche of subscription rights shall be determined as follows: First, the difference between the Initial Value and the Closing Value shall be calculated. The calculated amount shall be multiplied with the number of subscription rights of the Exercise Tranche. The hereby calculated aggregate value of all subscription rights of the pertinent Exercise Tranche shall be divided by an amount equal to the amount of the Closing Value less the amount of the issue price. The result equals the number of shares that the beneficiary will receive due to the exercise of the Exercise Tranche against payment of the issue price per share. Fractional amounts resulting from the calculation of the number of the shares to be issued shall not be considered. They forfeit without any compensation.

Limitation of subscription rights

In case of extraordinary, unforeseen developments the Supervisory Board can in whole or in part limit the subscription rights granted to members of the Management Board regarding their subject matter or number or provide for other limitations to the extent that such limitations correspond to the German Corporate Governance Kodex as amended, supplemented or novated from time to time. The Management Board shall be entitled to provide for pertinent limitations with respect to the Beneficiaries of group 2.

Substitution rights of the Company; group-wide application

The terms and conditions of exercise may provide that the Company shall be entitled to pay out the value of the shares to be issued, less the exercise price, when individual or all subscription rights of individual tranches have been exercised, or to replace new shares by such shares that are held by the Company itself or were acquired for this purpose without obligation of the Beneficiary to pay the exercise price. The terms and conditions of exercise may further provide that in the event of a change of control the Beneficiaries shall exercise exercisable subscription rights or waive their subscription rights against the granting of a compensation per subscription right, less the Initial Value, that has been granted to the minority shareholders of the Company in a tender offer or a mandatory offer offered as a result of or in connection to the change of control. The same applies to the execution of an affiliation agreement with a compensation offer to the minority shareholders. Change of Control is the receipt of a notice by the company of another company that is neither a subsidiary nor a holding company of the PUMA AG, regarding the acquisition of at least 50 % of the voting rights in the Company.

In implementing this resolution vis-à-vis managerial staff of group companies abroad the Company shall have the right to deviate from this resolution to the extent that the subject matter of the resolution does not strictly need to be resolved by the General Meeting or to the extent the resolution goes beyond the minimum requirements of stock corporation law.

General provisions on exercise

Subscription rights may only be exercised if the Beneficiary is employed with the Company or a subordinate affiliated entity at the time of exercise and the employment has not been terminated. If, in accordance with the foregoing provision, subscription rights can no longer be exercised, they shall expire without replacement or compensation. The authorisation to re-issue expired subscription rights shall remain unaffected. In the event of death, retirement and other specific instances of leaving the Company, including the leaving of subordinate affiliated entities, of operational units or parts of operational units from the PUMA Group, as well as in the event of a Change of Control, the execution of an affiliation

agreement or a delisting as well as for purposes of compliance with statutory requirements, special arrangements may be made.

Other provisions, including no transferability and protection against dilution

The subscription rights shall not be transferable except in cases of death. In case of hedging the Company has the right to withdraw the subscription rights without compensation.

Undertakings with respect to the granting of subscription rights in prospective exercise periods may be made any time during the authorisation period.

The details about the issuance of shares under the conditional capital increase and the further terms and conditions of exercise shall be determined by the Supervisory Board to the extent that the members of the Management Board of the Company are concerned. Apart from that, the Management Board of the Company shall be responsible to provide for these details.

Such details shall include, in particular, rules for the implementation and the process of granting and exercising subscription rights, the granting of subscription rights to individual Beneficiaries, the determination of the date of issuance within the relevant issuance period and provisions for the treatment of subscription rights in special cases, in particular in case of retirement, death, leaving the Puma Group by a company, an operational unit or parts thereof or in case of a change of control, the execution of an affiliation agreement or delisting and for compliance with statutory requirements.

