

## **Corporate Governance Statement in accordance with Section 289f and Section 315d HGB**

Effective implementation of the principles of corporate governance is an important aspect of PUMA's corporate policy. Transparent and responsible corporate governance is a key prerequisite for achieving corporate targets and for increasing the Company's value in a sustainable manner. The Management and the Supervisory Board work closely with each other in the interests of the entire Company to ensure that the Company is managed and monitored in an efficient way that will ensure sustainable added value through good corporate governance. In the following the Management Board and the Supervisory Board report on the corporate governance at PUMA SE in accordance with Principle 22 of the German Corporate Governance Code (DCGK). This section also includes the Statement of Compliance in accordance with Art. 9(1)c(ii) of the SE Regulation (SE-VO) in conjunction with Section 289f and Section 315d German Commercial Code (HGB). Pursuant to Section 317(2) Sentence 6 of the HGB, the purpose of the audit of the statements pursuant to Section 289f (2) and (5) and Section 315d of the HGB is limited to determining whether such statements have actually been provided.

PUMA SE has the legal form of a European company (Societas Europaea, or SE). Being a SE headquartered in Germany, PUMA SE is subject to European and German law for SEs while remaining subject to German stock corporation law. As a company listed in Germany, PUMA SE adheres to the German Corporate Governance Code.

PUMA SE has a dual management system featuring strict personal and functional separation between the Management Board and the Supervisory Board (two-tier board). Accordingly, the Management Board manages the company while the Supervisory Board monitors and advises the Management Board.

### **Statement of Compliance pursuant to Section 161 AktG for 2020:**

The Management Board and the Supervisory Board of PUMA SE declare that - since the last Statement of Compliance from November 9, 2019 - PUMA SE has been and will be in compliance with the recommendations issued by the "Government Commission on the German Corporate Governance Code" in its version dated February 7, 2017 ("Code 2017") and its version dated December 16, 2019 (effective as of March 20, 2020, "Code 2020"), with the exceptions mentioned below.

### **Exceptions to the recommendations of the Code 2017**

In the period since the last Statement of Compliance was issued on November 9, 2019, the following recommendations of the Code 2017 have not been complied with. With the announcement of the Code 2020 on March 20, 2020, the Code 2017, which was valid until then, was replaced by the Code 2020.

- In derogation of No. 3.8 p. 3 of the Code 2017, members of the Supervisory Board are provided with D&O insurance with no deductible. The Supervisory Board feels that it can dispense with a deductible for members of the Supervisory Board, because the D&O insurance is group insurance for people in Germany and abroad, and a deductible is fairly unusual abroad.
- In derogation of No. 4.2.3 p. 2 s. 6 of the Code 2017 the compensation of the members of the Management Board does not show the maximum amount limits in total or their variable compensation components. This is due to the fact that neither the existing PUMA Monetary Units Plans 2016/2017/2018 nor the PUMA Board Member Bonus Plan nor the discretionary extra bonus clause provide for a maximum amount. PUMA complies with the Code 2017 with regard to the PUMA Monetary Units Plan for 2019 as it provides for a maximum amount.
- In derogation of No. 4.2.3 p. 2 s. 8 of the Code 2017 subsequent amendments to the performance targets or comparison parameters are not excluded. This provides the possibility to the Supervisory Board to react to extraordinary effects using its equitable discretion.
- According to No. 4.2.3 p. 3 of the Code 2017 the target level of pension benefits for every pension commitment shall be established by the Supervisory Board. Due to the defined contribution plans, PUMA does not comply with this recommendation.
- In accordance with the authorization by the Annual General Meeting on April 12, 2018, pursuant to Section 286 p. 5 HGB, the Company shall not publish the amounts of compensation for individual members of the Management Board until the authorization expires (Nos. 4.2.4 and 4.2.5 of the Code). The members of the Management Board shall adhere to the authorization when they prepare the annual financial statements. Based on the authorization of the Annual General Meeting, and in derogation of No. 4.2.5 p. 3 of the Code 2017 the information stated in this Section regarding the compensation of the members of the Management Board is not included in the Compensation Report.
- The Annual General Meeting of PUMA SE decided on May 7, 2020 to convert the remuneration of the Supervisory Board to a purely fixed compensation and to delete § 15.3 of the Articles of Association for this purpose. Since prior to this resolution of the Annual General Meeting the remuneration of the Supervisory Board contained a variable component to allow members of the Supervisory Board to participate in the success of the company, there was a deviation from No. 5.4.6 p. 2 s. 2 of the Code 2017, since the performance-related remuneration was not linked to a sustainable corporate development. The deviation no longer exists since May 7, 2020.
- In derogation of No. 5.4.6. p. 3 of the Code 2017, the compensation of the Supervisory Board members is not shown individually. In the opinion of PUMA SE, this is not additional information relevant to the capital market as the respective remuneration regulations included in the Articles of Association are in the public domain.

