

## REPORT BY THE SUPERVISORY BOARD



### DEAR SHAREHOLDERS,

In a transition year for our industry, characterized by a challenging market environment, geopolitical conflict, macroeconomic headwinds and currency volatility, the PUMA Group sustained its strong momentum, gained market shares and delivered a profitability fully in line with its outlook.

Arne Freundt, who took over as Chief Executive Officer in late 2022, together with Maria Valdes as Chief Product Officer, Anne-Laure Descours as Chief Sourcing Officer and Hubert Hinterseher as Chief Financial Officer, started to build a foundation for the future growth of the company with the strategic priorities of elevating the brand, increasing product excellence, and improving the distribution quality. Within that strategic framework, PUMA put a special focus on the important US and China markets. As the Supervisory Board, we are convinced that these are the right priorities to ensure not only sustainable but also more profitable growth. The progress that was made in 2023 made us confident that the PUMA Management team is on the right track. We are particularly pleased to see that the Management Board acts as a team and that this team spirit not only motivates employees but is also recognized and appreciated by external stakeholders. We are also proud of the progress PUMA has made on its sustainability journey. Making our supply chains fair and sustainable has always been a matter close to PUMA's heart and we want to remain one of the leading brands in the industry. The topic will also have a strong influence on the work of the Supervisory Board in the future, which is why we are striving for further professionalization in this area.

Another focus of the Supervisory Board's work was resolving the unfavourable voting results at the 2023 Annual General Meeting and deriving follow-up measures. For 2024, the Supervisory Board set itself the goal of further professionalizing its own work and strengthening the diversity concept of the Supervisory Board. Especially, increasing independence at the Supervisory Board is our top priority going forward. The Supervisory Board decided to actively engage with some of the Company's largest investors and conduct a Governance Roadshow for the first time. In these conversations, I received valuable feedback which will shape the

work of the Supervisory Board in 2024. For example, we will propose to the Annual General Meeting in 2024 that the number of Supervisory Board members will be increased from the current six to seven. After Thore Ohlsson has handed over the chair of the Audit Committee to Jean-Marc Duplaix and ensured a smooth transition, he will resign from PUMA's Supervisory Board, effective May 22, 2024, the day of PUMA's Annual General Meeting. Jean-Marc Duplaix is considered independent by the Supervisory Board because his function as Deputy CEO of Kering S.A. does not impair his independence as Kering S.A. holds only 1.47% of PUMA's share capital and Artémis S.A.S. holds 42.2% of Kering's share capital according to Kering's 2023 Annual Financial Report. Until Thore's resignation becomes effective, he continues to contribute his extensive knowledge and many years of experience as a member of the Audit Committee for the benefit of PUMA with great commitment. As a consequence, there will be two new vacancies on the Supervisory Board that need to be filled. To find the right candidates, the Supervisory Board has assigned the search to a leading global executive search consulting company. The search will focus on profiles with expertise in the areas of sustainability and retail and will comply with the required independence by investors. With this step, the Supervisory Board aims to strengthen the structure of the Board, both in terms of skills and independence. A particular effort will be made in the next years to ensure that the chair of the Personnel Committee, who is in charge of remuneration topics, of the Nominating Committee and of the Audit Committee as well as the majority of the members of those Committees, are independent.

At the last Annual General Meeting, the majority of our shareholders present voted against the proposed remuneration report. We have taken these voting results on the remuneration report very seriously and I am addressing them in the introduction to the remuneration report (see <https://about.puma.com/en> under Investor Relations/Corporate Governance). Following the feedback that emerged during the engagement with the investors regarding the remuneration system, we are taking steps to review the remuneration system in the course of the 2024 financial year and will present a revised remuneration system to the 2025 Annual General Meeting for approval.

Although the current share price performance is not in line with our and your expectations, I am convinced that it does neither reflect the actual value of our company nor the good operating performance. The Supervisory Board and the Management Board anticipate that the current challenging market environment is temporary and are confident that the long-term prospects of the company based on its strong brand, strong product, strong partnerships and strong team will lead to a sustainable growth.