The terms and conditions of exercise may furthermore include customary anti-dilution provisions by which the economic value of the subscription rights is generally preserved in accordance with Section 216 para. 3 of the German Stock Corporation Act, in particular by taking into account any share splits, capital increases by conversion of the capital reserves and revenues reserves of the Company or other measures with similar effect for the determination of the performance targets. The protection against dilution results from the corresponding adjustment of the number of shares that may be subscribed per subscription right. Rights for fractional amounts of shares, therefore, will be only established to the extent that they sum up to entire shares.

The new shares shall be entitled to profit participation from the beginning of the year in which they emanate from issuance.

- 2) In Section 4 of the articles of association the following new number 5 shall be inserted:

“5. The share capital is conditionally increased by up to 1,536,000 euros by the issuance of up to 600,000 new no-par value bearer shares with a pro-rata amount of the share capital attributable to each share of 2.56 euros (Conditional Capital 2008). The conditional capital increase is resolved solely for the purpose of granting subscription rights (stock options) to members of the Management Board of the Company and further managerial staff of the Company and subordinate affiliated entities, including members of management bodies, in Germany and abroad, in accordance with the provisions set forth in the authorising resolution of the General Meeting of 22 April 2008. It shall only be implemented if subscription rights have been exercised in accordance with the authorising resolution and the Company has not paid cash or granted shares held by itself in return. The new shares shall be entitled to participate in the profit from the beginning of the financial year in which they emanate from issuance.”

8. Resolution regarding the amendment of Section 16 no. 1 sentence 1 and 2 of the articles of association of the Company

In order to have more flexibility with respect to the direction of the General Meeting, the Supervisory Board shall be put in the position to determine the chairman of the General Meeting from time to time.

The Management Board and the Supervisory Board therefore propose it be resolved as follows:

The first and second sentence of Section 16 of the articles of association of the Company shall be replaced through the following sentences 1 and 2:

"The Supervisory Board elects the chairman of the General Meeting. For the case of the chairman being prevented the Supervisory Board elects its deputy."

9. Resolution regarding the authorisation of the Management Board to refrain from disclosing the individualised income of the members of the Management Board pursuant to the Act regarding the Disclosure of Income of Management Board Members

Pursuant to the Act regarding the Disclosure of Income of Management Board Members of 3 August 2005 the General Meeting has the right to resolve upon the extent of the disclosure regarding the income of the members of the Management Board. Pursuant to Sections 286 (5), 285 sentence 1 no. 9 lit. a) sentence 5 through 9, 314 (2) sentence 2, 314 (1) no. 6 lit. a) sentence 5 through 9 German Commercial Code the individualised

income of the members of the Management Board does not have to be disclosed in case the General Meeting so resolves.

The Management Board and the Supervisory Board take the view that the need for information is fulfilled by disclosing the total income of the members of the Management Board. The Supervisory Board will monitor the adequateness of the income of the members of the Management Board. The Management Board and the Supervisory Board therefore propose it be resolved as follows:

"For the financial year starting on 1 January 2008 and for all succeeding financial years ending on or before 31 December 2012 the information pursuant to Section 285 sentence 1 no. 9 lit. a) sentence 5 through 9 and Section 314 (1) no. 6 lit. a sentence 5 through 9 German Commercial Code shall not be disclosed."

Reports to the General Meeting

Report of the Management Board to the General Meeting on item 6 of the agenda regarding the exclusion of the subscription right in case of the appropriation of treasury shares pursuant to Section 71 (1) no. 8 German Stock Corporation Act in connection with Section 186 (3) sentence 4, 186 (4) sentence 2 German Stock Corporation Act

The General Meeting of the Company of 11 April 2007 had authorised the Company to acquire treasury shares of the Company of up to an amount of ten (10) percent of the share capital. Until today this authorisation has been used to acquire 475.000 no-par value shares. As the current authorisation is valid only until 1 September 2008, a new authorisation shall be granted in this General Meeting under revocation of the current authorisation. Under item 6 of the agenda the Management Board and the Supervisory Board propose to grant an authorisation to the Company until 21 October 2009 pursuant to Section 71 (1) no. 8 German Stock Corporation Act to acquire treasury shares with a pro rata amount of the share capital attributable to such treasury shares totalling up to ten (10) percent of the present share capital or – if this value is lower – of the share capital existing at the time when the present authorisation is exercised.

