

adidas



AUGUST 11, 2020

INVITATION

TO THE ANNUAL
GENERAL MEETING

INVITATION

WE ARE HERewith INVITING
OUR SHAREHOLDERS TO THE
ANNUAL GENERAL MEETING
WHICH TAKES PLACE ON
TUESDAY,
AUGUST 11, 2020,
10:00 A.M.,
AS A VIRTUAL
ANNUAL GENERAL MEETING
WITHOUT THE PHYSICAL PRESENCE
OF SHAREHOLDERS
OR THEIR REPRESENTATIVES.

The venue of the Annual General Meeting
within the meaning of the
German Stock Corporation Act
(Aktiengesetz - AktG) is
Adi-Dassler-Straße 1, 91074 Herzogenaurach, Germany.

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I. AGENDA

[1] Presentation of the adopted annual financial statements of adidas AG and of the approved consolidated financial statements as at December 31, 2019, of the combined Management Report of adidas AG and the adidas Group, of the Executive Board's proposal on the appropriation of retained earnings as well as of the Supervisory Board Report for the 2019 financial year

The aforementioned documents also comprise the Compensation Report and the Explanatory Report of the Executive Board on the disclosures pursuant to §§ 289a section 1, 315a section 1 German Commercial Code (*Handelsgesetzbuch – HGB*); they are accessible on the Company's website at www.adidas-group.com/agm.

The Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Executive Board; the annual financial statements have thus been adopted in accordance with § 172 AktG. Therefore, the Annual General Meeting does not have to pass a resolution on Agenda Item 1.

[2] Resolution on the appropriation of retained earnings

In light of the challenges posed by the COVID-19 pandemic, the Executive Board and Supervisory Board deem it necessary to protect the Company's capital and liquidity base by waiving the payment of a dividend. Therefore, they submit the following proposal on the appropriation of retained earnings which deviates from the proposal on the appropriation of retained earnings published in the notes to the annual financial statements for the 2019 financial year.

The Executive Board and Supervisory Board propose to carry forward the retained earnings of EUR 828,030,120.54 reported in the adopted annual financial statements of the Company as at December 31, 2019 to new account. This results in the following appropriation of retained earnings:

» Retained earnings	EUR 828,030,120.54
» Profits carried forward	EUR 828,030,120.54

[3] Resolution on the ratification of the actions of the Executive Board for the 2019 financial year

The Executive Board and the Supervisory Board propose to ratify the actions of the Executive Board members in office in the 2019 financial year for this period.

[4] Resolution on the ratification of the actions of the Supervisory Board for the 2019 financial year

The Executive Board and the Supervisory Board propose to ratify the actions of the Supervisory Board members in office in the 2019 financial year for this period.

[5] Resolution on the amendment to § 20 of the Articles of Association (Participation in the General Meeting)

To enable the Company's shareholders to exercise their shareholder rights electronically at a General Meeting with physical presence in the future, the Company's Articles of Association shall be supplemented by an authorization of the Executive Board pursuant to § 118 section 1 sentence 2 AktG. The authorization provides that the Executive Board may decide that shareholder rights may be exercised, in whole or in part, by means of electronic communication at the Annual General Meeting.

The Executive Board and Supervisory Board propose to amend § 20 of the Company's Articles of Association as follows by adding a new section 4:

"4. The Executive Board shall be authorized to provide that shareholders may participate in a General Meeting also without being present at the venue and without a proxy and exercise all of their rights or individual rights, in whole or in part, by means of electronic communication. The Executive Board shall determine the details of the procedure and publish them with the convocation of the General Meeting."

[6] Supervisory Board Election

At the end of the Annual General Meeting on August 11, 2020, the term of office of Mr. Igor Landau will expire. Therefore, the Annual General Meeting is required to elect a shareholder representative to the Supervisory Board.