## **Exceptions to the recommendations of the Code 2020**

Since the announcement of the Code 2020 on March 20, 2020, all recommendations of the Code 2020 have been (with the below mentioned exception) and will be complied with, as far as PUMA has to comply with these recommendations.

The Annual General Meeting of PUMA SE decided on May 7, 2020 to convert the remuneration of the Supervisory Board to a purely fixed compensation and to delete § 15.3 of the Articles of Association for this purpose. Since prior to this resolution of the Annual General Meeting the remuneration of the Supervisory Board contained a variable component to allow members of the Supervisory Board to participate in the success of the company, there was a deviation from G. 18 s. 2 of the Code 2020, since the performance-related remuneration was not linked to the long-term development of the company. The deviation no longer exists since May 7, 2020.

Herzogenaurach, November 9, 2020

PUMA SE

For the Management Board

For the Supervisory Board

Bjørn Gulden

Michael Lämmermann

Jean-François Palus

The Statement of Compliance can be downloaded on the company's homepage (<http://about.PUMA.com> under "INVESTOR RELATIONS / CORPORATE GOVERNANCE"). The Statements of Compliance of the past five years are also accessible on this website.

## **Relevant disclosures of corporate governance practices that are applied beyond the regulatory requirements**

### CORPORATE SOCIAL RESPONSIBILITY

In order to fulfill our ecological and social responsibility as a global sporting goods manufacturer, PUMA has developed groupwide guidelines on environmental management and on compliance with workplace and social standards. PUMA is convinced that only on such a foundation can a lasting and sustainable corporate success be achieved. That is why PUMA is committed to the principles of the UN Global Compact. The PUMA Code of Conduct prescribes ethical and environmental standards with which both employees and suppliers are required to comply. Detailed information on the company's corporate social responsibility strategy can be found in the Sustainability section of the Annual Report or on the company's homepage (<http://about.PUMA.com> under "SUSTAINABILITY").

## COMPLIANCE MANAGEMENT SYSTEM

PUMA's management acts in compliance with laws and self-imposed standards of conduct. PUMA has set up a Compliance Management System (CMS) to systematically prevent, detect and sanction violations in the areas of corruption, money laundering, conflicts of interest, antitrust law, fraud and embezzlement. Violations of the law or internal guidelines will not be tolerated.

The PUMA Code of Ethics is an important building block of the CMS and is binding for employees of all subsidiaries worldwide. It defines the guidelines and values that shape PUMA's identity. PUMA expects all employees to be aware of these values and to act accordingly. The Code of Ethics contains rules, among other things, on dealing with conflicts of interest and personal data and prohibits insider trading, anti-competitive behavior and corruption in any form. In order to familiarize employees with the rules of the Code of Ethics and to establish uniform behavioral guidelines, the Code of Ethics is flanked by specific Group-wide guidelines.