1) Authorisation to acquire treasury shares

When acquiring treasury shares, the principle of equal treatment under Section 53a German Stock Corporation Act is to be observed. The proposed acquisition of shares through the stock exchange, by a public purchase offer or by a public invitation to all shareholders to make offers to sell, is in line with this principle. If in case of a public purchase offer or a public invitation to all shareholders to submit sale offers the volume of shares offered for sale exceeds the buyback volume, the acquisition must be effected on a pro rata basis. A privileged take-up of small quantities of up to 100 offered shares per shareholder and a rounding

based on commercial principles can be provided for. The options serve to avoid fractions when fixing the acceptance quotas and to avoid smaller residual quantities and, by doing so, to facilitate the technical processing.

2) Authorisation to appropriate the acquired treasury shares

- a) Pursuant to the proposed authorisation treasury shares may either be redeemed or be resold by way of a public offer to all shareholders or via the stock exchange. With the last two options the principle of equal treatment of the shareholders is observed.
- b) The proposed authorisation further provides in accordance with the provisions of Section 71 (1) no. 8 sentence 5 German Stock Corporation Act that the Management Board, with the approval of the Supervisory Board, may undertake a sale of treasury shares other than through the stock exchange or through an offer to all shareholders if the treasury shares are sold in accordance with Section 186 (3) sentence 4 German Stock Corporation Act for a consideration in cash at a price which does not fall substantially below the stock exchange price of the shares of the Company of the same kind at the time of such sale, which, pursuant to the authorisation is the case unless the price falls below more than five (5) percent of such reference price. The time of the sale shall be deemed to be the time at which the obligation to transfer title in the shares is assumed, even if still conditional, or the time of the transfer itself if no separate obligation precedes or if such time is designated as relevant in the agreement containing the obligation to transfer. The final sale price for the treasury shares shall be determined according to these requirements at a time shortly before the sale of the treasury shares.

The option of a sale in form other than through the stock exchange or by an offer to all shareholders is in the interest of the Company and the shareholders since by such sale, e.g. to institutional investors, additional foreign and domestic shareholders can be gained. The Company will further be enabled to adjust its equity capital to the respective business conditions and respond quickly and flexibly to favourable stock market conditions. The economic and voting right interests of the shareholders are preserved. The shareholders will not suffer any disadvantages due to the small volume and since the shares which are sold under the exclusion of the shareholders' subscription rights may be sold only at a price which does not fall substantially below the stock exchange price of shares of the Company of the same kind at the time of the sale. When exercising the authorisation, any issuance of shares and/or issuance of option or conversion rights is to be taken into consideration if and to the extent such issuance is made under the exclusion of subscription rights in direct or corresponding application of Section 186 (3) sentence 4 German Stock Corporation Act during the term of the authorisation. Interested

shareholders can therefore acquire any shares necessary to maintain their participation quota through the stock exchange at virtually the same conditions.

- c) The Company shall further also have the possibility to offer treasury shares as consideration in connection with any merger and any (direct or indirect) acquisition of business entities, parts thereof or participations in business entities.

The price at which treasury shares are used in such event depends on the respective circumstances of the individual case and on the point in time. When determining the price, the Management Board and the Supervisory Board will adhere to the Company's interests.