The Supervisory Board would like to thank PUMA's Management Board, Leadership Team and the entire PUMA Family for their dedication, commitment and hard work in 2023.

## **SUPERVISORY BOARD MEETINGS**

The meetings of the Supervisory Board and its committees generally take place in-person with the option of participation via a video link. Meetings are held exclusively as video conferences in exceptional circumstances. In 2023 the Supervisory Board convened to four regular meetings. In these meetings, it advised the Management Board on the management of the company and continuously supervised its conduct of business. It discussed with the Management Board on the Company's business policies, all relevant aspects of corporate development and corporate planning, the Company's economic situation, including its net assets, financial position and results of operations, the adequacy of capital resources and all key decisions for the Group. The Management Board informed the Supervisory Board regularly, comprehensively, and in a timely manner in written and verbal form about the implementation of all decisions and about all major business transactions. The members of the Management Board took part in meetings of the Supervisory Board and its committees; the Supervisory Board also met regularly without the Management Board.

Furthermore, in 2023 one constituent meeting of the Supervisory Board took place after the election of the new Supervisory Board by the Annual General Meeting. Several matters were decided via circular resolutions using electronic means of communication. All members participated in drawing up the resolutions. Whenever necessary, representatives of the shareholders and employees held separate preliminary discussions prior to the meetings.

Plenary Supervisory Board	Attendance at meetings (referring to regular and extraordinary meetings)	Attendance in %
Héloïse Temple-Boyer	5/5	100
Thore Ohlsson	5/5	100
Jean-François Palus (until 24 May, 2023)	2/2	100
Jean-Marc Duplaix (since 24 May, 2023)	3/3	100
Fiona May	5/5	100
Martin Köppel	5/5	100
Bernd Illig	5/5	100

The attendance of the members of the Supervisory Board at committee meetings was 100% for all members as well.

The Supervisory Board discussed in detail all of the Company's key business transactions, based on the reports by the Management Board and the Committees, and presented its own ideas. The Management Board provided the Supervisory Board with detailed information on any deviations of the business performance from the budgeted figures, both in writing and orally. The Supervisory Board verified these explanations using the supporting documents, which were always submitted in appropriate time before the meetings. The Supervisory Board was involved in all key decisions at an early stage. In addition, the Chair of the Supervisory Board maintained, and continues to maintain, regular verbal or written contact with the CEO and keeps herself informed of all major developments. Overall, these discussions did not give any indication that the Management Board was managing the Group in anything other than a lawful and proper manner.

The Supervisory Board members took part, on their own initiative, in the educational and training measures necessary for the performance of their duties. The Company supports the Supervisory Board members in their training activities, for example by having the Legal Department regularly prepare changes in the legal framework for the Supervisory Board and report about them in the meetings. In 2023, the Supervisory Board received an update on the German Supply Chain Akt ("Lieferkettensorgfaltspflichtengesetz", LkSG) and the Corporate Sustainability Reporting Directive (CSRD). There is an established onboarding process to familiarize new Supervisory Board members with the PUMA business model, group structures and special topics.

## MAIN ADVISORY FOCUS

In the 2023 financial year, the main focus was on the following issues: review and approval of the 2022 consolidated and annual financial statements and the 2022 non-financial report, dividend proposal, setting the agenda for the Annual General Meeting on May 24, 2023, realization of personnel adjustments on the Management Board (in particular appointment of Maria Valdes as member of the Management Board (Chief Product Officer (CPO)) from January 1, 2023 and extension of the contract of Hubert Hinterseher as Chief Financial Officer (CFO)), follow-up of the new strategy of the Management Board regarding elevating the brand and growing the market share in the US and China, re-organization of the marketing organization, current business and revenue development, markets and trends, financial position of the Group, corporate and budget planning 2024 as well as medium-term planning, including investments, further improvement of the compliance management and the risk management and internal control system as well as material litigation in the Group. In addition, the Supervisory Board regularly dealt with the development and implementation of sustainability topics.