All employees are familiarized with the regulatory areas of the Code of Ethics through ongoing mandatory e-learning. In addition, employees selected on the basis of risk-based principles are given in-depth knowledge in classroom training or more comprehensive e-learnings. In 2020, the e-learning on the Code of Ethics covered the topics of anti-corruption and reporting of compliance violations ("speak up culture"). All PUMA employees were encouraged by the CEO of PUMA SE to complete the e-learning. The clear Tone from the Top resulted in 98.7% of PUMA employees Group-wide (98.3% PUMA SE) successfully completing the e-learning on the Code of Ethics. In-depth e-learning took place in the area of antitrust law for all sales employees in the PUMA Group. 99% of the employees in the target group completed the e-learning. Due to the COVID-19 pandemic, classroom training was replaced by virtual training. For example, a "train the trainer" course was held for employees from the Social Sustainability area. These were then able to communicate PUMA's expectations in the areas of anti-corruption and conflict of interest clearly and consistently in their own training sessions with sourcing suppliers.

In 2020 PUMA developed a comprehensive Business Partner Due Diligence Policy. Upon a risk-based approach all existing processes regarding the onboarding of high-risk business partners were analyzed, consolidated and redefined. In the future, the due diligence process will be supported by a compliance screening tool to which all local compliance officers will have access.

The Management Board is responsible for the proper functioning of the CMS. It is supported by a compliance organization consisting of the Chief Compliance Officer and compliance officers in the main operating Group companies. The Chief Compliance Officer of PUMA SE reports directly to the CEO of PUMA SE. The local Compliance Officers also serve as direct contact persons for employees and support them by appropriate communication measures as well as in dealing with and processing compliance incidents. To facilitate cooperation within the global compliance organization, regular virtual meetings are held with local Compliance Officers. These provide an opportunity to exchange experience and knowledge. This informal exchange of information is supplemented by a compliance reporting process, which was documented and formalized in written form in 2020. This process includes, among other things, that the Chief Compliance

Officer reports to the Audit Committee of the Supervisory Board of PUMA SE about the current status of the implementation of compliance structures and serious compliance violations. The Chief Compliance Officer works closely with the Legal Department and Internal Audit. In addition, regular meetings of the "PUMA SE Risk & Compliance Committee" take place. At the meetings of this committee, compliance risks are analyzed and evaluated and appropriate measures (guidelines, training, etc.) are defined and approved. The review of the implementation of the requirements in the compliance guidelines is regularly part of the audit plan of the internal audit department.

PUMA has a Group-wide electronic whistleblower platform, which is operated by an external provider and to which employees and third parties can report protected illegal or unethical conduct. Violations from all risk areas can be reported. Insofar as they do not fall within the competence of the compliance organization, the responsible specialist departments are responsible for identifying and taking measures. The introduction of the platform was communicated throughout the Group by the CEO and the communication was flanked by appropriate information material. Every year, the local compliance officers expressly draw attention to the whistleblower system through appropriate communication measures or in face-to-face training sessions. Whistleblowers who report misconduct in good faith are protected from retaliation. All reports are followed up immediately and, if confirmed, appropriate measures are taken. In 2020, the Compliance department at headquarters received 47 reports of alleged violations. The majority of cases did not fall within the remit of the Compliance department. In two cases from 2019 in which allegations of corruption were made, the investigation was concluded in 2020 without the allegations being confirmed. In addition to the whistleblower platform, there is a global hotline for whistleblowers from the supply chain.

### **Description of the working practices of the Management Board and the Supervisory Board**

PUMA SE has three bodies – the Management Board, the Supervisory Board and the Annual General Meeting.

#### **MANAGEMENT BOARD**

The Management Board of PUMA SE manages the company on its own responsibility with the goal of sustainable value creation. It develops PUMA's strategic orientation and coordinates it with the Supervisory Board. In addition, it ensures group-wide compliance with legal requirements and an effective risk management and internal control system.