As in the past, the Management Board continuously examines opportunities for the Company to acquire business entities or participations in business entities. The acquisition of such business entities or participations therein in consideration for shares is in the Company's interest if the acquisition leads to a strengthening or reinforcement of PUMA's market position or enables or facilitates the entry into new fields of business. In order to timely and flexibly meet the interest of the seller or the Company to receive or offer payment on the form of shares in the Company in the event of a successful conclusion of such agreements, it is necessary, in case no authorised capital shall be used for such purpose, that the Management Board is authorised to grant, with the approval of the Supervisory Board, treasury shares under the exclusion of the subscription rights of the shareholders. As the volume of treasury shares will be limited and the shares should be issued at a value that takes into account the stock exchange price, interested shareholders have the option to acquire shares at the stock market price and thus essentially on comparable terms and conditions when treasury shares are offered as consideration in connection with any merger and any (direct or indirect) acquisition of business entities, parts thereof or participations in business entities under exclusion of the shareholders' subscription rights.

In light of the aforementioned considerations the proposed sale of treasury shares, in the view of the Management Board, is in the Company's and the shareholders' interest and may in the individual case justify the exclusion of the shareholders' subscription rights. The Management Board and the Supervisory Board will in each individual case examine and weigh whether the merger or the acquisition in consideration for treasury shares is in the interest of the Company.

- d) Finally, the Company shall be given the option to use treasury shares to settle subscription rights issued by the Company to its management based on the Performance Share Program which is submitted for resolution by the General Meeting under item 7 of the agenda. The option to use treasury shares to fulfil subscription rights issued under the Performance Share Program increases the flexibility of the Company.

As it regards the structure and content of the Performance Share Program, reference is made to the proposal of the Management Board and the Supervisory Board to item 7 of the agenda and the report of the Management Board to the General Meeting on item 7 of the agenda.

It is to be noted, that, when using treasury shares to fulfil subscription rights granted under the Performance Share Program – contrary to a fulfilment of such rights by using new shares arising from conditional capital –, there is no mandatory minimum issue price (in the current amount of € 2.56). In line with the concept of a "stock dividend", as explained in the report of the Management Board to the General Meeting on item 7 of the agenda, the conditions for exercising subscription rights under the Performance Share Program shall provide for a right that in case of the use of treasury shares for the fulfilment of such subscription rights the price shall be € 0.00.

Pursuant to the German Stock Corporation Act only the Management Board, and not the Supervisory Board, is entitled to acquire treasury shares under the proposed authorisation. Therefore, the latter may not acquire treasury shares necessary to fulfil subscription rights issued to the members of the Management Board which are to be fulfilled by the Supervisory Board, but instead has to use such treasury shares that the Company has acquired otherwise and which have not appropriated for other purposes.

The Management Board will report to the next General Meeting as to any use of the proposed authorisation regarding the acquisition and appropriation of treasury shares. The authorisation to exclude subscription rights is limited in accordance with the statutory requirements to a total of ten (10) percent of the share capital (Section 186 (3) sentence 4 German Stock Corporation Act).

Report of the Management Board to the General Meeting on item 7 of the agenda

Under item 7 of the agenda we propose an incentive programme based on stock options to the General Meeting for passing a resolution. Today, it is essential for a company with international business activities to be able to offer an attractive, incentive-based remuneration package. Therefore, the incentive-programme is an inherent part of a competitive remuneration system.

In order to further keep or recruit qualified employees, as the case may be, and commit them to our enterprise, we intend to introduce a modern Performance Share Programme based on stock options. We already offered stock option programmes to our managerial staff in the past. By the new Performance Share Programme we use the opportunity to offer an incentive-based programme with a pro rata dilution of the holdings of the shareholders as low as possible.

The Performance Share Programme presented to the General Meeting for passing a resolution under item 7 of the agenda consists of a conditional capital amounting to approx. 3.7 percent of the current share capital of the Company and the authorisation of the Management Board and the Supervisory Board, respectively, to issue subscription rights for new shares in annual tranches for a total period of five years. The resolution proposal includes detailed terms and conditions of the material components of the Performance Share Programme. Therefore, only special features of the Performance Share Programme in contrast to a conventional stock option programme, like e.g. the stock option programme of Puma AG of the year 2001, and some individual aspects shall be explained in the following:

The essential feature of the resolution proposal is that under the proposed Performance Share Programme, the shares to be issued are used like a performance-related cash bonus. Subject to the achievement of the performance targets, the beneficiaries will therefore receive a certain number of shares without paying any further consideration (apart from the exercise price amounting to the statutorily provided lowest issue price, see below). Such a “share bonus” does not differ on a commercial and value-related basis from the payment of a cash bonus.

