

**adidas AG
Herzogenaurach**

**ISIN: DE0005003404
ISIN: DE000A0L1KK7**

We are herewith inviting our shareholders to the

Annual General Meeting

which takes place

on Thursday, May 7, 2009, 10:30 hrs

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

AGENDA

[1] Presentation of the adopted Annual Financial Statements of adidas AG and of the approved Consolidated Financial Statements as of December 31, 2008, of the Management Report of adidas AG and of the Group Management Report, the Explanatory Report of the Executive Board on the Disclosures pursuant to §§ 289 section 4, 315 section 4 German Commercial Code (Handelsgesetzbuch - HGB) as well as of the Supervisory Board Report for the financial year 2008

[2] Resolution on the appropriation of retained earnings

The Executive Board and Supervisory Board propose to resolve upon the appropriation of retained earnings amounting to EUR 237,409,047.08 which were reported in the adopted annual financial statements of adidas AG as at December 31, 2008, as follows:

Payment of a dividend of EUR 0.50 per no-par-value share on the dividend-entitled stock capital, i.e. EUR 96,757,756.00 as total dividend and carrying forward the remaining amount of EUR 140,651,291.08 to new account. The dividend shall be payable on May 8, 2009.

Total dividend	EUR	96,757,756.00
Carried forward to new account	EUR	140,651,291.08

Retained Earnings	EUR	237,409,047.08

At the time of convocation, the Company does not possess any treasury shares. The shares repurchased by the Company within the share purchase programme in 2008 were cancelled in the financial year 2008 while reducing the stock capital. The number of shares entitled to the payment of a dividend may decrease until the Annual General Meeting due to a repurchase of treasury shares (with or without subsequent cancellation or sale of the repurchased shares). In this case, an amended proposal on the appropriation of retained earnings will be presented to the Annual General Meeting with the payment per dividend-entitled no-par-value share remaining unchanged at EUR 0.50 providing for an according reduction of the amount to be distributed to the shareholders as well as an according increase of the amount carried forward to new account.

[3] Resolution on the ratification of the actions of the Executive Board for the financial year 2008

The Executive Board and Supervisory Board propose the ratification of the actions of the Executive Board members for the financial year 2008.

[4] Resolution on the ratification of the actions of the Supervisory Board for the financial year 2008

The Executive Board and Supervisory Board propose the ratification of the actions of the Supervisory Board members for the financial year 2008.

[5] Election of the Supervisory Board

The term in office of all Supervisory Board members will expire with the end of the Annual General Meeting on May 7, 2009. Pursuant to § 9 section 1 of the Articles of Association, §§ 96 section 1, 101 section 1 German Stock Corporation Act (Aktengesetz - AktG) as well as § 7 section 1 sentence 1 number 1 German Co-Determination Act (Mitbestimmungsgesetz - MitbestG), the Supervisory Board shall be composed of six members to be elected by the Annual General Meeting and six members to be elected by the employees. The Annual General Meeting is not bound by the proposals. The elections are going to be made on an individual basis.

The Supervisory Board proposes the following present members to the Annual General Meeting for election into the Supervisory Board

Dr. Stefan Jentsch

residing in Kronberg, Germany

Managing Director of SB Asset Management GmbH, Kronberg, Germany

Igor Landau

residing in Paris, France

Former Chairman of the Executive Board of Aventis S.A., Paris, France

Willi Schwerdtle

residing in Hofheim am Taunus, Germany

Managing Director of Procter & Gamble GmbH, Schwalbach am Taunus, Germany

Christian Tourres

residing in Lungern, Switzerland

Former member of the Executive Board of adidas AG, Herzogenaurach, Germany

as well as

Herbert Kauffmann

residing in Stuttgart, Germany

Senior Vice President of Daimler AG, Stuttgart

Alexander Popow

residing in Moscow, Russia

Chairman of RFSO "Lokomotiv", Moscow, Russia.

The members of the Supervisory Board shall be elected, in accordance with § 9 section 2 of the Articles of Association, for the period starting with the end of the Annual General Meeting on May 7, 2009 until the end of the Annual General Meeting resolving on the ratification of actions for the fourth financial year following the beginning of the term of office. The financial year, in which the term of office begins, is not counted.

[6] Resolution on the amendment to § 21 section 2 of the Articles of Association

The Act on the Implementation of the Shareholder Rights Directive (Aktionärsrechterichtlinie - ARUG) being in the legislative procedure is to also change the provisions on the exercise of voting rights at the General Meeting. This is to be taken into account in advance. In addition, the forms of exercising voting rights proved in the past, are to be explicitly added to the Articles of Association.

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

§ 21 section 2 of the Articles of Association will be revoked and reworded as follows:

- „2. *Shareholders can act by proxy at the General Meeting. Statutory provisions are applicable for issuing the power of representation. Insofar as the law does not compulsorily require a stricter form, text form is sufficient; § 135 AktG remains unaffected. If the Company appoints proxies, it is sufficient if the power of representation is received by the last day prior to the General meeting in writing or by facsimile at the address indicated in the Invitation to the General Meeting or, that the power of representation is granted electronically by the end of the general debate via the website indicated in the Invitation to the General Meeting, subject to technical availability.*“

[7] Resolution on the amendment to § 22 of the Articles of Association

The German Stock Corporation Act has provided for the possibility that, by a corresponding regulation stipulated in the Articles of Association, the chairman of the General Meeting can be authorised to set an appropriate time limit for the shareholder's right to speak and to determine further details.

In the meantime, the majority of the German stock companies noted at the stock exchange have made use of this possibility. The Articles of Association of adidas AG are to be amended in accordance with this standard in order to assure that the Chairman is able to take according actions in order to allow for an efficient course of the General Meeting.

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

- a) The headline of § 22 of the Company's Articles of Association shall be re-worded as follows:

„Chairman of the General Meeting, Chairing the General Meeting“

- b) § 22 section 2 of the Articles of Association will be revoked and reworded as following:

„2. The Chairman presides over the meeting. He determines in particular the sequence of the subject-matters to be discussed as well as the votes and the kind of the vote. Furthermore, the Chairman determines the sequence of the speakers. He can limit the shareholder's right to speak to an appropriate time limit. At the beginning of the General Meeting or during its course, he is in particular authorised to set an appropriate time frame for the entire course of the General Meeting, for individual agenda items and for individual questions or statements.“

[8] Resolution on the cancellation of the Authorised Capital pursuant to § 4 section 2 of the Articles of Association, on the creation of a new Authorised Capital with the authorisation to exclude subscription rights as well as on the respective amendment to the Articles of Association

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

- a) The hitherto unused authorisation of the Executive Board pursuant to § 4 section 2 of the Articles of Association to increase the stock capital until June 19, 2010, subject to Supervisory Board approval, if necessary excluding subscription rights for residual amounts, by up to EUR 64,062,500 shall be cancelled with effect from the entry of the new wording of § 4 section 2 of the Articles of Association with the Commercial Register.
- b) A new authorised capital in the amount of EUR 50,000,000 shall be created.