The members of the Management Board are appointed by the Supervisory Board. The Supervisory Board has set a general age limit of 70 years for the members Management Board. The Management Board currently consists of three members and has a CEO. Further information on the areas of responsibility of the members of the Management Board and their mandates can be found in the Notes to the Consolidated Financial Statements (last chapter). No member of the Management Board has, in aggregate, more than two Supervisory Board mandates in non-group listed companies or comparable functions.

The members of the Management Board are obliged to disclose conflicts of interest to the Chair of the Supervisory Board and to the CEO without undue delay and to inform the other members of the Management Board accordingly. They may only assume sideline activities, in particular supervisory board and comparable mandates outside the PUMA Group, with the prior consent of the Supervisory Board. In the past fiscal year, the members of the Management Board of PUMA SE did not report any conflicts of interest.

The principles of cooperation of the Management Board of PUMA SE are set out in the Rules of Procedure for the Management Board, which can be viewed at <http://about.PUMA.com> under "INVESTOR RELATIONS / CORPORATE GOVERNANCE".

#### SUPERVISORY BOARD

The German Codetermination Act does not apply to PUMA SE as a European company. Rather, the size and composition of the Supervisory Board are determined by the Articles of Association of PUMA SE and the Agreement on the Involvement of Employees in PUMA SE dated July 11, 2011 and its amendment dated February 7, 2018. The Supervisory Board of PUMA SE consists of six members, four of whom are shareholder representatives and two of whom are employee representatives. Shareholder representatives are being elected individually. CVs of the individual Supervisory Board members are available on the Internet and are updated regularly. The term of office of the current Supervisory Board members ends at the end of the Annual General Meeting which resolves on the discharge of the members of the Supervisory Board for the financial year 2022. Further information on the members of the Supervisory Board, their mandates and the term of their membership can be found in the Notes to the Consolidated Financial Statements (last chapter). Supervisory Board members who are not a member of any Management Board of a listed company have not accepted more than five Supervisory Board mandates at non-group listed companies or comparable functions.

The Supervisory Board appoints the members of the Management Board and may dismiss them at any time for good cause. Initial appointments are for three years. The Supervisory Board determines the remuneration system for the Management Board and reviews it regularly (most recently in 2018). It determines the individual total compensation of each member of the Board of Management, taking into account the ratio of the Management Board compensation to compensation in the MDAX (horizontal comparison) and to the average compensation of the first management level below the Management Board (n-1) as well as to the average compensation of all employees (vertical comparison). The relevant workforce is the workforce of PUMA SE. Variable compensation components have a multi-year, mainly future-related assessment basis. Variable remuneration components that last several years are not paid out prematurely. Starting in the 2019 fiscal year, the Supervisory Board has set maximum limits for the individual compensation of the Management Board both in total and with regard to its variable components. It is planned to submit a further developed Management Board remuneration system to the Annual General Meeting on May 5, 2021 for approval, which complies with the requirements of the Act Implementing the Second Shareholders' Directive (ARUG II), follows the recommendations of the Code 2020 and is even more strongly aligned with shareholder interests.

The Supervisory Board monitors and advises the Management Board on the implementation of the strategy. The Management Board informs the Supervisory Board regularly, promptly and comprehensively about all issues of relevance to the Company relating to strategy, planning, business development, the risk situation, risk management and compliance management system. It deals with deviations in the course of business from the established plans and targets, stating the reasons. The Supervisory Board is involved by the Management Board in decisions of paramount importance for the company or beyond the ordinary course of business of PUMA SE and the PUMA Group to which it has rights of approval.

Together with the Management Board, the Supervisory Board ensures succession planning for future Management Board positions and key functions in the PUMA Group. On the basis of group-wide talent conferences, the Management Board develops recommendations for potential internal successor appointments, which it discusses regularly with the Supervisory Board. In making its recommendations, the Management Board takes into account the Diversity Concept adopted by the Supervisory Board for the composition of the Management Board (see below).