As every year, the Personnel Committee and the Supervisory Board determined the degree of achievement of the targets for the individual Management Board members with regard to 2022. The Supervisory Board decided on the individual targets for the variable Management Board remuneration for the 2023 financial year upon recommendation of the Personnel Committee.

## CONFLICTS OF INTEREST

The members of the Supervisory Board are required to disclose to its Chair any conflicts of interest without undue delay. In the past year, no such disclosures were made.

## COMMITTEES

The Supervisory Board has established four committees to perform its duties: the Personnel Committee, the Audit Committee, the Nominating Committee and the Sustainability Committee. The Personnel Committee, the Audit Committee and the Sustainability Committee each comprise two shareholder representatives and one employee representative. The Nominating Committee is composed only of shareholder representatives. The composition of the committees can be found in the notes to the consolidated financial statements. The Supervisory Board receives regular reports on their work.

## PERSONNEL COMMITTEE

The Personnel Committee has the task of preparing the conclusion and amendment of employment contracts with the members of the Management Board, reviewing the remuneration report and establishing policies for human resources and personnel development. It met to one regular meeting in 2023, decided on the target achievement for the individual Management Board members and set the targets for 2023. In addition, the approval of the LTI programs 2023 were the focus of the discussions. Corresponding recommendations for resolutions were made to the Supervisory Board.

Personnel Committee	Attendance at meetings	Attendance in %
Héloïse Temple-Boyer (Chair)	1/1	100
Fiona May	1/1	100
Martin Köppel	1/1	100

## AUDIT COMMITTEE

The Audit Committee held four regular meetings in the financial year 2023. In particular, the Audit Committee is responsible for the review of the accounting, particularly comprising the consolidated financial statements and the group management report, group half year report, 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 process of selecting an auditor. The Audit Committee is also responsible for conducting the selection process of the auditor. In addition, the Audit Committee monitors the independence of the auditor and ensures that the non-audit services of the auditor commissioned by the Management Board do not give rise to any grounds for disqualification or partiality or any threat to independence. The Audit Committee issues the audit mandate on behalf of the Supervisory Board to the auditor elected by the general meeting, determines the audit areas of the audit, monitors the quality of the audit and the services additionally provided by the auditor and agrees the fee with the auditor. Heads of the corporate functions were also available for reports and questions on individual agenda items at the committee meetings. The Audit Committee meets regularly with the auditor, also without the Management Board.

<b>Audit Committee</b>	<b>Attendance at meetings (referring to regular and extraordinary meetings)</b>	<b>Attendance in %</b>
Thore Ohlsson (Chair until 24 May, 2023)	4/4	100
Héloïse Temple-Boyer (until 24 May, 2023)	2/2	100
Jean-Marc Duplaix (since 24 May, 2023, Chair)	2/2	100
Bernd Illig	4/4	100

## NOMINATING COMMITTEE

The Nominating Committee has the task of proposing suitable candidates to the Supervisory Board for its election proposals to the Annual General Meeting. It held two meetings in the last financial year.

<b>Nominating Committee</b>	<b>Attendance at meetings (referring to regular and extraordinary meetings)</b>	<b>Attendance in %</b>
Héloïse Temple-Boyer (Chair)	2/2	100
Fiona May	2/2	100
Jean-François Palus (until 24 May, 2023)	1/1	100
Jean-Marc Duplaix (since 24 May, 2023)	1/1	100

In 2024, the main focus of the Nominating Committees's work will lie on the succession planning for Thore Ohlsson and on finding the right candidate for the expansion of the Supervisory Board.

## SUSTAINABILITY COMMITTEE

The Sustainability Committee met once in the 2023 financial year to discuss the company's sustainability strategies. The focus was emphasized on the evaluation of the "Conference of the People," sustainability-related projects within the company and relevant, upcoming legislative projects. The Sustainability Committee consists of three members.