For this purpose, § 4 section 2 of the Articles of Association shall be reworded as follows:

“2. The Executive Board shall be entitled for a duration of five years effective from the entry of this authorisation with the Commercial Register, to increase the stock capital, subject to Supervisory Board approval, by issuing new shares against contributions in cash once or several times by no more than EUR 50,000,000 altogether (Authorised Capital 2009/I). The

new shares may also be offered to one or several credit institutions with the obligation to offer them to the shareholders for subscription (indirect subscription right). The Executive Board is authorised, subject to approval by the Supervisory Board, to exclude residual amounts from the shareholders' subscription rights."

[9] Resolution on the cancellation of the Authorised Capital pursuant to § 4 section 3 of the Articles of Association, on the creation of a new Authorised Capital together with the authorisation to exclude subscription rights as well as on the respective amendment to the Articles of Association

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

- a) The hitherto unused authorisation of the Executive Board pursuant to § 4 section 3 of the Articles of Association to increase the stock capital until May 15, 2011, subject to Supervisory Board approval, by up to EUR 12,000,000 against contributions in cash and/or in kind, shall be cancelled with effect from the entry with the Commercial Register of the new § 4 section 3 of the Articles of Association.
- b) A new authorised capital in the amount of EUR 25,000,000 shall be created.

For this purpose, § 4 section 3 of the Articles of Association shall be reworded as follows:

"3. The Executive Board shall be entitled for a duration of three years effective from the entry of this authorisation with the Commercial Register, to increase the stock capital, subject to Supervisory Board approval, by issuing new shares against contributions in kind once or several times by no more than EUR 25,000,000 altogether (Authorised Capital 2009/II). The Executive Board may, subject to Supervisory Board approval, exclude the subscription rights of the shareholders. The shareholders may also be granted the statutory subscription right by offering the new shares to one or several credit institutions with the obligation to offer them to the shareholders for subscription (indirect subscription right)."

[10] Resolution granting the authorisation to repurchase and use the Company's treasury shares pursuant to § 71 section 1 number 8 AktG including the authorisation to cancel shares and the authorisation to exclude tender and subscription rights; revocation of the existing authorisation

The authorisation for the repurchase of treasury shares resolved upon by the last Annual General Meeting on May 8, 2008 expires on November 7, 2009. On January 29, 2008, the Executive Board decided, with the approval of the Supervisory Board, to launch a share buyback programme on January 30, 2008, which was first initiated on the basis of the authorisation granted by the Annual General Meeting on May 10, 2007 and continued on May 21, 2008 on the basis of the authorisation granted by the Annual General Meeting on May 8, 2008. The Company acquired a total of 4,671,225

shares (this corresponded to 2.36% of the stock capital on December 14, 2008) within the share buyback programme continued based on the authorisation of May 8, 2008, and cancelled these shares on December 15, 2008, while reducing the Company's stock capital from EUR 198,186,737 to EUR 193,515,512. The Executive Board will report to the Annual General Meeting on May 7, 2009 on the share buyback programme based on the authorisation of May 8, 2008.

In order to be able to acquire treasury shares also in the future, the Executive Board shall again be granted authorisation in accordance with § 71 section 1 number 8 AktG to acquire treasury shares. The currently existing authorisation shall be revoked.

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

- 1) The Executive Board is authorised, for any lawful purpose and within the legal frame pursuant to the following terms and conditions, to repurchase the Company's treasury shares up to an amount totalling 10% of the stock capital valid on May 7, 2009 when the authorisation was resolved upon or – if this amount is lower – on the date on which the aforementioned authorisation was exercised.

The authorisation shall become effective with the passing of the resolution on May 7, 2009 and shall continue in effect until November 6, 2010. The authorisation may be used by the Company but also by its subsidiaries or by third parties appointed by the Company or a subsidiary on account of the Company or its subsidiary.

The repurchase will be carried out (i) via the stock exchange, (ii) through a public repurchase offer, (iii) through a public invitation to submit sale offers or (iv) through issuing tender rights to shareholders.

- In the event that the repurchase is carried out via the stock exchange, the consideration per share paid by the Company (excluding incidental purchasing costs) may not be more than 10% higher or lower than the average stock market price for the Company's shares as established in the closing auction of the Xetra Trading System (or a comparable successor system) on the Frankfurt Stock Exchange during the three trading days immediately preceding the day of entering into the repurchase obligation.
- In the event of a public repurchase offer, the consideration per share paid by the Company (excluding incidental purchasing costs) may not be more than 10% higher or more than 20% lower than the average stock market price for the Company's shares as established in the closing auction of the Xetra Trading System (or a comparable successor system) on the Frankfurt Stock Exchange between the sixth and third trading day prior to the publication of the public repurchase offer.
- In the event of a public invitation to submit sale offers, the consideration per share paid by the Company (excluding incidental purchasing costs) may not be more than 10% higher or more than 20% lower than the average stock market price for the Company's shares as established in

the closing auction of the Xetra Trading System (or a comparable successor system) on the Frankfurt Stock Exchange on the last three trading days prior to the acceptance of the sale offers.

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

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

If the shareholders are provided with tender rights for the purpose of acquiring shares, these tender rights are allocated to the shareholders in proportion to their shareholding in accordance with the ratio of the Company's stock capital to the volume of the shares to be repurchased by the Company. Fractions of tender rights do not have to be allocated; in such cases, any potential partial tender rights shall be excluded. The price and the threshold values of the offered purchase price range (excluding incidental purchasing costs in each case), at which shares upon the exercise of tender rights may be sold, are determined in accordance with the regulations on the invitation to submit sale offers and adjusted where appropriate.