Between the meetings, the Chair of the Supervisory Board is in regular contact with the CEO in order to discuss issues of strategy, business development, the risk situation, risk management and compliance of PUMA. Prior to Supervisory Board meetings, the Management Board or the CEO regularly speaks separately to the employee representatives and the shareholder representatives. At the end of the regular meetings, the Supervisory Board always has the opportunity to discuss issues even in the absence of the Management Board. It also makes regular use of this opportunity. The members of the Supervisory Board also participate in the meetings by telephone or video conference.

The Supervisory Board regularly reviews the efficiency of its activities. The last time this review took place was at the beginning of 2019. The Supervisory Board was supported by an external law firm that generated 56 questions that were answered by each of the Supervisory Board members. The results were evaluated and implementation measures agreed upon.

No Supervisory Board member is a member of a governing body of, or exercises advisory functions at, significant competitors of the company; no Supervisory Board member holds any personal relationships with a significant competitor of the company.

The company supports the Supervisory Board in its training activities, for example by having the Legal Department regularly review changes in the legal framework for the Supervisory Board and address them in the meetings. In an onboarding program, new members of the Supervisory Board not only receive training from the legal department on their rights and duties, but also have the opportunity in particular to meet the members of the Management Board and other executives for a bilateral exchange on current management issues and thus gain an overview of relevant topics of the company.

The principles of cooperation of the Supervisory Board of PUMA SE are set out in the Rules of Procedure for the Supervisory Board, which can be viewed at <http://about.PUMA.com> under "INVESTOR RELATIONS / CORPORATE GOVERNANCE".

#### SHAREHOLDERS AND ANNUAL GENERAL MEETING

The shareholders of PUMA SE exercise their rights, in particular their information and voting rights, at the Annual General Meeting. Each share has one vote. Our shareholders can exercise their voting rights themselves or through a proxy appointed by the company and bound by instructions. All documents and information on the Annual General Meeting are available on the website of PUMA SE.

As part of our comprehensive investor relations and public relations work, we are in close contact with our shareholders. We inform shareholders, financial analysts, shareholders' associations, the media and the interested public comprehensively and regularly about the situation of the Company and inform them without undue delay about significant business changes. The Chair of the Supervisory Board is also prepared to discuss Supervisory Board-specific issues with investors within an appropriate framework.

In addition to other communication channels, we make intensive use of the Company's website for our investor relations work. At <http://about.puma.com/en/investor-relations>, all material information published in the 2020 financial year, including annual, quarterly and half-yearly financial reports, press releases, voting rights announcements by major shareholders, presentations and the financial calendar, can be accessed.

#### **Description of the working practices and the composition of the committees of the Supervisory Board**

The Supervisory Board meets at least every three months. Meetings must also be held if the best interests of the Company so require or if a member of the Supervisory Board requests that the meeting be convened. The Supervisory Board has established three committees to perform its duties and receives regular reports on their work. The principles of cooperation of the Supervisory Board of PUMA SE and the duties of the committees are set out in the Rules of Procedure for the Supervisory Board, which can be viewed at <http://about.PUMA.com> under "INVESTOR RELATIONS / CORPORATE GOVERNANCE".

The Personnel Committee consists of three members. The Personnel Committee is responsible for entering into and making changes to the Management Board members' employment contracts and for establishing policies for Human Resources and personnel development. The entire Supervisory Board decides on issues involving the Management Board members' compensation based on recommendations from the Personnel Committee. The members of the Personnel Committee are Jean-François Palus (Chair), Fiona May and Martin Koeppel.



