



**Code of Conduct
of adidas AG**
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1. Basic Rules of Conduct

Performance, Passion, Integrity and Diversity are the core values of the adidas Group. Accordingly, we expect all employees to conduct themselves in conformity with these core values and with the utmost fairness, integrity and responsibility in all aspects of their businesses.

Compliance with the law and the legal system is the most important principle for the adidas Group. Every employee shall act ethically and compliant with the laws and regulations of the legal systems within which they are acting while carrying out the Group's business. Violations of the law must be avoided under all circumstances.

One of the greatest strengths of the adidas Group is the diversity of its employees and business partners. We work together with men and women of various nationalities, cultures, religions and races, who bring together a wide range of experiences, skills and mentalities.

The adidas Group stands for Human Rights.

We will not tolerate any discrimination or personal harassment, be it sexual or in any other form. Every employee must respect the personal dignity, privacy and legal rights of every individual.

This Code of Conduct shall apply to internal cooperation as well as to conduct towards external business partners.

Regardless of the sanctions imposed by the law, any employee guilty of a violation of the law or of this Code of Conduct while carrying out the adidas Group's business will be subject to discipline up to and including termination.

1.1 Executive's duties

Every executive bears a special personal responsibility for the employees entrusted to him/her. The executive must train himself/herself appropriately, in particular upon assumption of new or expanded leadership duties.

Executives have a duty of supervision. It is the responsibility of every executive to ensure that there is no violation of this Code of Conduct or internal agreements and no violation of the law within his/her area of responsibility which proper supervision could have prevented or rendered more difficult. Delegation of tasks will not release the executive from responsibility and he/she shall demonstrate this responsibility through his/her own conduct.

The following shall apply in particular:

- The executive must carefully select employees not only on the basis of their professional qualifications but also their personal character. The duty of care increases with the importance of the task to be entrusted to the employee (**duty of selection**).
- The executive must formulate the task in a precise, complete and binding manner; in particular, the executive must emphasize compliance with the law and this Code of Conduct when instructing employees (**duty of instruction**).
- The executive must ensure that compliance with this Code of Conduct and with the law is monitored on a constant basis (**duty of monitoring**).
- The executive must clearly communicate to the employees that violations of this Code of Conduct or violations of the law are disapproved of and that employees who violate this Code of Conduct or the law while carrying out the Group's business will be subject to discipline up to and including termination without consideration of their standing (**duty of information**).

1.2 Basic Rules and Common Sense

This Code of Conduct is intended to supply certain basic rules regarding employees' conduct while carrying out the business of the adidas Group. However, this Code of Conduct cannot replace Common Sense combined with good business judgment. Furthermore it cannot address all circumstances that may present themselves. More detailed guidelines can be obtained through the Group's Global Policy Manual.

When in doubt regarding whether a proposed course of action is legal or in compliance with the adidas Group's core values, an employee should seek guidance from his/her supervisor and the legal department of that employee's adidas Group company.

2. Treatment of Business Partners and Third Parties/Conflicts of Interest:

Compliance with competition law and antitrust law

2.1 The adidas Group is committed to fair competition

Every employee is obligated to comply with the laws of fair competition.

Antitrust evaluation can be difficult in individual cases. Employees shall seek guidance from the legal department of their particular company within the adidas Group when in doubt.

Some types of behaviour regularly constitute a violation of antitrust law:

For instance, employees may not enter into verbal or written agreements with competitors for the purpose of fixing prices or production levels. It is furthermore unacceptable to enter into agreements with competitors for the purpose of not competing with each other, submitting bogus offers in bidding or dividing up customers, regions and products.

Especially in the European Union, employees shall not take any steps to fix resale prices or try to impose export or import prohibitions.

2.2 Offering and granting unlawful advantages

No employee may directly or indirectly, neither in his/her country nor abroad, offer or grant unlawful benefits in connection with his/her business dealings, neither in the form of monetary "kickbacks" nor as some other type of benefit.

Promotional gifts to employees of business partners must be selected so as to avoid any appearance of bad faith or impropriety. In cases of doubt, the recipient should be asked to obtain prior permission from his/her supervisor. If the recipient refuses such request, this indicates that he/she considers this gift as improper himself/herself.

Gifts may not be made to civil servants or other public officials.

Employees concluding contracts with consultants, intermediaries, agents or comparable third parties must see to it that these third parties do not offer or grant unlawful benefits either.