In accordance with § 9 section 1 of the Articles of Association in conjunction with §§ 96 sections 1 and 2, 101 section 1 AktG and § 7 section 1 sentence 2 in conjunction with § 7 section 1 sentence 1 number 2 German Co-Determination Act (*Mitbestimmungsgesetz – MitbestG*), the Supervisory Board of adidas AG is composed of eight members to be elected by the shareholders and eight members to be elected by the employees and consists of at least 30% women and 30% men. As the Supervisory Board had objected to an overall fulfillment of the aforementioned quota pursuant to § 96 section 2 sentence 3 AktG before passing the resolution on the election proposal, the minimum quota must be fulfilled separately by the shareholder representatives and the employee representatives, with the numbers of male and female members rounded up or down to full numbers (§ 96 section 2 sentences 3 and 4 AktG). Thus, the Supervisory Board of adidas AG must be composed of at least two women and two men on the side of the shareholder representatives and at least two women and two men on the side of the employee representatives. This minimum quota is already fulfilled and will, in any case, still be fulfilled after the election.

The election proposal of the Supervisory Board is based on the recommendation of its Nomination Committee, takes into account the objectives of the Supervisory Board regarding its composition resolved upon by the Supervisory Board in accordance with the German Corporate Governance Code (Code) and is aimed at fulfilling the competency profile for the full Supervisory Board developed by the Supervisory Board. The objectives and the competency profile were resolved upon by the Supervisory Board in December 2019 and are available on the Company's website at www.adidas-group.com/s/bodies. Moreover, the Supervisory Board has ascertained that the candidate proposed has sufficient time to perform his mandate.

The Supervisory Board proposes to elect to the Supervisory Board as a Supervisory Board member representing the shareholders

Mr. Christian Klein

residing in Mühlhausen, Germany
Chief Executive Officer (CEO) of SAP SE, Walldorf, Germany

No membership in other statutory supervisory boards in Germany at the date of convocation of the Annual General Meeting

No membership in comparable domestic and foreign controlling bodies of commercial enterprises at the date of convocation of the Annual General Meeting

for the period from the end of the Annual General Meeting on August 11, 2020 until the end of the Annual General Meeting resolving upon the ratification of the actions of the Supervisory Board for the 2023 financial year.

In the Supervisory Board's assessment, Mr. Klein does not have any personal or business relationships with the Company, its Group companies or the bodies of the Company which an objective shareholder would consider decisive for their voting decision. The Company is not aware of shareholders with a material interest in the Company, with which personal or business relations could exist.

If he is elected, Mr. Klein is independent in the Supervisory Board's assessment.

Mr. Klein agreed in advance to be available as a member of the Supervisory Board. His résumé is set out under **"III. Information on Agenda Item 6"** of this invitation and will be available on the Company's website at www.adidas-group.com/agm from the day of convocation of the Annual General Meeting.

[7] Appointment of the auditor and Group auditor for the 2020 financial year as well as of the auditor for a possible audit review of the first half year financial report of the 2020 financial year

Based on the recommendation by the Audit Committee, the Supervisory Board proposes to resolve as follows:

KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, is appointed as auditor and Group auditor for the 2020 financial year and as auditor for a possible audit review of the first half year financial report for the 2020 financial year.

The Audit Committee declared that its recommendation is free from influence by a third party in accordance with Article 16 section 2 subsection 3 of the EU Regulation No. 537/2014 of 16 April 2014 and that no clause of the kind referred to in Article 16 section 6 of the Regulation has been imposed upon it.

II. FURTHER INFORMATION AND DETAILS

VIRTUAL ANNUAL GENERAL MEETING WITHOUT PHYSICAL PRESENCE OF SHAREHOLDERS OR THEIR REPRESENTATIVES; TRANSMISSION OVER THE INTERNET

With the Supervisory Board's approval, the Executive Board resolved to hold the 2020 Annual General Meeting as a virtual Annual General Meeting in accordance with § 1 sections 1 and 2 of the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonwealth Property to Combat the Effects of the COVID-19 Pandemic ("**COVID-19 Act**") (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie* – "COVID-19-Gesetz"). Therefore, shareholders and their representatives (except for the proxies appointed by the Company) cannot be physically present at this year's Annual General Meeting.