The Audit Committee consists of three members. The Chair of the Audit Committee must be an independent shareholder representative and must have expertise in the fields of accounting and auditing in accordance with Section 100(5) AktG. In particular, the Audit Committee is responsible for the review of the accounting comprising particularly of the consolidated financial statements and the group management report (including CSR reporting), interim financial information and the single entity financial statements in accordance with the German Commercial Code (HGB). It is furthermore responsible for monitoring the accounting process, the effectiveness of the internal control system, the risk management system, the internal audit system, compliance and the statutory audit of the financial statements, with particular regard to the required independence of the statutory auditors, issuing the audit mandate to the statutory auditors, defining the audit areas of focus, any additional services to be performed by the auditors and the fee agreement. The recommendation of the Supervisory Board on the selection of the statutory auditors must be based on a corresponding recommendation by the Audit Committee. Once the Annual General Meeting has appointed the statutory auditors, and the Supervisory Board has issued the audit assignment, the Audit Committee shall work with the statutory auditors to specify the scope of the audit and the audit areas of focus. The statutory auditors shall attend a meeting to review the annual financial statements and the consolidated financial statements and shall report on the key findings of their audit. They shall also inform the Committee about other services they have provided in addition to auditing services and shall confirm their independence. Each month, the Audit Committee shall receive financial data on the PUMA Group, which will allow the tracking of developments in net assets, financial position, results of operations and the order books on a continual basis. The Audit Committee shall also deal with issues relating to the balance sheet and income statement and shall discuss these with the Management Board. In addition, when the internal audit projects are completed, the Audit Committee shall receive the audit reports, which must also include any actions taken. The members of the Audit Committee are Thore Ohlsson (Chair), Héloïse Temple-Boyer and Bernd Illig.

The Nominating Committee has three members, who are representatives of the shareholders on the Supervisory Board. The Nominating Committee proposes suitable shareholder candidates to the Supervisory Board for its voting recommendations to the Annual General Meeting. The members of the Nominating Committee are Jean-François Palus (Chair), Héloïse Temple-Boyer and Fiona May.

The current composition of the committees can further be found in the Notes to the Consolidated Financial Statements (last chapter).

## **Diversity Concept for the Supervisory Board**

### **a) Objectives for the composition of the Supervisory Board**

The Supervisory Board of PUMA SE is composed in such a way that its members as a group possess the appropriate knowledge, skills and professional experience necessary for the proper performance of their duties. The composition of the Supervisory Board is primarily determined by appropriate qualification, taking into account diversity and the appropriate involvement of women. Based on Section C.1 of the Code 2020, the Supervisory Board has set targets for his composition that have been fulfilled. In detail:

- The members of the Supervisory Board as a group have the experience and knowledge in the field of management and/or monitoring market-oriented companies as well as in the business segments and sales markets of PUMA. Details of this are presented under lit. b) of this chapter.
- A sufficient number of members have strong international backgrounds. This target has been clearly surpassed simply because of the international origins of Jean-François Palus, Héroïse Temple-Boyer, Thore Ohlsson and Fiona May.
- The Supervisory Board has an appropriate number of independent members. With Jean-François Palus, Héroïse Temple-Boyer, Thore Ohlsson and Fiona May four out of six members of the Supervisory Board are considered independent.

The Code 2020 does not contain a conclusive definition of independence regarding the shareholder representatives in the supervisory board, but rather lists examples of circumstances that may indicate a lack of independence. It is the task of the supervisory board to assess the independence of the members of the supervisory board on the basis of these indications and evaluate whether a member has a personal or business relationship with the company or its management board that may cause a substantial – and not merely temporary – conflict of interest. Against this backdrop, PUMA's Supervisory Board believes that there are currently no specific indications of relevant circumstances or relationships for any member of the Supervisory Board that could constitute a material and not merely temporary conflict of interest and that would therefore interfere with their independence.

With regard to Supervisory Board members Jean-François Palus and Héroïse Temple-Boyer, the Supervisory Board is of the opinion that their functions as Directeur Général Délégué of Artémis S.A.S. do not impair their independence within the meaning of the Code 2020. Artémis S.A.S. is not a controlling shareholder, as Artémis S.A.S. is neither a majority shareholder nor does it have a de facto majority at the Annual General Meeting.