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

- 2) The Executive Board is authorised to use the treasury shares repurchased in accordance with this authorisation or with former authorisations as follows:
 - a) Subject to Supervisory Board approval, the shares may be sold on the stock exchange or through a public offer to all shareholders in relation to their shareholding quota; in case of an offer to all shareholders, subscription rights for residual amounts are excluded. Furthermore, subject to Supervisory Board approval, the shares may also be sold differently, provided the shares are sold in exchange for a cash payment and at a price that, at the time of the sale, is not significantly below the stock market price of the Company's shares with the same features. The pro-rata amount of the stock capital, which is

attributable to the aggregate number of shares sold under this authorisation, may not exceed 10% of the stock capital existing on the date on which the resolution on this authorisation was adopted by the Annual General Meeting or - if this amount is lower - on the date of the relevant exercise of the present authorisation. The pro-rata amount of the stock capital attributable to the new shares issued after the resolution concerning this authorisation was adopted by the Annual General Meeting, on the basis of any authorisations to issue shares from authorised capital subject to the exclusion of subscription rights pursuant to § 186 section 3 sentence 4 AktG, together with the pro-rata amount of the stock capital that is attributable to the bonds with warrants and/or convertible bonds, which are linked to subscription or conversion rights on shares that are issued on the basis of any authorisations pursuant to §§ 221 section 4, 186 section 3 sentence 4 AktG after the resolution concerning this authorisation was adopted by the Annual General Meeting, shall be applied when calculating the 10% limit.

- b) Subject to Supervisory Board approval, the shares can be offered and assigned to third parties as (part) consideration for the direct or indirect acquisition of companies, parts of companies or participations in companies or within the scope of company mergers.
- c) Subject to Supervisory Board approval, the shares can be offered and sold as (part) consideration for the assignment or licensing of intellectual property rights or intangible property rights in athletes, sports clubs or other persons, as for instance trademarks, names, emblems, logos and designs, to the Company or one of its subsidiaries for purposes of marketing and/or developing the products of the adidas Group.
- d) The shares may be used for purposes of meeting the subscription or conversion rights or conversion obligations arising from the bonds with warrants and/or convertible bonds that have been or will be issued by the Company or a direct or indirect subsidiary of the Company in accordance with the authorisation granted by the Annual General Meeting on May 8, 2003 or on May 11, 2006.
- e) The shares can be used for purposes of meeting the Company's obligations arising from the Management Share Option Plan 1999 (MSOP) in its valid version adopted by the Annual General Meeting on May 20, 1999 and amended by resolution of the Annual General Meeting of May 8, 2002 and May 13, 2004 as well as of May 11, 2006. Insofar as obligations exist towards members of the Executive Board of the Company, the Supervisory Board shall have the sole responsibility.
- f) Furthermore, the shares may be redeemed and cancelled without a further resolution of the Annual General Meeting on the redemption or the cancellation.

- 3) The Supervisory Board shall be authorised to use the shares repurchased by the Company, provided such shares do not have to be used for a different specific purpose and while ensuring that the compensation remains at a reasonable level (§ 87 section 1 AktG), as follows:

They can be assigned to members of the Executive Board of the Company as compensation in the form of a stock bonus, subject to the proviso that the further assignment of such shares by the respective member of the Executive Board is not permitted within a period of at least two years from the date of assignment (retention period) and further subject to the proviso that it is not permitted to carry out hedging transactions, by which the economic risk for the development of the stock market price during the retention period is partially or completely assigned to third persons. For the assignment of the shares the respective current stock market price (based on an average value to be determined by the Supervisory Board at short notice) shall be considered. They may also be unconditionally promised to members of the Executive Board of the Company as compensation in the form of a stock bonus. In such case, the above provisions shall apply mutatis mutandis with the date of the unconditional promise taking the place of the date of the assignment of the shares.

- 4) The rights of shareholders to subscribe the Company's treasury shares will be excluded to the extent that such shares are utilised pursuant to the aforementioned authorisations defined in sub-sections 2) a) through e) and 3).
- 5) The authorisations to repurchase, sell or otherwise utilise or redeem and cancel the Company's treasury shares may be exercised independently, once or several times, either in whole or in part.
- 6) If any of the transactions carried out on the basis of this authorisation require the approval of the Supervisory Board, it may transfer this responsibility to one of its committees.
- 7) The authorisation to repurchase the Company's treasury shares which was granted pursuant to the resolution adopted by the Annual General Meeting of May 8, 2008 shall end with the coming into effect of this new resolution and shall be replaced by it. This shall not apply to the authorisations granted in the aforementioned resolution of the Annual General Meeting regarding the use of already acquired treasury shares.

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

In addition to the authorisation proposed for resolution under Agenda Item 10 regarding the acquisition of treasury shares pursuant to § 71 section 1 number 8 AktG, the Company shall also be authorised to acquire treasury shares by using equity derivatives. By doing this, the volume of shares that may be purchased will not be increased but simply a further alternative to purchase treasury shares will be available.

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

- 1) In addition to the authorisation proposed for resolution under Agenda Item 10 regarding the acquisition of treasury shares pursuant to § 71 section 1 number 8 AktG, the acquisition of shares of the Company may also be completed, apart from the ways described there, with the use of equity derivatives. The Executive Board shall be authorised, subject to Supervisory Board approval, to purchase options which entitle the Company to acquire adidas shares upon the exercise of the options by the option holder (call options). In addition, the Executive Board shall be authorised, subject to Supervisory Board approval, to sell options which require the Company to buy adidas shares upon the exercise of the options by the option holder (put options). Additionally, the purchase can be made by using a combination of call and put options as well as by using other equity derivatives as hereinafter determined.

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

- 2) The options must be executed with a financial institution in close conformity with market conditions. They have to be set up in such a way to ensure that the options are only serviced with shares which were acquired under observance of the principle of non-discrimination of shareholders. The acquisition of shares on the stock exchange at the stock market price valid at the time of the acquisition satisfies such requirement. The term of the options must be chosen in such a way that the shares are acquired upon the exercise of the options no later than November 6, 2010.
- 3) The nominal value of one adidas share when exercising a call option may not be more than 10% higher or 20% lower (excluding incidental purchasing costs) than the average stock market price for the Company's shares as established in the closing auction of the Xetra Trading System (or a comparable successor system) on the Frankfurt Stock Exchange on the three trading days prior to the exercise of the call option. The remaining value of the call option will not be taken into account.
The nominal value of one adidas share when exercising a put option may not be more than 10% higher or 30% lower (excluding incidental purchasing costs) than the average stock market price for the Company's shares as established in the closing auction of the Xetra Trading System (or a comparable successor system) on the Frankfurt Stock Exchange on the three trading days prior to the issuance of the put option.
- 4) Furthermore, an agreement with a financial institution may be concluded so that the financial institution delivers shares of a certain number or equivalent to a specific Euro amount within a specific period of time, all having been agreed a priori, to the Company. The price at which the Company purchases treasury shares has to show a reduction from the arithmetic mean of the

volume weighted average stock market price of adidas shares in the Xetra Trading System calculated on the basis of a specific number of trading days determined in advance. In addition, the financial institution must undertake to buy the shares to be delivered at the stock exchange at a price being within the margin which would apply if the Company directly purchased shares at the stock exchange.