The entire 2020 Annual General Meeting will be transmitted live online on August 11, 2020 from 10:00 hrs CEST via video and audio stream at www.adidas-group.com/agm which will be freely accessible. Shareholders may also follow the Annual General Meeting in the Company's password-protected shareholder portal at www.adidas-group.com/agm-service. Following the Annual General Meeting online or via the shareholder portal does not constitute participation within the meaning of § 118 section 1 sentence 2 AktG.

Conducting the 2020 Annual General Meeting as a virtual Annual General Meeting based on the COVID-19 Act leads to several modifications in the procedure of the Annual General Meeting and the exercise of shareholder rights. We therefore ask our shareholders to pay particular attention to the following notices.

REGISTRATION FOR THE ANNUAL GENERAL MEETING

Only shareholders who are entered in the share register at the day of the Annual General Meeting and who registered for participation by the end of August 4, 2020, 24:00 hrs CEST, are authorized to participate in the virtual Annual General Meeting and exercise their voting rights.

Shareholders can register via the shareholder portal at www.adidas-group.com/agm-service. To access the shareholder portal, shareholders need their shareholder number and the corresponding access password. The shareholder number is specified in the documents sent together with the invitation to the Annual General Meeting. Shareholders already registered in the shareholder portal must use the access password selected upon registration. All other shareholders entered in the share register will receive an individual access password for first-time access to the shareholder portal with the documents sent to them together with the invitation to the Annual General Meeting.

If shareholders do not register via the shareholder portal, their registration must otherwise reach the Company in text form stating the name of the person making the declaration in German or English. The day of receipt of the registration is decisive for meeting the deadline. Please send registrations to:



adidas AG
c/o Computershare Operations Center
80249 Munich, Germany

or by fax: +49 89 30903-74675

or by e-mail to: anmeldestelle@computershare.de

(together “**adidas contact addresses**”).

Further information regarding the registration process is contained in the registration form sent to the shareholders together with the invitation.

Registrations which are received by the Company later than August 4, 2020, for whatever reasons, can no longer be considered. We therefore recommend registration via the shareholder portal.

DISPOSAL OF SHARES AND CHANGES TO THE ENTRIES IN THE SHARE REGISTER

The shares will not be locked up or blocked upon registration for the Annual General Meeting. Thus, shareholders may continue to dispose of their shares at their discretion even after having registered.

The shareholding as entered in the share register at the date of the Annual General Meeting is relevant for the exercise of voting rights. For technical reasons, requests for changing entries received by the Company after August 4, 2020, 24:00 hrs CEST, (so-called Technical Record Date) until the day of the Annual General Meeting on August 11, 2020 (including) will not be processed, i.e. no changes will be made to the entries in the share register. Thus, shareholders who send requests for changing entries in the share register due to newly acquired shares during the aforementioned period will not be able to exercise, in their own right, participation rights and voting rights deriving from these shares at the Annual General Meeting.

VOTING BY MEANS OF ELECTRONIC OR WRITTEN POSTAL VOTE

Shareholders who registered in due time may cast their votes at this year’s virtual Annual General meeting by means of electronic communication or in writing (“**postal vote**”).

Shareholders may submit their votes by way of electronic postal vote via the shareholder portal. Voting via the shareholder portal is possible until the beginning of the vote count at the virtual Annual General Meeting. Until that point in time, votes submitted electronically may still be changed or revoked via the shareholder portal.

Shareholders may also submit their votes via mail, fax or e-mail to one of the aforementioned adidas contact addresses; in particular, they may use the registration form sent together with the invitation for this purpose. Votes cast in the aforementioned ways must be received by the Company no later than August 10, 2020, 24:00 hrs CEST. Votes cast by mail, fax or e-mail may be changed or revoked via the shareholder portal until the beginning of the vote count at the virtual Annual General Meeting. Moreover, votes may be changed or revoked via one of the aforementioned adidas contact addresses until August 10, 2020, 24:00 hrs CEST (receipt by the Company).

