


MEETING DATE	Wed, 09 May 2018 10:00 am	TYPE	AGM	ISSUE DATE	Mon, 30 Apr 2018
MEETING LOCATION	Stadthalle Fuerth, Rosenstrasse 50, 90762 Fuerth, Germany				
CURRENT INDICES	FTSE EuroFirst				
SECTOR	Footwear				

PROPOSALS		ADVICE
1	Receive Financial Statements and Statutory Reports for Fiscal 2017 Non-voting agenda item.	Non-Voting
2	Approve the Dividend The Board proposes a dividend of EUR 2.60 per share. The dividend is covered by earnings. Triodos supports this resolution.	For
3	Discharge of Management Board Standard proposal. The Company has been allegedly involved in a case where an employee was charged with criminal violations relating to alleged unlawful payments to certain high school basketball players. However, the Company is cooperating with the prosecutors and the disclose is considered enough. Triodos supports this resolution.	For
4	Discharge of Supervisory Board Standard proposal. No serious governance concerns have been identified.	For
5	Approve Remuneration System for Management Board Members It is proposed to approve the remuneration policy. Although variable remuneration appears to be consistently capped, there are excessiveness concerns as the total potential variable remuneration exceed 200% of the salary. In addition, the Company has not disclosed quantified targets or performance criteria for its variable remuneration component, which may lead to overpayment against underperformance. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. Triodos abstains this resolution.	Abstain
6*	Amend Corporate Purpose The Board proposes to amend the Articles 2 of the Company's Articles of Association (Purpose of the Company). The purpose of the Company has been unchanged for many years, and the Company considers that it shall be revised and updated. The proposed amendments do not have any adverse effect on shareholder rights and it is in line with applicable regulation. Triodos supports this resolution.	For
7	Elect Frank Appel Independent Non-Executive Director.	For
8	Authority to issue bonds with warrants and/or convertible bonds, create a conditional capital and related amendments to the articles of association It is proposed to revocation of the authorization to issue bonds with warrants and/or convertible bonds of May 8, 2014 and issue bonds with warrant bonds and/r convertible bonds up to EUR 2.5 billion. In addition, a new Conditional Capital 2018 shall be created, and the Articles of Association shall be amended correspondingly. The authority will be valid for five years. Subscription rights may be excluded for an amount corresponding to 10% of the Company's issued share capital. A Triodos supports this resolution.	For

- 9.1 Appoint the Auditors** **Oppose**
KPMG proposed. Non-audit fees represented 12.50% of audit fees during the year under review and 9.52% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. However, the current auditor has been in place for more than seven years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.
- 9.2 Appoint the Auditors for Half-Year and Quarterly Reports 2018** **Oppose**
KPMG proposed. The current auditor has been in place for more than seven years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.
- 9.3 Appoint the Auditors for the 2018 Interim Financial Statements Until the 2019 AGM** **Oppose**
KPMG proposed. The current auditor has been in place for more than seven years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.
- * = Special resolution*
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