- 5) In the event that treasury shares are acquired using equity derivatives in accordance with the above rules, shareholders have no right to conclude such option transactions or other equity derivatives with the Company. Furthermore, any tender rights of shareholders are excluded.
- 6) For the use of treasury shares acquired using equity derivatives, the provisions set out in sections 2), 3) and 5) of the resolution proposed under Agenda Item 10 shall apply mutatis mutandis. The shareholders' subscription right to treasury shares shall be excluded to the extent that such shares are used in accordance with the authorisations under sections 2) and 3) of the resolution proposed under Agenda Item 10.
- 7) If any of the transactions carried out on the basis of this authorisation require the approval of the Supervisory Board, the Supervisory Board may transfer this responsibility to one of its committees.

[12] Appointment of the Auditor and the Group Auditor for the financial year 2009 as well as, if applicable, of the Auditor for the review of the semi-annual financial statements

The Supervisory Board proposes to resolve as follows:

- a) KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, is appointed as auditor of the consolidated financial statements and annual financial statements for the financial year 2009.
- b) KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, is appointed for the audit review of the financial statements and interim management report for the first six months of the financial year 2009, if applicable.

NOTIFICATIONS AND REPORTS TO THE ANNUAL GENERAL MEETING

Information on the Candidates proposed for election into the Supervisory Board under Agenda Item 5

Dr. Stefan Jentsch

Managing Director of SB Asset Management GmbH, Kronberg, Germany

Memberships in other German supervisory boards formed in compliance with the law:

Member of the Supervisory Board of Premiere AG, Unterföhring, Germany

Memberships in comparable German and foreign supervising boards:

None

Herbert Kauffmann

Senior Vice President of Daimler AG, Stuttgart, Germany

Memberships in other German supervisory boards formed in compliance with the law:

None

Memberships in comparable German and foreign supervising boards:

None

Igor Landau

Former Chairman of the Executive Board of Aventis S.A., Paris, France

Memberships in other German supervisory boards formed in compliance with the law:

Member of the Supervisory Board of Allianz SE, Munich, Germany

Memberships in comparable German and foreign supervising boards:

Member of the Board of Directors (Verwaltungsrat) of Sanofi-Aventis S.A., Paris, France

Member of the Board of Directors (Verwaltungsrat) of HSBC France S.A., Paris, France

Alexander Popow

Chairman of RFSO "Lokomotiv", Moscow, Russia

Memberships in other German supervisory boards formed in compliance with the law:

None

Memberships in comparable German and foreign supervising boards:

None

Willi Schwerdtle

Managing Director of Procter & Gamble GmbH, Schwalbach am Taunus, Germany

Memberships in other German supervisory boards formed in compliance with the law:

None

Memberships in comparable German and foreign supervising boards:

None

Christian Tourres

Former Member of the Executive Board of adidas AG, Herzogenaurach, Germany

Memberships in other German supervisory boards formed in compliance with the law:

None

Memberships in comparable German and foreign supervising boards:

Member of the Board of Directors, Beleta Worldwide Ltd., Guernsey, Channel Islands

Report of the Executive Board pursuant to §§ 203 section 2, sentence 2, 186 section 4, sentence 2 AktG concerning Agenda Item 8

Under Agenda Item 8, the Executive Board and Supervisory Board propose to cancel the hitherto unused Authorised Capital in the total amount of EUR 64,062,500, which expires on June 19, 2010, and to replace it with a new authorised capital in the total amount of EUR 50,000,000 by means of an amendment to the Articles of Association.

In this respect, the Executive Board prepares a written report in accordance with §§ 203, section 2, 186 section 4 sentence 4 AktG which is released hereinafter.

If the Management makes use of the authorisation to increase the capital, it is obliged to offer the new shares to the shareholders directly or indirectly via one or more financial institutions. In order to reach an even subscription ratio, subscription rights may be excluded with regard to possible residual amounts, subject to approval by the Supervisory Board. Without subscription rights being excluded for possible residual amounts, the technical implementation of the capital increase and the exercise of the subscription right would be hindered considerably. The new shares excluded as fractions from the shareholders' subscription rights will either be sold via the stock exchange or otherwise disposed of in the best possible way for the Company's benefit.

The face value, or in case of the indirect subscription right the subscription rate, will be fixed in due time in such a way that the interests of the shareholders and the Company will be protected appropriately while considering the corresponding capital market situation.

Report of the Executive Board pursuant to § 203 section 2, sentence 2, § 186 section 4, sentence 2 AktG concerning Agenda Item 9

The Executive Board and Supervisory Board propose under Agenda Item 9 to cancel the Authorised Capital in the total amount of EUR 12,000,000, which has not been utilised so far and which expires on May 15, 2011, and to replace it with a new authorised capital in the total amount of EUR 25,000,000 by way of an amendment to the Articles of Association.

The Executive Board hereto issues a written report pursuant to §§ 203 section 2, 186, section 4 sentence 2 AktG, which is released in full hereafter.

§ 4 section 2 and § 4 section 4 sentences 1 to 3 of the Company's Articles of Association include authorisations for the Executive Board to increase the Company's stock capital against contributions in cash by up to EUR 84,062,500 by generally granting subscription rights. § 4 section 3 of the Company's Articles of Association includes the authorisation for the Executive Board to increase the Company's stock capital, subject to Supervisory Board approval, against contributions in cash or/and in kind while excluding the shareholders' subscription rights.

A review of the structures of the various amounts of Authorised Capital of the Company showed that the total amount of authorisations of the Executive Board to conduct capital increases while generally observing the subscription rights is relatively high whereas the possibility to issue new shares, subscription rights excluded, is limited to EUR 12,000,000 and thus to approximately 6.2% of the stock capital. These forms of Authorised Capital do not provide the Executive Board with the flexibility required for a successful management. Thus,

it is to be proposed to the Annual General Meeting on May 7, 2009, under Agenda Items 8 and 9 on the one hand to reduce the amount by which the Company's stock capital can be increased against contributions in cash while generally observing the subscription rights (§ 4 section 2 of the Articles of Association) from EUR 64,062,500 to EUR 50,000,000 (see proposed resolution under Agenda Item 8) and, on the other hand, to increase the amount by which the Company's stock capital can be increased by contributions in kind, if necessary while excluding the statutory subscription right, (§ 4 section 3 of the Articles of Association) from EUR 12,000,000 to EUR 25,000,000, i. e. approximately 12.9% of the stock capital. In turn, the possibility to also increase the capital against contributions in cash, excluding the shareholders' subscription rights, given under § 4 section 3 of the Articles of Association shall be cancelled.

