

## ADDITIONAL DISCLOSURES

### COMPOSITION OF THE NOMINAL CAPITAL AND SHARE-

**HOLDERS' CHARTERED RIGHTS** The nominal capital of adidas AG amounts to € 203,628,960 (as at December 31, 2007) and is divided into 203,628,960 no-par-value bearer shares ("shares"). [▷ see Note 21, p. 173](#) Each share is entitled to one vote at the Annual General Meeting. We are not aware of any restrictions relating to the exercise of voting rights or transfer of our shares. Additionally, no shareholder has any special rights conferring powers of control. We have a free float of 100%. We are not aware of any direct or indirect shareholdings in the capital of adidas AG exceeding 10% of the nominal capital. The remaining notifications with regard to shareholdings transmitted to us in accordance with § 21 of the German Securities Trading Act (Wertpapierhandelsgesetz – WpHG) in 2007 were below 5.1% in each case. [▷ see Our Share, p. 036](#)

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION** As a rule, amendments to our Articles of Association require a resolution passed by the Annual General Meeting. Contrary to § 179 section 2 of the German Stock Corporation Act (Aktiengesetz – AktG), such resolutions can be passed with a simple majority and, if a capital majority is required, with a simple capital majority unless otherwise provided for by our Articles of Association or mandatory legal regulations. For amendments relating solely to the wording of our Articles of Association, our Supervisory Board is authorized to make modifications without a resolution being passed by the Annual General Meeting. This authorization includes amendments to the formulation of § 4 of our Articles of Association (Stock Capital), e.g. after a partial or complete implementation of a capital increase in accordance with the corresponding utilization of the authorized or contingent capital.

### AUTHORIZATION OF THE EXECUTIVE BOARD TO ISSUE

**SHARES** In accordance with our Articles of Association, the Executive Board is authorized, subject to Supervisory Board approval, to issue new shares to increase the nominal capital within the existing authorized capital amounts. As at December 31, 2007, three authorized capital amounts with different utilization possibilities exist, totaling € 90,312,500. Thus the Executive Board is authorized to increase the nominal capital:

- ⇒ Until June 19, 2010, by issuing new shares against contributions in cash once or several times by up to € 64,062,500;
- ⇒ Until June 19, 2008, by issuing new shares against contributions in cash or in kind once or several times by up to € 6,250,000;
- ⇒ Until May 28, 2011, by issuing new shares against contributions in cash once or several times by up to € 20,000,000.

Shareholders' subscription rights can be excluded in certain cases, subject to Supervisory Board approval. [▷ see Note 21, p. 173](#)

Further, the Executive Board has contingent capital at its disposal for the issuance of shares to holders of bonds issued in October 2003. This was resolved upon by the Annual General Meeting held on May 8, 2003. However, issuance of these shares is only permissible to the extent that the bond holders exercise their conversion rights. In the event that conversion rights are exercised, the total number of shares to be issued to this group of persons amounts to 15,684,315 (as at December 31, 2007).

In addition, the Executive Board is authorized, until May 7, 2008, subject to Supervisory Board approval, to issue additional bonds with warrants or convertible bonds. These grant subscription rights or conversion rights for a maximum of 20,313,723 shares, which may also be serviced from the Contingent Capital 2003.

[▷ see Note 21, p. 173](#)

Based on the resolution of the Annual General Meeting held on May 11, 2006, and subject to Supervisory Board approval, the Executive Board is further authorized to issue bonds with warrants or convertible bonds until May 10, 2011, with shareholders' subscription rights excluded. The number of shares to be issued to holders of bonds with warrants or convertible bonds for the exercise of conversion or subscription rights amounts to a total of 20,000,000 and is serviced from the Contingent Capital 2006. [▷ see Note 21, p. 173](#)

Further, based on a resolution passed by the Annual General Meeting on May 20, 1999, the Executive Board has contingent capital at its disposal for the issuance of shares to holders of stock options which were issued to the beneficiaries within the Management Share Option Plan (MSOP) in the years 1999 to 2003. MSOP beneficiaries are members of the Executive Board of adidas AG as well as managing directors/senior vice presidents of its affiliated companies and other executives of the adidas Group. Shares are issued to MSOP beneficiaries if they exercise their stock options in accordance with the option conditions and subject to the attainment of the specified performance objectives. [▷ see Note 32, p. 189](#) The total number of shares that can be issued by the Executive Board to this group of persons in the event that all stock options are exercised, and taking into account all forfeited stock options, amounts to 134,200 no-par-value shares (33,550 stock options) as at December 31, 2007.