

**Translation**

**ARTICLES OF ASSOCIATION  
OF  
PUMA AKTIENGESELLSCHAFT  
RUDOLF DASSLER SPORT**

**April 2009**

# GENERAL PROVISIONS

## Article 1

1. The name of the Company is "PUMA Aktiengesellschaft Rudolf Dassler Sport".
2. The registered office of the Company is in Herzogenaurach.
3. The fiscal year is the calendar year.

## Article 2

1. The purpose of the Company is the production and merchandising of shoes, apparel and sporting equipment of all kinds.
2. The Company may enter into all transactions and undertake all measures which appear appropriate to serve the purpose of the Company. The Company is also authorized to establish, acquire and hold an interest in other enterprises of a similar or related kind - or, in exceptional cases, of a different kind - and may manage such enterprises directly or may limit itself to the management of its interest therein. The Company may enter into joint venture or Cupertino agreements and may allocate its operations in whole or in part among its affiliates.

## Article 3

1. The company shall publish official announcements required by law or by its Articles of Incorporation in the electronic Federal Gazette. Where the law requires that such announcements be published in some other form, this form of announcement shall be used instead of the electronic Federal Gazette.
2. Information to owners of authorized securities of the company may also be communicated by way of electronic media.

## Article 4

1. The share capital of the Company amounts to €38,611,107.84 (thirty-eight million six hundred eleven thousand one hundred and seven euros and eighty-four cent) and is divided into 15,082,464 no-par value shares.
2. The share capital is increased conditionally by a further € 3,916,800, divided into up to 1,530,000 no-par value bearer shares. The condition capital increase shall only be implemented to the extent that the holders of option rights, which are issued under a stock option plan in accordance with the resolution adopted by the General Meeting on 10 May 2001, exercise their option rights. The new shares confer an entitlement to the Company's profits from the beginning of the financial year in which they are created by the exercise of the option rights. The Board of Management is authorised, with the consent of the Supervisory Board, to stipulate the further details of the implementation of the conditional capital increase.
3. Up until April 10, 2012, the Board of Management is authorized to increase the share capital of the company, with the consent of the Supervisory Board, by up to €7,500,000.00, by issuing, on one or more occasions, new, no par value, bearer shares against cash contributions. The number of shares must be increased in the same proportion as the share capital. The new shares may also be acquired by one or more banks, designated by the Board of Management, subject to the obligation to offer them for subscription to the shareholders (indirect pre-emptive right). The shareholders are entitled, in principle, to pre-emptive rights. The Board of Management is nevertheless entitled, with the consent of the Supervisory Board, to exclude shareholders' pre-emptive rights in order to avoid fractional amounts. The Board of Management is entitled, with the consent of the Supervisory Board, to determine the remaining content of share rights and the conditions of the share issue (Authorized Capital I).

4. Up until April 10, 2012, the Board of Management is authorized to increase the share capital of the company, with the consent of the Supervisory Board, by up to a total of €7,500,000.00, by issuing, on one or more occasions, new, no par value, bearer shares against cash or non-cash contributions. The number of shares must be increased in the same proportion as the share capital. The new shares may also be acquired by one or more banks, designated by the Board of Management, subject to the obligation to offer them for subscription to the shareholders (indirect pre-emptive right). The Board of Management is authorized, with the consent of the Supervisory Board, to exclude pre-emptive rights in whole or in part. However, exclusion of pre-emptive rights is only permitted in the following cases:
- where shares are issued for the purpose of carrying out mergers or for the acquisition of companies, investments in companies or parts of companies;
  - to avoid fractional amounts;
  - where, in the event of a capital increase against cash contributions, the issue price of new shares is not substantially below the market price of the shares already listed, under the same terms and conditions, at the time that the issue price is determined, and the total number of shares issued under this authorization does not exceed ten percent of the share capital, and that means both the share capital existing at the time of the resolution by the Shareholders' Meeting on this authorization and that existing when the authorization is exercised. The limit of ten percent of the share capital also includes the sale of treasury shares where the sale takes place pursuant to section 186 (3), sentence 4 AktG, mutatis mutandis, excluding shareholders' pre-emptive rights. The limit also includes the issuance of shares, which takes place during the term of this Authorized Capital II, in order to service option bonds or convertible bonds, provided the bonds are issued pursuant to section 186 (3), sentence 4 AktG, mutatis mutandis, excluding shareholders' pre-emptive rights. The authorization to exclude pre-emptive rights may be used on one or more occasions during the authorization period, subject to the overall limit of ten percent of the share capital existing at the time of the resolution by the Shareholders' Meeting.