The authorisation to issue new shares pursuant to § 4 section 3 of the Articles of Association, while observing the statutory subscription rights of shareholders, may also be used by way of the indirect subscription right.

The authorisation for issuing new shares, however, also includes the Executive Board's authorisation to exclude the statutory subscription rights of the shareholders, subject to Supervisory Board approval. Such authorisation shall serve the following purposes:

- 1) The Executive Board and Supervisory Board shall have the possibility to have authorised capital at their disposal for the acquisition of participations, companies and parts of companies as contribution in kind against issuing of shares of the Company. Such participations, companies or parts of companies may also be contributed to a subsidiary of the Company, if necessary.

The value at which the new shares are issued in any such case will depend on the timing and respective circumstances of the individual case. When establishing the value, the Executive Board and the Supervisory Board shall take into consideration the best interests of the Company and, if possible, the stock market price.

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

Based on the aforementioned considerations, the Executive Board believes that the proposed authorisation to issue new shares is in the best interest of the shareholders, which can in any individual case justify the exclusion of the shareholders' subscription rights. The Executive Board and Supervisory Board will therefore review each individual acquisition and will consider whether a purchase in exchange for the issuance of shares, subject to the exclusion of the shareholders' subscription rights, will be in the prevailing interests of the Company.

The authorisation may also be used in such a way that the acquisition may be effected partly against shares and partly against a contribution in cash or another form of consideration (if necessary also treasury shares).

- 2) The authorisation in accordance with § 4 section 3 of the Articles of Association shall also provide the Executive Board and Supervisory Board with the opportunity to use the Authorised Capital to issue shares as (partial) consideration for the transfer of intellectual property rights or intangible property rights of athletes, sports clubs and other persons, such as trademarks, names, emblems, logos and designs, to the Company or one of its subsidiaries for purposes of marketing the products of the adidas Group. In addition, new shares shall serve as consideration for the direct or indirect acquisition of (possibly time-limited) rights of use (licences) in such rights by the Company. Moreover, the Company shall also be able to use new shares for purchasing patents and patent licences, the exploitation of which would be in the Company's interest for purposes of marketing and developing existing or new products of the adidas Group.

In the event that athletes, sports clubs or other persons holding rights in such intellectual property rights or intangible property rights are prepared to transfer or license such rights only in exchange for (partial) granting of shares or, in the case of cash payments, only at significantly higher prices, or the granting of shares is in the interest of the Company for other reasons, the Company has to be in a position to react to such a situation in an appropriate way.

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

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

The purchase of industrial/intangible property rights or licences for such rights will be carried out either by the Company or by its subsidiaries. If necessary, the purchase shall be made from companies or other persons having been given the right to utilise these respective rights. It is also conceivable that the consideration to be paid will consist of stock and cash (e. g. royalties) and/or other consideration.

The evaluation of the industrial/intangible property rights or licences based thereon to be acquired directly or indirectly by the Company shall be carried out in accordance

with market-oriented principles, if necessary, on the basis of an expert valuation. The evaluation of the shares to be granted by the Company shall be conducted taking the stock market price into consideration. Shareholders who wish to maintain their shareholding ratio in the Company may, therefore, do so through acquisition of further shares on the stock exchange at essentially comparable conditions.

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

The decision of whether to grant new shares of the Company as consideration shall be made on a case-by-case basis by the Executive Board, subject to Supervisory Board approval, taking into consideration the Company's interests in any specific transaction, the actual necessity for (partial) granting the shares, and the valuation thereof.

- 3) Moreover, the Executive Board shall, based on the Authorised Capital pursuant to § 4 section 3 of the Articles of Association, have the possibility to grant shares to employees of the Company and of affiliated companies (employee shares) against contribution of pecuniary claims. At the moment it is not possible to make any statements with regard to the possible issue price. The Executive Board will reasonably determine the price of the shares to be issued in alignment with the stock market price, taking into consideration the interests of the Company and of its shareholders as well as the respective purpose. Hereby the issue price of the new shares shall fall below the current stock market price of the already traded shares only to the extent that such is customary for employee shares.

Report of the Executive Board pursuant to § 71 section 1 number 8, § 186 section 4, sentence 2 AktG concerning Agenda Item 10

Under Agenda Item 10, the Executive Board and Supervisory Board propose that the Company be authorised, pursuant to § 71 section 1 number 8 AktG and in accordance with customary corporate practices, to repurchase, up to and including November 6, 2010, its outstanding treasury shares up to a total of 10% of the stock capital valid on May 7, 2009 when the resolution was adopted or – if this amount is lower – on the date on which the aforementioned authorisation was exercised.

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

Repurchase

The current authorisation to acquire treasury shares pursuant to § 71 section 1 number 8 AktG granted under the resolution of the Annual General Meeting of May 8, 2008 expires on November 7, 2009. Therefore, a new authorisation shall be granted at the Annual General Meeting on May 7, 2009, and the existing authorisation shall be revoked. On January 29, 2008,

the Executive Board decided with the approval of the Supervisory Board to launch a share buyback programme on January 30, 2008, which was initiated on the basis of the authorisation granted by the Annual General Meeting on May 10, 2007 and continued on May 21, 2008 on the basis of the authorisation granted by the Annual General Meeting on May 8, 2008. The Company acquired a total of 4,671,225 treasury shares (this corresponded to 2.36% of the stock capital on December 14, 2008) within the share buyback programme continued based on the authorisation of May 8, 2008 and cancelled these shares on December 15, 2008, while reducing the Company's stock capital from EUR 198,186,737 to EUR 193,515,512. The Executive Board will report to the Annual General Meeting on May 7, 2009 on the share buyback programme based on the authorisation of May 8, 2008.

In order to be able to acquire treasury shares also in the future, the Executive Board shall again be granted the authorisation in accordance with § 71 section 1 number 8 AktG to acquire treasury shares. The existing authorisation shall be revoked.

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

Sale and Other Ways of Utilisation

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

- 1) Firstly, the Executive Board is authorised to exclude residual amounts from the subscription rights in case of an offer to all shareholders in order to achieve an even subscription ratio. Without subscription rights being excluded regarding possible residual amounts, the practical execution of the capital increase and the exercise of the subscription right would be hindered considerably. The new shares excluded as fractions from the shareholders' subscription rights will either be sold via the stock exchange or otherwise disposed of in the best possible way for the Company's benefit.