<b>Sustainability Committee</b>	<b>Attendance at meetings (referring to regular and extraordinary meetings)</b>	<b>Attendance in %</b>
Fiona May (Chair)	1/1	100
Héloïse Temple-Boyer	1/1	100
Martin Köppel	1/1	100

## CORPORATE GOVERNANCE

As in previous years, the Supervisory Board addressed current developments in the financial year 2023 regarding the German Corporate Governance Code in the version dated April 28, 2022 (effective as of 27 June 2022) (GCGC). The GCGC contains essential statutory regulations and recommendations for the management and supervision of listed companies and standards for responsible corporate governance. The corporate governance standards have long been a part of the corporate routine.

Pursuant to Principle 23 of the GCGC, the Supervisory Board reports on corporate governance in the Corporate Governance Statement. The Company satisfies all requirements of the GCGC, to the extent required by it. The Statement of Compliance of November 9, 2023 is available to our shareholders at any time on the

Company's website under <https://about.PUMA.com/en/investor-relations/corporate-governance> at STATEMENT OF COMPLIANCE.

## ANNUAL FINANCIAL STATEMENTS ADOPTED

The annual financial statements for PUMA SE prepared by the Management Board in accordance with the German Commercial Code (Handelsgesetzbuch/HGB), the consolidated financial statements for PUMA group prepared in accordance with Section 315a HGB on the basis of the International Financial Reporting Standards (IFRS) and the combined management report for PUMA SE and the PUMA Group, each for the financial year 2023, have been audited by the statutory auditors, KPMG AG Wirtschaftsprüfungsgesellschaft, Nuremberg, who were appointed at the Annual General Meeting on May 24, 2023 and commissioned by the Supervisory Board to audit the annual financial statements and the consolidated financial statements and have been given an unqualified auditor's opinion. The lead auditor on the KPMG team is Matthias Koeplin and he has been assigned the role since 2022. PUMA has not paid non-audit related fees in excess of audit related fees to its auditor.

In their report, the statutory auditors conclude that PUMA's institutionalized risk management system, in accordance with Section 91(2) of the German Stock Corporation Act (Aktiengesetz/AktG), is capable of detecting at an early stage and countering any developments that might jeopardize the continuity of the Company as a going concern. The Supervisory Board has been updated by the Management Board regularly on all relevant risks in this regard, in particular its assessments of market and procurement risks, financial risks (including currency risks) and organizational risks.

The accounting records, the audit reports from the statutory auditors and the Management Board's and Supervisory Board's recommendation on the appropriation of net profit were made available to all members of the Supervisory Board in a timely manner. At the meeting of the Audit Committee on February 26, 2024 and at the subsequent Supervisory Board meeting held on the same day, the statutory auditors reported on the key results of their audit and discussed them in detail with the Management Board and the members of the Supervisory Board. No discrepancies were detected.

The Supervisory Board reviewed in detail the annual financial statements, the combined management report for PUMA SE and the PUMA Group, the Management Board's and the Supervisory Board's recommendation on the appropriation of net profit and the consolidated financial statements and raised no objections. In accordance with the recommendation of the Audit Committee, the Supervisory Board agreed with the results of the audit of both statements and approved the annual financial statements of PUMA SE and the consolidated financial statements for the financial year 2023. The 2023 annual financial statements have thus been adopted.

The Management Board and the Supervisory Board resolved to propose to the Annual General Meeting a distribution of a dividend of € 0.82 per dividend entitled share to the shareholders for the financial year 2023. In this context, the liquidity situation of the Company, the financing and the effects on the capital market were discussed. The payout is conditional to an overall sound macroeconomic environment. A total amount of around € 122.9 million will be paid out in dividends from PUMA SE's retained earnings. The remaining retained earnings of around € 363.6 million will be carried forward.

In its meeting on February 26, 2024, the Supervisory Board also approved the non-financial report in accordance with §§ 315c in conjunction with §§ 289c to 289e of the German Commercial Code (HGB).

## THANKS

We would like to express our gratitude and recognition to the Management Board, the management teams at the Group companies, the Works Council and all our employees for their hard work and their outstanding cooperation in 2023. We look forward to 2024, a year of sports in which PUMA will launch its largest-ever brand campaign and come to the market with an impressive portfolio of new and innovative products.

Herzogenaurach, 26 February, 2024

On behalf of the Supervisory Board



Héloïse Temple-Boyer  
Chair