When having exercised their stock options, the participants of a conventional stock option programme receive typically “only” a value per share equal to the difference between the exercise price (usually equal to the stock market price at the time the stock options were granted or a slightly higher stock market price) and the stock market price at the time of issuance of the shares. In contrast, the Beneficiary of the Performance Share Programme receives the full value of each individual share (except for the statutorily provided lowest issue price). However, having achieved the performance targets the participants will receive no value beyond the value they would receive in case of a conventional stock option programme with essentially the same performance targets. This is accomplished by providing that only a multitude of subscription rights entitles to the subscription of one share at the lowest issue price. It would actually best

serve the concept of a share bonus, if the shares were to be issued without any consideration upon achieving the performance targets. An exercise price corresponding to the lowest issue price of currently 2.56 euros is, however, mandatory under German Stock Corporation Law, because no new shares must be issued below par value (Section 9 para. 1 of the German Stock Corporation Act).

In order to give the participants in case of the exercise of the subscription rights upon the achievement of the performance targets the value they are entitled to and that amounts to the price increase (after consideration of distributions or value increases to the shareholder – if any) at a number of shares as low as possible, the value of all subscription rights per exercise tranche the Beneficiary is entitled to, i.e. the price increase having occurred since the granting of the subscription rights multiplied with the number of subscription rights, shall be converted into shares under consideration of the lowest issue price of currently 2.56 euros. Any resulting fractional amount shall not be taken into account.

The mathematical formula is (without consideration of the rounding down to entire shares as provided above):

$$\sum A = \frac{\sum B (VC - VI)}{(VC - EP)}$$

Whereas, $\sum A$ means the number of shares to be issued, $\sum B$ means the number of subscription rights of the exercise tranche, VC means the Closing Value, VI means the Initial Value and EP means the exercise price (currently 2.56 euros).

However, the payment of the lowest issue price may not be required, if the Company exercises its substitution rights and uses shares held by the Company itself or compensates the subscription rights in cash instead of using new shares emanating from the conditional capital. In this regard, please refer to the management's resolution proposal under item 6 of the agenda including the option to use shares held by the Company itself to service the subscription rights. Whether the use of the substitution rights by means of shares held by the Company itself or by cash payment best serves the Company's interest in the individual case, shall be decided by the Management Board or by the Supervisory Board if members of the Management Board are affected, as the case may be.

The Company, its shareholders and the participants alike benefit from the fact that the Performance Share Programme operates with an evidently smaller number of shares. The first benefit is that the dilution of the holdings of the shareholders that inevitably occurs upon the issuance of new shares arising from the conditional capital, is significantly reduced compared to a conventional stock option programme of equal value. In contrast to conventional stock option programmes the participants are furthermore due to the very low exercise price only compelled to an insignificant degree, if at all, to sell shares at the stock exchange immediately after subscription in order to finance an eventually relatively high exercise price compared to an eventually small

value benefit per issued share. Such sales lead in case of conventional programmes not infrequently to pressure on the share price and give other market participants additionally the opportunity to speculate on extraordinary price movements. Furthermore, the Performance Share Programme improves the possibility for the management to hold subscribed shares in the long term.

In compliance with the recommendation of the German Corporate Governance Code the Supervisory Board may in whole or in part limit the subject or the number of the subscription rights granted to members of the Management Board in case of extraordinary, unforeseen developments. The Management Board has the same rights with respect to the managerial staff of group 2.

Management Board and Supervisory Board are convinced that the Performance Share Programme proposed to the General Meeting is overall best suited to commit qualified managerial staff to the Puma Group, to motivate them and to recruit new qualified managerial staff. By aligning the remuneration of the management with the development of the stock market price of our Company an enduring and long-term increase of the company value shall be ensured. The Performance Share Programme is therefore as much in the interest of the Company as of its shareholders.