The Board of Management is entitled, with the consent of the Supervisory Board, to determine the remaining content of share rights and the conditions of the share issue (Authorized Capital II).

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."

## Article 5

1. The shares are in bearer form.
2. Following a capital increase, the extent to which the new shares shall participate in profits may be determined in a manner divergent from the provisions of Article 60 of the Stock Corporation Act.
3. The form of the share certificates, coupons, and renewal coupons shall be determined by the Management Board subject to the approval of the Supervisory Board. The same applies to bonds and warrants.

4. Multiple shares held by a single shareholder may be combined into a global share certificate. Demands to have such global share certificates redivided into single shares are excluded.

## MANAGEMENT BOARD

### Article 6

1. The Management Board shall be comprised of at least two members.
2. The Supervisory Board shall appoint the members of the Management Board and shall determine their number. It may appoint a member of the Management Board as Chairman or Spokesman of the Management Board and another member as Deputy Chairman or Deputy Spokesman. The Supervisory Board may appoint two members of the Management Board as Spokesmen of the Management Board.
3. The Supervisory Board is also authorized to appoint substitute members of the Management Board.
4. The decisions of the Management Board shall be reached through majority vote. In the event that a Chairman or only one Management Board Spokesman has been appointed, the vote of such Chairman or Spokesman shall be dispositive in the case of a tie. If two spokesmen have been appointed, the first sentence of this paragraph applies.
5. The Supervisory Board shall draw up the rules of procedure for the Management Board. The Supervisory Board can also grant special powers authorizations to individual members of the Management Board under such rules.

### Article 7

1. The Company shall be represented by two members of the Management Board or by one member of the Management Board together with a "*Prokurist*" (a holder of a general power of attorney on behalf of the Company). The Company can grant to members of the Management Board the authority individually to represent the Company.
2. Substitute members of the Management Board shall have powers of representation equal to those of regular members.

## **SUPERVISORY BOARD**

### **Article 8**

1. The Supervisory Board shall be comprised of six members. Two thirds of the members shall be elected by the shareholders as set forth in the Stock Corporation Act and one third shall be elected by the employees pursuant to Article 76 Paragraph 1 of the Works Council Constitution Act of 1952 in connection with Article 129 of the Works Council Constitution Act of 1972.
2. The members of the Supervisory Board shall, except as otherwise specified by the shareholders, be elected for the period through the conclusion of the shareholders' meeting which decides on the formal approval of the actions of such members for the fourth fiscal year after the commencement of their term in office. The fiscal year in which a term begins shall not be included in this calculation. The application of Article 30 Paragraph 3 of the Stock Corporation Act shall remain unaffected by this provision.
3. In the event that a new member of the Supervisory Board is elected to fill the vacancy created by the premature departure of a member, he shall hold such office for the duration of the departing member's term. However, in the event that a replacement member of the Supervisory Board fills a vacancy left by the departure of a member, his office shall expire at the end of the next shareholders' meeting or the one thereafter, if an election is held for the office of the departing member at such shareholders' meeting, and otherwise upon expiration of the departing member's remaining term.
4. Each member of the Supervisory Board may resign his office with or without cause by submitting one month's written notice to the Chairman of the Supervisory Board or of the Management Board.