If a shareholder would like to have their shares represented by a proxy despite already having cast their votes by postal vote, this is possible under observance of the following preconditions and is deemed a revocation of the votes previously cast by means of postal vote. If declarations submitted in different ways deviate from one another and it is unclear which were submitted most recently, they are considered in the following order, with the transmission methods specified first taking priority: (1) via the shareholder portal, (2) via e-mail, (3) via fax, (4) via mail.

PROXY VOTING PROCEDURE

Shareholders may authorize third parties to exercise their voting rights. If power(s) of representation are granted, shareholders still have to fulfill the preconditions outlined in section “**REGISTRATION FOR THE ANNUAL GENERAL MEETING**”. If a shareholder grants more than one person power of representation, the Company may reject one or more of these persons.

Powers of representation may be granted, **in particular, via the shareholder portal**. Furthermore, powers of representation may be granted using the registration form or otherwise by declaration in text form, stating the name of the person making the declaration and sending it to one of the aforementioned adidas contact addresses. Powers of representation may be changed or revoked via the shareholder portal until the beginning of the vote count. Granting, changing or revoking powers of representation using the registration form or otherwise in text form, thereby stating the name of the person making the declaration, may also be sent to one of the aforementioned adidas contact addresses until August 10, 2020, 24:00 hrs CEST (receipt by the Company). Please note that special rules apply for granting powers of representation to intermediaries, shareholders’ associations, proxy advisors or other persons within the meaning of § 135 section 8 AktG who tender the service of exercising shareholders’ voting rights at the general meeting commercially to shareholders (see section “**GRANTING POWER OF REPRESENTATION TO OTHER PERSONS**” below).

GRANTING POWER OF REPRESENTATION TO THE PROXIES APPOINTED BY THE COMPANY

At the virtual Annual General Meeting, too, we offer our shareholders the possibility of authorizing **the proxies appointed by the Company** to represent them at the Annual General Meeting in accordance with their voting instructions. For this purpose, the proxies must be granted power(s) of representation and must be given instructions for exercising the voting rights. As regards the granting, changing and revocation of instructions, the aforementioned statements on the granting of power of representation apply accordingly.

Please note that the proxies do not propose motions or ask questions on behalf of the shareholders or raise objections. The proxies only exercise voting rights on such agenda items for which they have been given instructions by the shareholders.

GRANTING POWER OF REPRESENTATION TO OTHER PERSONS

If neither an intermediary nor a proxy advisor within the meaning of § 134a section 1 number 3 AktG nor a shareholders' association nor persons, institutes or companies of equal status (§ 135 section 8 AktG) are to be appointed as proxy, the granting of the power of representation and its revocation must be in text form (§ 126b German Civil Code [*Bürgerliches Gesetzbuch – BGB*]). If power of representation is granted by declaration vis-à-vis the Company, additional verification of such power is not required. By contrast, if power of representation is granted by declaration vis-à-vis the person to be authorized, the Company may request verification of the granting of such power in text form. Such verification may be sent to the Company to one of the aforementioned adidas contact addresses until August 10, 2020, 24:00 hrs CEST (receipt by the Company).

For granting powers of representation to **intermediaries, proxy advisors within the meaning of § 134a section 1 number 3 AktG, shareholders' associations or persons, institutes or companies of equal status with regard to the exercise of voting rights in accordance with § 135 section 8 AktG** as well as for the revocation and verification of such powers, the text form requirement does not apply. However, such power of representation must be kept by the respective proxy for review. It must be completed in full and may only contain statements related to the exercise of voting rights. A breach of these requirements does not affect the validity of the exercise of voting rights. Furthermore, each proxy may have specific regulations for acting as proxy; this should be coordinated with the respective proxy in advance.

Proxies (except for the proxies appointed by the Company) cannot be physically present at the Annual General Meeting. They can merely exercise the voting right for the shareholders represented by them by means of postal vote or by delegating power of representation to the proxies appointed by the Company (in the ways previously specified for each case).