With regard to the members of the Supervisory Board Mr. Jean-François Palus and Mr. Thore Ohlsson, the Supervisory Board believes that the length of their tenure as members of the Supervisory Board, which each exceeds 12 years, does not interfere with their independence within the meaning of the Code 2020 as it does not give rise to a material conflict of interest. This is due to the fact that Mr. Palus and Mr. Ohlsson currently hold positions in the management and supervisory boards of several other companies. They both have demonstrated a high level of professionalism during their long experience in the management of various companies and the Supervisory Board believes that both would avoid any circumstances that may give rise to conflict of interest. There are no other indications of a conflict of interest in Mr. Palus' and Mr. Ohlsson's person.

Jean-François Palus as the Chair of the Supervisory Board, Thore Ohlsson as the Chair of the Audit Committee and Jean-François Palus as the Chair of the Personnel Committee are all considered independent from the Management Board, the company and a controlling shareholder. No former member of the Management Board is member of the Supervisory Board.

- Thore Ohlsson, the Chair of the Audit Committee has specific knowledge and experience in applying accounting principles and internal control procedures, is familiar with audits and is independent. Jean-François Palus and Héloïse Temple-Boyer also bring this specific knowledge with them.
- The members have sufficient time to perform his/her mandate in the Supervisory Board. Prior to each election proposal, the Supervisory Board examines whether the candidates concerned are able to complete the time required for the office.
- The Supervisory Board prevents potential significant and not only temporary conflicts of interest of its members by regularly monitoring and critically scrutinizing its members' other activities. There were no indications of actual conflicts of interest in the 2020 financial year. If a conflict of interest would occur each member of the Supervisory Board informs the Chair of the Supervisory Board without undue delay.
- According to Section 1(4) of the Rules of Procedure for the Supervisory Board, Supervisory Board members may, in principle, not be over 70 years of age and their maximum term of office may not exceed three terms. In setting this age limit, the Supervisory Board deliberately decided against a rigid maximum age limit and in favor of a flexible rule limit that provides the necessary leeway for an appropriate assessment of the circumstances of the individual case, sufficiently broadly defines the circle of potential candidates and also allows re-election. Thore Ohlsson has reached the statutory age limit. After careful consideration, he was nevertheless proposed by the Supervisory Board for re-election in 2018 in order to ensure the necessary continuity after the spin-off from Kering S.A. in the best interests of the company. All other Supervisory Board members did not reach the standard age limit at the time of their election.

#### b) **Profile of skills and expertise**

The Supervisory Board has determined a competence profile for the entire Board. It stipulates that the members of the Supervisory Board as a whole must cover the following professional competencies:

- Managing of large or mid-sized international companies (Jean-François Palus, Héloïse Temple-Boyer, Thore Ohlsson)
- Leadership experience in the sporting or luxury goods industry (Jean-François Palus, Héloïse Temple Boyer, Thore Ohlsson, Fiona May)
- International corporate background (Jean-François Palus, Héloïse Temple-Boyer, Thore Ohlsson, Fiona May)
- Leadership experience with various distribution channels, including e-commerce (Jean-François Palus, Thore Ohlsson)
- Expertise in building strong international brands (Jean-François Palus, Héloïse Temple-Boyer, Thore Ohlsson, Fiona May)
- Marketing, sales and digital know how (Jean-François Palus, Héloïse Temple-Boyer, Thore Ohlsson)

- Financial expertise (accounting, treasury, risk management, corporate governance) (Jean-François Palus, Thore Ohlsson, Héloïse Temple-Boyer)
- Expertise in serving on the Administrative or Supervisory boards of publicly listed companies (Jean-François Palus, Heloise Temple-Boyer)
- Experience with mergers & acquisitions (Jean-François Palus, Thore Ohlsson)
- Understanding of the industrial constitution law and advocating the interests of the employees (Martin Koeppel, Bernd Illig)
- HR expertise (Jean-François Palus)
- IT expertise (Bernd Illig).

The Supervisory Board of PUMA SE is currently composed in such a way that it has the competence profile as an overall body.