### **Article 9**

1. Immediately following the shareholders' meeting in which the members of the Supervisory Board required to be elected by the Shareholders are elected, a Supervisory Board meeting shall take place, for which a separate convocation notice is not required. In this meeting, the Supervisory Board shall, under the chairmanship of the oldest of the Supervisory Board members elected by the shareholders, elect from among its members the Chairman of the Supervisory Board and one or more Deputy Chairmen, each to serve in such capacity through the end of such member's term in office.
2. In the event that the Chairman of the Supervisory Board or a Deputy leaves office prematurely, the Supervisory Board shall immediately hold a new election.

### **Article 10**

1. Supervisory Board meetings shall be convened by the Chairman or, in the event he is prevented from doing so, by a Deputy, as frequently as is required by law or in the best interests of the Company. Such convocation shall be through written notice setting forth the agenda and place of meeting. Fourteen days' notice of convocation shall be provided. In urgent cases, the Chairman can shorten this period and convene meetings orally or by telephone, telegram, fax or electronic media.
2. A meeting of the Supervisory Board is duly convened, and a quorum is present, if all members have received a convocation notice and at least half of the members, including the Chairman or a Deputy, participate in the adoption of the resolutions by casting their votes either in person or in writing. A vote is also deemed to have been cast in writing if it has been submitted by telegram, fax or electronic media.
3. Members of the Management Board are obligated to participate in the Supervisory Board meetings at the request of the Supervisory Board Chairman. The Supervisory Board

Chairman or a Deputy can also arrange for outside experts and other informed persons to be present.

4. The meeting shall be chaired by the Chairman or, in the event that he is prevented from doing so, a Deputy.
5. Except as otherwise provided in the Supervisory Board's rules of procedure, the resolutions of the Supervisory Board shall be adopted by a simple majority vote. In the event of a tie, the vote of the individual chairing the meeting shall be dispositive, including in the case of an election.
6. The Supervisory Board can adopt resolutions without convening a meeting by casting its votes in writing or by telephone, telegram, fax or electronic media provided the Chairman of the Supervisory Board or his/her deputy issues an instruction to this effect and no members of the Supervisory Board object to this procedure without undue delay. Such resolutions are recorded in writing by the Chairman of the Supervisory Board and sent to all members of the Supervisory Board.
7. Resolutions concerning matters which were not duly announced in advance (pursuant to Article 10, Paragraph 1 above) may be adopted only if no member of the Supervisory Board objects to such adoption. Members who did not participate in the adoption of a resolution concerning such a matter may submit to the Chairman or a Deputy their objection within a period of two weeks following the adoption of the resolution and the receipt of the minutes recording such resolution by such objecting member. The resolution shall become ineffective if an objection is raised within such time period.
8. Declarations of the Supervisory Board and its committees shall be made in the name of the Supervisory Board by the Chairman or, in the event that he is prevented from doing so, by a Deputy.
9. Minutes of each Supervisory Board meeting shall be prepared and shall be signed by the individual who has chaired such meeting.

#### **Article 11**

1. The Supervisory Board shall determine its own rules of procedure within the framework of mandatory provisions of law and the provisions of these Articles of Association.
2. The Supervisory Board is authorized to adopt purely formal amendments to the text of these Articles of Association.
3. The Supervisory Board may form one or more committees from among its members. The duties, authority and internal procedures of the committees shall be determined by the Supervisory Board. To the extent permitted by law, the authority of the Supervisory Board to adopt resolutions may be delegated to such committees.
4. The Supervisory Board may set up an Advisory Board to advise the Management Board and may determine the Advisory Board's rules of procedure.

#### **Article 12**

The Supervisory Board may stipulate that certain types of business activities may be undertaken only subject to its consent.

#### **Article 13**

The shareholders' meeting shall determine in advance the remuneration to be paid to the members of the Supervisory Board. The same remuneration shall be paid in each subsequent year until otherwise determined by the shareholders' meeting.