- 2) Furthermore, in compliance with the statutory regulation set forth in § 71 section 1 number 8 sentence 5 AktG, the proposed authorisation provides that the Executive Board, subject to Supervisory Board approval, may sell the repurchased treasury shares in a manner other than through a sale on the stock exchange or an offer made to all shareholders if the repurchased treasury shares are sold in exchange for cash payment in accordance with § 186 section 3 sentence 4 AktG at a price that – as of the date of sale – is not significantly below the stock market price for the Company's shares with the same features. The date of sale shall be considered the date of the entering into the assignment agreement, even if such is still subject to the fulfillment of certain conditions. If the assignment is not preceded by a particular assignment agreement, the date of sale shall be the date of the assignment itself. This shall also apply if the assignment agreement specifies the date of assignment as relevant date. The final sales price for the Company's treasury shares will be established based on the aforementioned rules immediately prior to the sale of the treasury shares. This possibility to sell treasury shares is limited to 10% of the stock capital taking into account the calculations stipulated in the proposed resolution.

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

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

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

Historically, the Executive Board has continuously reviewed opportunities for the Company to purchase companies, parts of companies or participations in companies which are involved in the business of producing and selling sports or leisure goods or are otherwise involved in the business of the Company. The purchase of such participations, companies or parts of companies is in the Company's best interest if the purchase solidifies or strengthens the market position of the adidas Group or allows for or facilitates the access to new business sectors. In order to be able to quickly and flexibly react to a legitimate interest of a seller or of the Company in a (part) payment in the form of shares of the Company for such acquisitions, the Executive Board must – to the extent that Authorised Capital cannot or should not be used – have the authority, subject to Supervisory Board approval, to grant treasury shares of the Company while

excluding the shareholders' subscription rights. Since the volume of treasury shares will be limited and the shares shall be issued at a price that is based on the stock market price, if possible, the interested shareholders will have the opportunity, at about the same time as the Company's treasury shares are sold for the aforementioned purposes of acquiring companies, parts of companies or participations and the shareholders' subscription rights are excluded, to purchase additional shares on the stock exchange to a large extent on comparable terms and conditions.

Based on the aforementioned considerations, the Executive Board believes that the proposed authorisation to utilise the Company's treasury shares is in the best interest of the Company, which can in any individual case justify the exclusion of the shareholders' subscription rights. The concrete exclusion of subscription rights has to be decided by the Executive Board, subject to Supervisory Board approval, in each individual case taking into consideration the interests of the Company regarding this concrete measure, the necessity of the (partial) granting of shares, and the evaluation thereof.

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

In the event that athletes, sports clubs or other persons holding rights in such intellectual property rights or intangible property rights, are prepared to transfer or licence such rights only in exchange for (partial) granting of shares, or, in the case of cash payments, only at significantly higher prices, or if the utilisation of the Company's shares for other reasons is in the interest of the Company in such a case, the Company has to be in a position to react to such a situation in an appropriate way.

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

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

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

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

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

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

- 5) Thus, the authorisation to repurchase and sell treasury shares in respect of such opportunities mentioned under the above sections 3) and 4) serves the same purposes as the Authorised Capital 2009/II in accordance with § 4 section 3 of the Articles of Association proposed to the Annual General Meeting for resolution. The Company thus has the possibility to acquire companies, parts of companies and participations as well as intellectual/intangible property rights or licences for such rights with treasury shares either previously repurchased by the Company or new shares to be issued from the Company's authorised capital reserve. The Executive Board decides, subject to Supervisory Board approval and on a case-by-case basis whether to use shares for one of the purposes mentioned and whether to use treasury shares repurchased on the basis of this authorisation or the Authorised Capital 2009/II under § 4 section 3 of the Articles of Association proposed for resolution to the Annual General Meeting.
- 6) In addition, the Company shall have the opportunity to use its treasury shares to perform on the subscription or conversion rights and conversion obligations based on certain bonds with warrants and/or convertible bonds issued by the Company or by any of its direct or indirect subsidiaries.

The proposed resolution does not lead to the creation of a new or further authorisation to issue bonds with warrants or convertible bonds. It merely has the purpose to enable the Management to service subscription rights or conversion rights or conversion obligations, which have already been or will be created on the basis of other authorisations, with treasury shares instead of using the other intended amounts of Contingent Capital, provided, on a case-by-case basis and upon examination by the Executive Board and the Supervisory Board, such is in the interest of the Company. Subscription or conversion rights or conversion obligations, which are considered appropriate for servicing with treasury shares in accordance with the proposed

authorisation, are (i) bonds with warrants and convertible bonds which can be issued on the basis of the authorisation granted by the Annual General Meeting of May 8, 2003 in the version of the authorisation granted by the Annual General Meeting of May 11, 2006 (Authorisation 2003), (ii) the convertible bonds issued in the financial year 2003 by adidas-Salomon International Finance B.V., Amsterdam (now: adidas International Finance B.V.), under the Company's guarantee on the basis of the Authorisation 2003 in the aggregate principal amount of EUR 400,000,000 (Convertible Bonds 2003) and (iii) bonds with warrants and convertible bonds, which will be issued on the basis of the authorisation proposed for resolution to the Annual General Meeting on May 11, 2006.

The notarial minutes taken with regard to the Annual General Meetings on May 8, 2003 and May 11, 2006, which contain the aforementioned adopted authorisations, are available for inspection by the shareholders at the Company's Commercial Register with the Local Court Fuerth, HRB 3868. Extracts therefrom are, as far as resolutions on authorisations are concerned, also available for inspection at the Company's business premises as at the date of convocation of the Annual General Meeting. This is also applicable for the conditions of the Convertible Bonds 2003. Upon request, all shareholders will be sent free copies of the above-mentioned documents available for inspection without delay.

- 7) Finally, the Company shall have the opportunity to use its treasury shares to perform on the stock options arising from the Management Share Option Plan 1999 (MSOP). Such opportunity shall be granted along with the already existing possibility to service such stock options with shares issued from a contingent capital which was resolved upon together with the MSOP on May 20, 1999 and adjusted by the Annual General Meetings on May 8, 2002, May 13, 2004 and May 11, 2006. The decision whether the beneficiaries will be offered or assigned shares from the contingent capital or from the stock of repurchased treasury shares will be made by the Company on a case-by-case basis depending on the respective liquidity and market situation. The possibility to service stock options arising from the MSOP with treasury shares does not lead to the creation of a new share option plan or to an amendment to the MSOP.

The notarial minutes taken with regard to the Annual General Meetings on May 20, 1999, on May 8, 2002, on May 13, 2004 and on May 11, 2006, which contain the aforementioned resolutions on the MSOP 1999, are available for inspection by the shareholders at the Company's Commercial Register with the Local Court Fuerth, HRB 3868. Extracts therefrom are, as far as resolutions on authorisations are concerned, also available for inspection at the Company's business premises as at the date of convocation of the Annual General Meeting. Upon request, all shareholders will be sent free copies of the above-mentioned documents available for inspection without delay.