**c) Commitments to promote the participation of women in management positions in accordance with Art. 9(1)c(ii) of the SE Regulation (SE-VO) in connection with Section 76(4), Section 111(5) AktG**

The Supervisory Board shall define a target figure for the proportion of women on the Supervisory Board and the Management Board. The Management Board, for its part, shall set target figures for the proportion of women in the two management levels below the Management Board.

For the Supervisory Board of PUMA SE, a target figure of 30% has been set for the targeted proportion of women. The implementation period for this target is October 31, 2021. As of December 31, 2020, the six-member Supervisory Board included two women, Fiona May and Héloïse Temple-Boyer, resulting in a female representation of 33%.

The Supervisory Board has set a target of 20% for the Management Board, provided that PUMA SE has five or more members. The implementation period for this target is October 31, 2021. The Management Board, which consisted of three members as of December 31, 2020 including Anne-Laure Descours, will be composed of 33% women and 66% men.

Together with the Supervisory Board, the Management Board has set a target of 25% for the first management level below the Management Board and 30% for the second management level below the Management Board. At Group level, the proportion of women is to increase to 30% for the first management level below the Management Board and to 40% for the second management level. The implementation deadline here, too, is October 31, 2021.

**Diversity Concept for the Management Board**

The Supervisory Board and the Management Board promote an agile, open corporate culture in which the advantages of diversity are consciously utilized, and everyone can freely unfold their potential for the best of the company. PUMA strives to fill Management Board positions and senior management positions primarily with people developed within the company.

The Supervisory Board's decision regarding a particular appointment to the Management Board is always taken in consideration of the company's best interests based on the professional and personal suitability of the candidate. It must be ensured that the members of the Management Board as a whole have the knowledge, skills and experience required for the best possible fulfillment of the tasks of a member of the Management Board of a sporting goods manufacturer such as PUMA. It is not necessary for every member of the Management Board to reflect the technical requirements laid out in the following. The diversity concept for the Management Board therefore stipulates that gender, internationality, age, educational background and experience must be taken into account in its composition:

- Gender

PUMA aims to have 20% women on the Management Board by October 31, 2021, provided that the Board has five or more Management Board members. In order to achieve this goal, the Management Board ensures that an appropriate proportion of female candidates are included on the succession lists within the framework of the internal global management structure for the development of junior staff for the Management Board. In the future, the participation of women in the Management Board is to be guaranteed in the event of a necessary replacement, in particular by giving special consideration to women in various equally qualified candidates. Insofar as external candidates are to be appointed, suitably qualified female candidates shall be considered in particular. The same applies to the filling of management functions. In order to involve women even more in management functions in the future, PUMA promotes the compatibility of family and career, for example through part-time and half-day models as well as flexible working hours and the provision of childcare places. With Anne-Laure Descours a woman is represented on the Management Board. The proportion of women on the Management Board is therefore currently 33%.

- Internationality

PUMA is a globally operating company. An appropriate number of board members must therefore have international experience either due to their origin or due to their many years of professional experience abroad. Notwithstanding the several years of international experience of all board members, this goal has been exceeded simply because of the international origins of Bjørn Gulden and Anne-Laure Descours.

- Age

The Supervisory Board ensures a balanced age structure in the Management Board. This is important to ensure the continuity of the Management Board's work and to facilitate smooth succession planning. In principle, members of the Management Board may not be older than 70 years. All members of the Management Board are below the standard age limit.

- Training and experience background

With regard to the educational and professional background, the selection of Management Board members should be based on the competencies required in the PUMA Management Board in general as well as for the respective Management Board with regard to corporate management, strategy development, finance and accounting, supply chain, sales and HR. The same criteria apply here as were developed for the competence profile of the Supervisory Board. These competencies do not have to be acquired as part of university studies or other educational training, but may also have been acquired in other ways within or outside PUMA. The members of the board have all the above mentioned competences.

The current composition of the Management Board implements the diversity concept.

**Remuneration Report**

The remuneration report prepared by the Management Board and the Supervisory Board is published at <https://about.puma.com/de-de/investor-relations/corporate> governance.