## **SHAREHOLDERS' MEETING**

### **Article 14**

1. The notice periods for convening the Shareholders' Meeting shall be governed by the statutory regulations.
2. The shareholders' meeting shall take place at the Company's registered office or in a city within a radius of 100 kilometres thereof or in one of the cities in which a German stock exchange is located.
3. The shareholders' meeting shall be convened by the Management Board through distribution of a notice of the meeting's agenda which contains recommendations of resolutions to be adopted. The Supervisory Board shall convene a shareholders' meeting whenever required in the interests of the Company.
4. If so decided in individual cases by the Board of Management and the Supervisory Board, parts or all of the General Meeting may be transmitted in sound and video. The transmission may also be in a form that can be accessed by the public. The form of transmission shall be announced with the invitation.

### **Article 15**

1. Shareholders shall only be entitled to attend the Shareholders' Meeting, exercise their voting rights and submit motions if they register accordingly prior to the Shareholders' Meeting and provide suitable evidence of their entitlement to attend. Their registration must reach the company no later than the seventh day prior to the date of the Shareholders' Meeting. If the end of this period falls on a Saturday, Sunday or a legally recognized public holiday at the company's place of domicile, the previous working day shall apply instead.
2. Suitable evidence of entitlement to attend the Shareholders' Meeting pursuant to § 15 paragraph 1. of the Articles of Incorporation may be provided by special validation of the relevant shareholdings by the depositary either in writing or by electronic mail. Evidence of shares not held in collective custody can also be provided by the company or by a bank against presentation of the shares. Evidence of the relevant shareholdings must relate to the point in time specified for this purpose by the German Joint Stock Corporation Act. If the company has any doubts as to the correctness or authenticity of the evidence provided, it is entitled to demand that alternative suitable evidence be provided. If such evidence is not provided or it is not provided in the appropriate form, the company may refuse the shareholder's application to attend the meeting.
3. Registration and evidence of entitlement to attend the Shareholders' Meeting must be submitted in either English or German."

### **Article 16**

1. The Supervisory Board elects the chairman of the General Meeting. For the case of the chairman being prevented the Supervisory Board elects its deputy. The chairman shall conduct the shareholders' meeting. He shall further determine the order of the discussion of the items in the agenda, as well as the manner and sequence of voting. The chairman of the Shareholders' Meeting shall be authorized to limit appropriately the time allowed for shareholders to speak and ask questions either for the entire duration of the meeting, for the discussion of specific agenda items or for specific questions and speakers' contributions either at the beginning of the meeting or during the course of the meeting.
2. Voting results shall be determined through counting of yes and no votes. The chairman shall also decide the manner of counting, as, for example, through the subtraction of the number of yes or no votes and abstentions from the total number of possible votes of those shareholders entitled to vote.

**Article 17**

1. In the shareholders' meeting, each share is entitled to one vote.
2. For shares which have not yet been fully paid in, voting rights shall become effective upon payment of the applicable statutory minimum payment pursuant to Article 134, Paragraph 2 of the Stock Corporation Act.

## **ANNUAL FINANCIAL STATEMENTS/USE OF BALANCE SHEET PROFIT**

### **Article 18**

1. The Board of Management shall prepare the annual financial statements and management report, as well as the consolidated financial statements and the group management report for the financial year ended and present this documentation to the auditor. Immediately following preparation, the Board of Management shall present this documentation to the Supervisory Board together with the proposal it intends to present to the General Meeting concerning the appropriation of retained earnings.
2. The Supervisory Board shall compile the results of its review in a report to be submitted to the Management Board within one month after receipt of the above-mentioned documents. Immediately thereafter, the Management Board shall convene the ordinary shareholders' meeting, which shall be held within the first eight months of each fiscal year.

### **Article 19**

1. The balance sheet profit shall be distributed to the shareholders, to the extent that the shareholders' meeting does not decide on another use.
2. Dividend coupons which are not submitted for payment within four years after the end of the calendar year in which they fall due for payment cease to be valid in favour of the Company.

Herzogenaurach,  
April 2009