SUPPLEMENTARY ITEMS FOR THE AGENDA (pursuant to § 122 section 2 AktG)

Shareholders whose shares correspond to a pro-rata amount of EUR 500,000 in the nominal capital may demand that items be added to the agenda and published, i.a. in the German Federal Gazette and on the website at www.adidas-group.com/agm. Each new item must be accompanied by an explanatory statement or a proposed resolution. Such demands must reach the Company's Executive Board by July 11, 2020, 24:00 hrs CEST. Please submit such demands in writing to:

→ adidas AG
Executive Board
Supervisory Board Office & Corporate Legal
Adi-Dassler-Straße 1
91074 Herzogenaurach
Germany

or by e-mail including the name of the demanding shareholders with a qualified electronic signature to:

agm-service@adidas-group.com

Shareholders demanding that items be added to the agenda must prove that they have been in possession of a sufficient number of shares for at least 90 days before the date of receipt of such demand (§ 122 section 2 in conjunction with § 122 section 1 sentence 3 AktG and § 70 AktG) and that they will be in possession of the shares until the Executive Board has made a decision on the respective demand. § 121 section 7 AktG must be applied for the calculation of the period analogously.

COUNTERMOTIONS AND NOMINATIONS OR APPOINTMENT PROPOSALS (pursuant to §§ 126 section 1, 127 AktG)

The Company will make any **countermotions** by shareholders on particular items of the agenda and **nominations** by shareholders **for the election** of Supervisory Board members or the **appointment** of the auditor accessible on the Company's website at www.adidasgroup.com/agm including the shareholder's name, the explanatory statement - if required and available - and a possible statement by the management insofar as the following requirements are met:

Any countermotions to a proposal of the Executive Board and/or the Supervisory Board on a specific agenda item as well as any nominations or appointment proposals must be received by the Company by July 27, 2020, 24:00 hrs CEST. They must be sent exclusively to:

→ adidas AG
Supervisory Board Office & Corporate Legal
Adi-Dassler-Straße 1
91074 Herzogenaurach
Germany

or by e-mail to: agm-service@adidas-group.com

Counter motions, nominations or appointment proposals addressed otherwise or not received in time cannot be considered.

Counter motions must contain a statement of reasons. A counter motion and its statement of reasons do not need to be made accessible by the Company if one of the facts of exclusion pursuant to § 126 section 2 sentence 1 AktG exists. The statement of reasons does not have to be made accessible either if the entire document consists of more than 5,000 characters.

Shareholders' **nominations for the election** of Supervisory Board members or the **appointment** of the auditor do not require a statement of reasons. Shareholders' nominations or appointment proposals do not have to be made accessible by the Company if one of the facts of exclusion in accordance with §§ 127 sentence 1, 126 section 2 sentence 1 AktG exists or if they do not contain the full name, the exercised profession and the place of residence of the candidate, and, in case of proposals for the election of Supervisory Board members, details on their membership in other statutory supervisory boards (§ 127 sentence 3 AktG). The statement of reasons does not need to be made accessible if the entire document consists of more than 5,000 characters.

SUBMISSION OF QUESTIONS BY MEANS OF ELECTRONIC COMMUNICATION

In accordance with § 1 sections 1 and 2 COVID-19 Act, shareholders may **ask questions by means of electronic communication**. Only shareholders and their representatives who have registered for the Annual General Meeting in due time can submit questions. Questions must be submitted exclusively via the shareholder portal at www.adidas-group.com/agm-service no later than by August 8, 2020, 24:00 hrs CEST. Please note that the proxies appointed by the Company cannot ask questions.

The Executive Board will decide at its duty-bound, free discretion which questions it will answer and in which form.

OBJECTIONS AGAINST RESOLUTIONS OF THE ANNUAL GENERAL MEETING

Shareholders who duly exercised their voting rights themselves or by granting power of representation, are given the option to object to resolutions passed by the Annual General Meeting by means of electronic communication. Such objections must be submitted to the Company **exclusively via the shareholder portal** and may be submitted from the beginning of the Annual General Meeting until the Chairman closes the Annual General Meeting. The notary certifying the Annual General Meeting authorized the Company to receive objections via the shareholder portal and will also have access to any objections received.