2.3 Demanding and accepting advantages

No employee may use his/her position to demand, accept, obtain or be promised any unlawful benefit. This does not include accepting occasional gifts of insignificant value (i.e. USD 100 or lower); any other gifts, however, must be refused or returned. In cases of doubt the recipient should be requested to obtain prior permission from his/her supervisor for accepting the gift. If the recipient refuses such request, this indicates that the recipient himself/herself considers accepting the gift to be improper.

2.4 Additional special rules for awarding contracts

Employees whose work involves the awarding of contracts must comply with the following rules in addition to those set forth above:

The employee must inform his/her supervisor on any personal interest he/she could possibly have in connection with the execution of his/her professional duties.

There must be no unfair discrimination for or against any suppliers in their competition for contracts.

Invitations from business partners may only be accepted if the occasion and scope of the invitation are appropriate and if refusing the invitation would be unduly discourteous. No employee may have private contracts fulfilled by companies with which he/she has company business dealings if he/she could derive any advantage therefrom constituting disproportionateness between service rendered and consideration provided in return. This applies in particular if the employee is capable of exercising a direct or indirect influence upon the contracting of such company through his/her position.

2.5 Donations on behalf of the Group

Applications for donations submitted by individuals must in principle be rejected. Donation payments to private accounts are prohibited. In no case may a donation be made in favour of any person or organization that would damage the reputation of the adidas Group.

The donation must be transparent. The recipient of the donation and the recipient's actual use thereof must be known. Employees must at any time be able to justify the reason for the donation and its use in accordance with the intended purpose. Donations should be tax-deductible. Donations to political parties and their affiliated organizations are not permitted.

Further details about donations on behalf of the Group are set out in our Corporate Giving Guidelines (Global Policy Manual - Social and Environmental Affairs).

Donations are not a means of facilitating business transactions. Date, amount and recipient must be precisely documented. Donations by means of cash payments should only be made in exceptional cases and have to be documented with special diligence by means of receipts, etc. Quasi-donations are prohibited as violating the principles of transparency. Quasi-donations are grants intended to look like compensation for a particular service but are substantially greater than the value of the service. Thus, it is at least in part a matter of a grant for other purposes.

2.6 Use of Group assets

The adidas Group expects all employees to treat their working equipment, be it a pen or a car, with special care. Employees may not use Group assets or property for personal gain (financial or otherwise) beyond the receipt of compensation and benefits from the Group in connection with employment. Specifically, no adidas Group employee may use Group property for his or her own personal benefit, including trading or bartering property, or selling product or samples for personal gain. Group property includes all products made by the Group, but not purchased by the employee, other items or product from suppliers or endorsers and computer equipment and software.

3. Handling of Information

3.1 Records and reports

Open and effective cooperation requires correct and truthful reporting. This applies equally to the relationship with shareholders, employees, customers and business partners as well as with the public and any governmental offices such as, for instance, supervisory authorities. With regard to this, employees handling financial matters or involved in business accounting bear a special responsibility (see also Paragraph 4 for Special Rules for Dealing with Financial Matters).

The public's trust in the adidas Group depends to a great extent on the correctness and propriety of reporting.

Any records, data collections, reports and accounts produced internally or provided to the stock exchange supervisory authority, to any other authorities or to the public must be complete, correct, precise, timely and comprehensible, and must be in accordance with the respectively applicable law.

All payment transactions must be documented in a clear and unambiguous manner. The requirement of truthful statements applies to expense accounts as well.

3.2 Confidentiality

Confidentiality must be maintained with regard to internal corporate matters which have not been made known to the public. This includes, for instance, details concerning the adidas Group's organization and property, as well as matters of business, manufacturing, research and development, and internal reporting figures.

The obligation to maintain confidentiality will continue to apply even after the termination of the employment relationship.

3.3 Data protection and data security

It is crucial to create a high level of data protection in the adidas Group worldwide as we are aware that the success of the Group as a whole is dependent not only on global networking of information flows, but also above all on trustworthy and safe handling of personal data. That applies to the handling of all the personal data of natural persons, in particular the data of employees, customers, shareholders, contracting parties or business partners and other third parties.

Personal data may only be collected, processed or used insofar as this is necessary for predetermined, clear and legitimate purposes. Personal data shall not be used for purposes other than those for which the data was originally collected.

High standards must be ensured with regard to data quality (personal data shall at all times be correct) and the principles of data economy and data avoidance.