The total volume of the formerly issued stock options of the MSOP only amounted to approximately 3% of the Company's stock capital. In the meantime nearly all stock options have been exercised. As at February 28, 2009, only 15,800 stock options remained outstanding so that claims to stock options still outstanding only amount to approx. 0.033% of the Company's current stock capital. Hence, there is no significant dilution of the shareholders' stock if the stock options are serviced with treasury shares of the Company. Furthermore, stock options may only be exercised if the stock market price of the Company's shares in absolute terms has significantly increased since the granting of the stock options or if the stock market price has developed more favourably than the stock market prices of the shares of the major competitors. The performance

discount to be deducted from the exercise price, if necessary, only applies if the performance objectives have not only been met but even exceeded and the stock market price of the Company's shares in absolute terms and/or in relative terms in comparison to the major competitors has developed clearly positive since the date when the stock options were granted.

- 8) Sub-section 4.2.3 of the German Corporate Governance Code includes the recommendation that the variable compensation components of the Executive Board members shall, among other things, contain components with long-term incentive effects and risk character. In accordance with the German Corporate Governance Code, this applies particularly to shares with a waiting period of several years.

The resolution proposed under Agenda Item 10 takes this into account under section 3). The provision under section 3) enables the Supervisory Board – as already by resolution of the previous annual general meetings – to pay out management bonuses in the form of shares. As the authorisation may only be used provided a reasonable level of compensation is ensured (§ 87 section 1 AktG) and further provided that an appropriate legal and economic minimum waiting period is determined and that the shares shall be granted and assigned at the respective current stock market price, it is ensured that the shareholders' subscription right is excluded only to an appropriate extent and in the best interest of the Company. The Executive Board members who receive shares as compensation on this basis have an additional interest in achieving an increase in value of the Company expressed by the stock market price. They also bear the foreign exchange risk, as it is not permissible to dispose of or otherwise use the shares within the retention period. This form of compensation therefore has risk character. The same shall apply if the shares as part of the compensation are not immediately assigned but, with regard to the fact that there is no possibility to sell such shares anyway, are first only promised unconditionally. Even then, the risk for the further stock market price development is borne by the respective Executive Board member.

Further details are determined by the Supervisory Board within the scope of its legal responsibilities. It particularly decides whether, when and to what extent it will use the authorisation (§ 87 section 1 AktG). The Supervisory Board is also responsible for the observance of any further requirements of the German Corporate Governance Code. In view of the statutory distribution of responsibilities, the Supervisory Board, however, does not have the possibility as representative of the Company to acquire shares of the Company itself for the purpose of compensating the Executive Board or to ask the Executive Board to acquire such treasury shares on its behalf. Hence, if there are no treasury shares available which can be used for this purpose, the authorisation cannot be used. This does not exclude that the recommendation of the German Corporate Governance Code may in such a case be followed by different means.

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

In addition to the report made under Agenda Item 10, the Executive Board also gives a written report in accordance with § 71 section 1 number 8 in conjunction with § 186 section 4 sentence 2 AktG on the resolution proposed under Agenda Item 11, which is published in full hereafter:

In addition to the possibilities provided for under Agenda Item 10 to acquire treasury shares, the Company shall also be authorised to acquire treasury shares using particular equity derivatives. In this way, the volume of shares that may be purchased will not be increased but a further alternative to purchase treasury shares will simply be available. This additional alternative will expand the Company's ability to structure the acquisition of treasury shares in a flexible manner.

For the Company it may be advantageous to purchase call options, sell put options or acquire adidas shares using a combination of call and put options or other equity derivatives instead of directly acquiring shares of the Company. This acquisition alternative is limited from the outset to 5% of the stock capital existing on the date on which the resolution is adopted by the Annual General Meeting or – if this amount is lower – on the date on which the aforementioned authorisation was exercised. The term of the options must be chosen in such a way that the shares are acquired upon exercise of the options no later than on November 6, 2010, thus ensuring that the Company does not acquire any treasury shares following the expiration of the authorisation regarding the acquisition of treasury shares on November 6, 2010 subject to a new authorisation being granted.

When agreeing a call option, the Company obtains the right against payment of an option premium to purchase adidas shares the number of which had been agreed in advance at a specific price (strike price) from the respective seller of the option, the option writer. The exercise of the call option is sensible from the Company's point of view if the stock exchange rate of the adidas share is higher than the strike price as it can then purchase the shares at a lower price from the option writer than on the market. In addition, the Company's liquidity is preserved as the strike price for the shares only needs to be paid upon exercise of the call option. These aspects can justify in individual cases that the Company pay an option premium for agreeing a call option which is close to the market thus - considering i. a. the strike price, the term of the option and the volatility of the adidas share - corresponding in essence the same value as the call option.

When selling put options, the Company gives the respective holder of put options the right to sell shares of the Company to the Company at a price specified in the put option conditions (strike price). In return for the obligation to acquire treasury shares in accordance with the put option, the Company shall receive an option premium which has to be established again in close conformity with market conditions, i.e. which corresponds to the value of the put option taking into consideration, among other things, the strike price, the option term and the volatility of the adidas shares. For the option holder, exercise of a put option makes economic sense only if the stock market price of the adidas shares, at the time of exercise, is below the strike price because the option holder can then sell the shares to the Company at a higher price than he can achieve at the market. The Company, however, can protect itself at the market against too high risks from the development of the exchange rate. From the Company's perspective, however, the consideration to be paid for the acquisition of the shares is reduced by the option premium already collected. The share buyback using equity derivatives is advantageous for the Company as the Company may specify a certain strike price already when concluding the option transaction, whereas liquidity will not flow out until the date the options are exercised. If the option holder does not exercise the options, particularly because the stock price on the date or during the time period of the exercise exceeds the strike price, the Company, although unable to acquire any treasury shares, still finally keeps the option premium received.