FURTHER EXPLANATIONS

Further explanations on shareholders' rights pursuant to §§ 122 section 2, 126 section 1, 127, 131 section 1 AktG in conjunction with § 1 sections 1 and 2 COVID-19 Act are available online at **www.adidas-group.com/agm**.

DOCUMENTS PERTAINING TO THE ANNUAL GENERAL MEETING; PUBLICATIONS ON THE COMPANY'S WEBSITE

This invitation convening the Annual General Meeting with the legally required statements and explanations as well as the further documents and information specified in § 124a AktG are accessible on the Company's website at **www.adidas-group.com/agm** from the convocation until the conclusion of the Annual General Meeting.

A recording of the speech of the Chief Executive Officer will be available on the Company's website after the Annual General Meeting. Furthermore, the presentations held during the Annual General Meeting as well as the voting results will be available on the Company's website in a timely manner after the Annual General Meeting.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

As at the date of convocation of the Annual General Meeting, the Company's nominal capital amounts to EUR 200,416,186 divided into 200,416,186 registered no-par-value shares. Each share grants one vote. Therefore, the total number of shares and voting rights amounts to 200,416,186. This total number of shares includes 5,383,297 treasury shares held by the Company at the date of convocation which do not confer any rights to the Company.

III. INFORMATION ON AGENDA ITEM 6

Résumé of the candidate proposed for election to the Supervisory Board

Christian Klein

Chief Executive Officer (CEO),
SAP SE, Walldorf, Germany



Personal data:

Date / place of birth: May 4, 1980 in Heidelberg, Germany

Nationality: German

Education: Diploma in International Business Administration Baden-Wuerttemberg, Cooperative State University, Mannheim, Germany

Career and material activities:

since 04/2020	Chief Executive Officer (CEO), SAP SE, Walldorf, Germany
10/2019 – 04/2020	Co-Chief Executive Officer (Co-CEO), SAP SE, Walldorf, Germany
since 01/2018	Chief Operating Officer and member of the Executive Board, SAP SE, Walldorf, Germany
04/2016 – 12/2017	Chief Operating Officer & Chief Controlling Officer, SAP SE, Walldorf, Germany
07/2015 – 03/2016	Chief Controlling Officer, Head of Global Controlling, SAP SE, Walldorf, Germany
08/2013 – 07/2015	Head of SAP Corporate Controlling, SAP SE, Walldorf, Germany
03/2012 – 08/2013	CFO SAP Cloud, SAP SuccessFactors, San Francisco, USA

Membership in other statutory supervisory boards in Germany

None

Membership in comparable domestic and foreign controlling bodies of commercial enterprises

None

IV. PRIVACY NOTICE FOR SHAREHOLDERS

Please note that adidas AG controls your personal data.

Your personal data will be processed to maintain the share register, to communicate with you as a shareholder and to conduct our virtual Annual General Meeting. The legal basis for processing your personal data is our obligation to comply with statutory provisions and the protection of our legitimate interests.

Further information on data privacy in connection with our virtual Annual General Meeting is available at **www.adidas-group.com/agm**. adidas AG will send you a printed copy of this information upon request.

If you have any questions or wish to contact adidas AG for any other reason in relation to the processing of your personal data, please reach out to the Global Privacy Officer or the Global Privacy Team at **adidasPrivacy@adidas.com** and with the subject "Shareholder request".

Herzogenaurach, June 2020

adidas AG

The Executive Board

DO YOU HAVE ANY FURTHER QUESTIONS REGARDING THE 2020 ANNUAL GENERAL MEETING?

THEN PLEASE FEEL WELCOME
TO USE OUR
ANNUAL GENERAL MEETING HOTLINE
+49 89 30903-6341

AVAILABLE FROM
MONDAY TO FRIDAY BETWEEN
08:00 A.M. AND 06:00 P.M.

YOU MAY ALSO CONTACT
THE ANNUAL GENERAL MEETING
HOTLINE BY SENDING AN E-MAIL TO
anmeldestelle@computershare.de

adidas AG
Adi-Dassler-Straße 1
91074 Herzogenaurach
Germany
www.adidas-group.com

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