Due to increasing networking of information and communications systems, the protection of personal data is a significant concern today.

Appropriate technical and organizational measures for handling personal data must be established for the company processes and Information Technology systems, preventing unauthorized persons from gaining access to data processing systems on which personal data are processed or used.

The use of data must be transparent for those concerned, their rights to question and complain, to information and correction and, if applicable, to objection, blocking and deletion must be safeguarded.

3.4 Insider trading rules

Employees who have insider information with regard to a company must not deal in such company's securities, whether listed on the stock exchange or on the regulated market, or traded on the unlisted market. This applies to insider information with regard to adidas AG and all affiliated companies within the adidas Group as well as to any case where an employee receives insider information on some other company. Insider information means any information which is not public knowledge and which can be used to influence an investor's decision to purchase, sell or keep a security.

In order to avoid any appearance of a violation of the insider trading rules, the members of the Executive Board may not effect transactions in securities concerning adidas AG in the period from two weeks prior to the end of a quarter until two days subsequent to the publication of quarterly results, and in the period from two weeks prior to the end of a fiscal year until two days subsequent to the publication of the results of the fiscal year. The same applies to employees of the Group whose activities or function gives them access to financial results not yet published.

Insider information may not be passed on to persons outside the adidas Group (e.g. journalists, financial analysts, customers, consultants, family members or friends) without authorization. Even within the adidas Group, such information may only be passed on if the recipient actually needs it in order to perform his/her professional duties. Furthermore, employees must always make sure that insider-relevant knowledge is secured or kept under lock and key in such a way that unauthorized persons cannot gain access to it.

Employees who have insider information may also not provide investment tips to third parties.

In addition, the following is to be noted: Executives may be personally liable for damages if an employee violates insider trading rules and if proper supervision could have prevented such violation.

4. Special Rules for dealing with financial matters

The following Special Rules for Dealing with Financial Matters apply to the Chief Executive Officer, the Chief Financial Officer, the Heads of Accounting, Reporting and Controlling, as well as to persons performing similar functions, and to all other employees dealing with financial matters.

The aforementioned persons are required to act in accordance with the following guidelines with respect to all financial matters:

- comply with the respectively applicable laws and regulations;
- act with honesty and integrity and avoid actual and apparent conflicts of interest between private and professional matters;
- ensure the timely and accurate documentation of all business transactions in the adidas Group accounts in full compliance with all applicable internal guidelines and the "International Financial Reporting Standards";
- ensure full, fair, accurate, timely and comprehensible disclosure of information in reports, documents and all other publications prepared by them;
- act with honesty, responsibility, diligence, competence and prudence when dealing with financial matters. They may neither misrepresent essential facts nor unfairly influence independent evaluations or decisions through, for instance, offering incentives with regard to compensation. When in doubt, a conservative standard shall be applied in cases of evaluations and decisions;
- ensure that all assets and resources used by, belonging to or entrusted to the adidas Group are handled responsibly and under supervision;
- actively promote ethical behaviour as a responsible partner. This applies to the relationship among one another as well as towards subordinates;
- maintain and share the knowledge required for dealing with financial matters;
- assume the responsibility for compliance with these Rules;
- report timely any violation of the aforementioned Rules to the adidas AG Compliance Officer or the authorized compliance officer of the respective Group company. The same applies to any explicit or conclusive approval of the failure to comply with these Rules. Failure to take action within due time against a departure from a provision of these Rules will constitute conclusive approval.

5. Complaints and other information

Any employee may lodge a personal complaint with his/her supervisor or some other person/unit designated for this purpose or with an existing internal works council. Employees may also inform of circumstances which point to a violation of the Code of Conduct and, in particular, to criminal conduct in the adidas Group. If the provision of such information is justified, it will be treated confidentially at the employee's request unless legitimate circumstances require otherwise. In extreme cases, in particular if criminal conduct is suspected, employees may also provide such information anonymously; however, they must do so in written form with concrete facts.

Contact persons are, in addition to the aforementioned units, the adidas AG Compliance Officer and the authorized compliance officers of the Group companies worldwide. The matter will be investigated without delay. Corresponding action will be taken, if appropriate. All documents are kept in safe custody.

Moral courage will be supported in the adidas Group.

Retaliation for making a complaint or cooperating with an investigation will not be tolerated.

The adidas Group will implement appropriate measures in order to protect the Compliance Program and the employees' interest.