The purchase price to be paid by the Company for the adidas shares using options is the strike price specified in each respective case. The strike price may be higher or lower than the stock market price of the adidas share on the day of the conclusion of the option transaction and on the day of the acquisition of the shares upon exercise of the option. When ascertaining the nominal value per share for which a maximum and a minimum amount have been established in the resolution, in addition to the strike price also the inner value of the utilised option at the time of the exercise of the option (hence without taking a possible remaining period into account) or option premium is to be considered. The Company may also agree upon equity derivatives which provide for a delivery of shares with a reduction on the weighted average stock market price. The obligation to execute option transactions and other equity derivatives solely with a financial institution while ensuring that the options and other equity derivatives are only serviced with shares acquired under observance of the principle of non-discrimination is designed to rule out any disadvantages for shareholders in the event of share buybacks using equity derivatives. In accordance with the legal provisions under § 71 section 1 number 8 AktG, the principle of non-discrimination is satisfied if the shares are acquired through the stock exchange at the stock market price of the Company's shares valid at the time of the acquisition through the stock exchange. As the price for options (option price) is determined in close conformity with market conditions, the shareholders not involved in the option transactions do not suffer any loss in value. The shareholders are ultimately in the same position they would be in if the Company acquired shares directly through the stock exchange. On the other hand, the possibility to use equity derivatives enables the Company to make use of short-term market opportunities and to execute the appropriate option transactions or other equity derivatives. Any rights of shareholders to conclude such option transactions or other equity derivatives with the Company as well as any tender rights of shareholders are excluded. Such exclusion is necessary to enable the Company to use equity derivatives in connection with the repurchase of treasury shares and to achieve the advantages resulting from such use. A conclusion of the relevant equity derivatives with all shareholders is not feasible.

Having carefully weighed the interests of shareholders and of the Company, and given the advantages to the Company that may result from the use of put options, call options, a combination of put and call options or other above-mentioned equity derivatives, the Executive Board considers the authorisation for the non-granting or restriction of shareholders' rights to conclude such equity derivatives with the Company or to tender their shares to be generally justified.

The alternatives to use the treasury shares acquired using equity derivatives do not differ from the alternatives to use the treasury shares as proposed under Agenda Item 10. Regarding the reasons for the exclusion of shareholders' subscription rights in connection with the use of the shares, the Executive Board therefore refers to the Report of the Executive Board on Agenda Item 10.

DOCUMENTS PERTAINING TO THE ANNUAL GENERAL MEETING

The consolidated financial statements and Group management report as at December 31, 2008, the annual financial statements and management report of adidas AG for the financial year 2008, with the explanatory report of the Executive Board on the Disclosures pursuant to §§ 289 section 4, and 315 section 4 HGB, the Supervisory Board Report for 2008, the Executive Board's proposal on the appropriation of retained earnings as well as the Executive Board Reports on Agenda

Items 8, 9, 10 and 11, which are printed above in their complete form, may be inspected on the Company's website on www.adidas-Group.com/agm. The documents are also available for inspection during the Annual General Meeting of adidas AG.

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

Furthermore, we would like to refer once more to the additional documents mentioned in the Executive Board Reports on the Agenda Items 10 and 11 and the disclosures available. .

PARTICIPATION IN THE GENERAL MEETING

As at the date of convocation of the Annual General Meeting, the Company's stock capital amounted to EUR 193,515,512.00 divided into 193,515,512 no-par-value bearer shares (shares). Each of these shares entitles the holder to one vote. As at the date of convocation of the Annual General Meeting, the Company does neither directly nor indirectly hold any treasury shares. Therefore, as at the date of convocation the total number of shares which are entitled to participate in and vote at the Annual General Meeting amounts to 193,515,512 shares.

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

adidas AG
c/o Dresdner Bank AG
WASHV dwpbank AG
Wildunger Straße 14
60487 Frankfurt am Main
Germany

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

E-Mail: hv-eintrittskarten@dwpbank.de

This record shall refer to the beginning of April 16, 2009 (00:00 hrs CEST) and reach the Company together with the registration no later than the end of April 30, 2009 (24:00 hrs CEST) at the above-mentioned address. The registration and share ownership record have to be submitted in written form in either English or German. The Company is entitled, in case of doubt about the correctness or authenticity of the record, to demand an additional appropriate form of evidence. If such evidence is not submitted at all or not in the appropriate form, the Company may reject the shareholder.

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

FREE DISPOSABILITY OF SHARES

The shares are not blocked when registering for the Annual General Meeting; shareholders may thus continue to dispose of their shares at their discretion even after having registered.

EXERCISE OF VOTING RIGHTS

Shareholders may exercise their voting rights through authorisation of a bank, a shareholders' association or any different person of their choice. Such powers of representation have to be made in writing unless the authorisation is granted to a bank, a shareholders' association or a person being of equal status with regard to the exercise of voting rights in accordance with the German Stock Corporation Act. In the last mentioned cases, the requirements of the power of attorney are based on the legal regulations.

As special service, we offer to our shareholders as in the past, to authorise proxies appointed by the Company to exercise their voting rights. For such purpose, a power of representation and instructions on how to exercise the voting rights have to be given to the proxies. Without such instructions, the power of representation will be invalid. The proxies are bound to vote in accordance with the instructions;

Powers of representation and voting instructions to the proxies appointed by the Company must be reached in writing or by facsimile at the following address by the last day prior to the Annual General Meeting:

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

Fax: + 49 (0) 9132 84 3219

In accordance with the procedure determined by the Company, powers of representation and voting instructions can also be granted electronically via Internet, subject to technical availability of the website, at the address www.adidas-Group.com/agm. Via Internet, powers and instructions can be granted or changed still during the course of the Annual General Meeting, subject to technical availability of the website, until the end of the general debate.

Those shareholders who wish to grant a power of representation to a person of their choice or to the proxies appointed by the Company also require an entrance ticket to the General Meeting. It also contains a form which can be used for the granting of a power of representation.

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

INTERNET TRANSMISSION OF THE GENERAL MEETING

The Company's shareholders as well as any interested person may follow the Annual General Meeting on May 7, 2009 from 10:30 hours CEST in its full length live on www.adidas-Group.com/agm, subject to technical availability. A recording of the speech of the Chairman of the Executive Board will be available on the Company's website after the Annual General Meeting. Furthermore, promptly following the General Meeting, the presentations held during the General Meeting as well as the results of the votes can be found on the Company's website.

MOTIONS SUBMITTED BY SHAREHOLDERS

Any countermotions concerning a proposal of the Executive Board and/or of the Supervisory Board on a specific Agenda Item as well as any proposals for candidates shall be sent exclusively to the following address together with a proof of the person's capacity as shareholder:

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

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

Motions addressed otherwise cannot be taken into consideration.

Motions which have to be made available and are received no later than two weeks prior to the day of the Annual General Meeting at the above address will be made available to the other shareholders through the Internet on www.adidas-Group.com/agm without delay subject to the submission of the proof of share ownership of the person submitting the countermotion or nomination. Any statements issued by the Management will also be published on the above-mentioned website.

Herzogenaurach, March 2009

adidas AG
The Executive Board