Availability of the Reports

The reports of the Management Board regarding items 6 and 7 of the agenda are available for inspection by the shareholders as of the calling of the General Meeting at the offices of the PUMA AG Rudolf Dassler Sport, Würzburger Straße 13, 91074 Herzogenaurach, Germany. These documents will also be displayed for inspection by the shareholders during the General Meeting. Upon request, complementary copies of these reports will be made available to each shareholder by mail. The reports are also available on the internet at <http://about.puma.com> and there under Investor Relations / Annual Shareholders' Meeting.

Attendance at the General Meeting

Right to attend through providing evidence of shareholding

Those shareholders are entitled to attend the General Meeting and to exercise their voting rights who register with the Company prior to the meeting and provide special evidence of their shareholding under the following address:

PUMA AG Rudolf Dassler Sport
c/o Deutsche Bank AG
General Meetings
60272 Frankfurt
Fax: +49 (0)69 12012-86045
e-mail: wp.hv@xchanging.com

As evidence of the shareholding special evidence issued by the depository bank or financial service institution with which the respective shares are deposited in text form is sufficient. Such evidence must prove ownership at the beginning of the 21st day preceding the General Meeting and must be received by the Company not later than the end of 15 April 2008. Following receipt of the evidence of their shareholding, tickets of admission for the General Meeting will be sent to the shareholders. In order to assure a timely delivery of the admission tickets, we kindly ask the shareholders to provide for an early transmission of the evidence of their shareholding to the Company.

Proxy Voting

Shareholders who do not want to attend the General Meeting in person may exercise their voting rights through a proxy, e.g. a depository bank or a shareholders' association. Powers of attorneys granted to persons other than a financial institution, a shareholders' association or equated persons must be in writing.

As special service we offer to our shareholders the option to exercise their voting rights through specially named employees of PUMA AG Rudolf Dassler Sport, who will exercise the voting rights in accordance with the instructions in writing given by the shareholders. Forms for the power of attorney and the voting instructions may be requested from the Company under the address below or via e-mail (investor-relations@puma.com) and/or printed directly from <http://about.puma.com> and there under Investor Relations / Annual Shareholders' Meeting / Proxy Service.

The form provided by the Company together with the admission ticket may also be used otherwise to issue a power of attorney.

Prior to the General Meeting powers of attorneys and instructions to the specially named employees of PUMA AG Rudolf Dassler Sport may be issued in writing only. In

order to grant a power of attorney in writing an admission ticket to the General Meeting must be obtained.

Free disposal of shares

The registration of shares with the Company for purposes of participating in the General Meeting is not blocked thereby. Therefore, the shareholders may freely dispose of their shares at any time also after the registration.

Total number of shares and voting rights at the time of the calling of the General Meeting

At the time of the calling of the General Meeting the share capital of the Company amounts to € 41,031,567.84 and is divided into 16,027,964 no-par value shares; 15.552.964 no-par value shares are entitled to attend and vote at the General Meeting. The number of voting rights may change until the day of the General Meeting.

Proposals by Shareholders

Counter proposals and election proposals regarding a specific item on the agenda must be addressed exclusively to

PUMA AG Rudolf Dassler Sport
Frau Beate Gabriel
Würzburger Straße 13
91074 Herzogenaurach
Fax: +49 (0)9132 812526

Proposals addressed to any other address will be disregarded.

Proposals by shareholders which have to be made accessible will be published on the Internet at about.puma.com. Comments of the management to such proposals, if any, can also be found here.

Please note the existing notification obligations pursuant to Sections 21 *et. seq.* German Securities Trading Act and the loss of rights associated with the respective shares resulting from any violation of such obligations.

Herzogenaurach, March 2008

PUMA AG Rudolf Dassler Sport

The Management Board