

**The Company's Management Board hereby submits drafts of resolutions and attachments thereof which are to be discussed at the General Assembly of Shareholders, significant for the votes resolutions, which previously have not been made public pursuant to art. 56 section 1 of the Law on public offer.**

**RESOLUTION NO 1  
OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA  
JOINT-STOCK COMPANY  
of 13 June 2014  
concerning election of the Chairman of the General Assembly**

**§ 1**

„Ordinary Assembly of Shareholders of the company operating under the name INTERSPORT Polska Joint Stock Company based in Cholerzyn elects ..... Chairman of the General Assembly.

**§ 2**

The resolution takes effect immediately”.

**Justification to the Draft of the Resolution no 1**

The election of the Chairman shall take place at the General Assembly of Shareholders pursuant to art. 409 §1 of the Code of Commercial Companies and §5 clause 2 of the Regulations of the General Assembly of Shareholders of INTERSPORT Polska S.A. The election of the Chairman of the General Assembly is necessary to ensure proper course of the General Assembly.

XX

**RESOLUTION NO 2  
OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA  
JOINT-STOCK COMPANY  
of 13 June 2014  
concerning election of the Returning Committee**

**§ 1**

„General Assembly of Shareholders of the company operating under the name INTERSPORT Polska Joint Stock Company based in Cholerzyn appoints to the Returning Committee the following persons:

- ....., -
- .....,
- .....

**§ 2**

The resolution takes effect immediately”.

**Justification to the Draft of the Resolution no 2**

The election of the Returning Committee shall take place at the General Assembly of Shareholders pursuant to art. 8 of the Regulations of the General Assembly of Shareholders of INTERSPORT Polska S.A. The election of the Returning Committee is necessary to ensure proper course of the General Assembly.

XX

**RESOLUTION NO 3  
OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA  
JOINT-STOCK COMPANY  
of 13 June 2014**

**concerning approval of the agenda of the General Assembly**

**§ 1**

„The General Assembly of INTERSPORT Polska joint-stock company accepts the following agenda of the Assembly.

1. Opening of the General Assembly of Shareholders.
2. Election of the Chairman of the Assembly.
3. Stating the correctness of convening the General Assembly and its ability to pass valid resolutions.
4. Election of the Returning Committee.
5. Approval of the agenda of the Assembly.
6. Evaluation of the Company's Management Board's Report on the Company's activity in the financial year 2013.
7. Evaluation of the financial statement of the Company for the financial year 2013.
8. Consideration of the auditor's opinion and report on auditing the Company's financial statement for the financial year 2013.
9. Introduction to the report of the Supervisory Board on the review of the Management Board's report on the Company's activities in the turnover year 2013 and the evaluation of the Company's financial statement for the turnover year 2013 in the scope of the consistency thereof with books and documents as well as the factual circumstances and the request of the Company's Management Board to cover up the loss.
10. Presentation by the Company's Supervisory Board of:
  - a). concise evaluation of the Company's situation in consideration of the internal control system and risk management system of the Company.
  - b). report on the activity of the Supervisory Board in consideration of the work of the committees acting within the Supervisory Board, complete with the evaluation of the Company's internal control system and risk management system.
11. Adoption of resolutions on:
  - a). approval of the Management Board's report on the Company's activities for the financial year 2013 and the Company's financial report for the financial year 2013.
  - b). giving the vote of approval for execution of responsibilities in 2013 to the members of the Management Board.
  - c). giving the vote of approval for execution of responsibilities in 2013 to the members of the Supervisory Board.
  - d). covering up the loss for the turnover year 2013.
12. Adoption of a resolution concerning election of new members of the Supervisory Board

13. Adoption of a resolution concerning an amendment to the Company's Articles of Association.
14. Adoption of a resolution concerning establishment of a unified text of the amended Articles of Association.
15. Any other business.
16. Closing of the General Assembly.

**§ 2**

The resolution takes effect immediately”.

**Justification to the Draft of the Resolution no 3**

Ordinary General Assembly of Shareholders adopts the agenda determined by the Management Board in the announcement on convening the Ordinary Assembly of Shareholders, pursuant to art. 402<sup>1</sup> of the Code of Commercial Companies.

Adopting the agenda of the General Assembly is necessary to ensure proper course of the General Assembly.

XX

**RESOLUTION NO 4**

**OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA  
JOINT-STOCK COMPANY**

**of 13 June 2014**

**Concerning approval of the report of the Management Board on the activities  
of the Company for financial year 2013  
and the financial statement  
for financial year 2013**

**§ 1**

„The General Assembly of Shareholders approves the financial statement for 2013 as well as the report of the Management Board on the activities of the Company for 2013.”

**§ 2**

The resolution takes effect immediately”.

**Justification to the Draft of the Resolution no 4**

Ordinary General Assembly of Shareholders approves the report of the Management Board and the financial statement pursuant to art. 395 §1 clause 1 of the Code of Commercial Companies. Approval of the financial statement of INTERSPORT Polska S.A. and the Management Board's report for 2013 is correct due to the consistency thereof with the documents and accounting books of the Company as well as actual state, the fact that was confirmed by the audit of the financial statement and the opinion issued in effect of the audit.

XX

**RESOLUTION NO 5**

**OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA  
JOINT-STOCK COMPANY**



**JOINT-STOCK COMPANY**

**of 13 June 2014**

**Concerning giving the vote of approval for execution of responsibilities in 2013 to a Member of the Supervisory Board**

**§ 1**

„Ordinary General Assembly of Shareholders of the company operating under the name INTERSPORT Polska Joint Stock Company based in Cholerzyn passed the resolution on granting the acknowledgement of the fulfillment of duties to Mr. **Artur Olender** the Chairman of the Supervisory Board of the Company for the whole period of his office in the financial year 2013.

**§ 2**

The resolution takes effect immediately”.

**Justification to the Draft of the Resolution no 7**

Ordinary Assembly of Shareholders gives the vote of approval to members of the Company's governing bodies pursuant to art. 395 §2 clause 3 of the Code of Commercial Companies.

Giving the vote of approval to a member of the Company's Supervisory Board for execution of responsibilities in 2013 is justified due to the proper execution of his responsibilities.

XX

**RESOLUTION NO 8**

**OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA**

**JOINT-STOCK COMPANY**

**of 13 June 2013**

**Concerning giving the vote of approval for execution of responsibilities in 2013 to a Member of the Supervisory Board**

**§ 1**

„Ordinary General Assembly of Shareholders of the company operating under the name INTERSPORT Polska Joint Stock Company based in Cholerzyn passed the resolution on granting the acknowledgement of the fulfillment of duties to Ms. **Beata Mikołajko**, a Member of the Supervisory Board of the Company for the whole period of her office in the financial year 2013.

**§ 2**

The resolution takes effect immediately”.

**Justification to the Draft of the Resolution no 8**

Ordinary General Assembly of Shareholders gives the vote of approval to members of the Company's governing bodies pursuant to art. 395 §2 clause 3 of the Code of Commercial Companies.

Giving the vote of approval to a member of the Company's Supervisory Board for execution of responsibilities in 2013 is justified due to the proper execution of her responsibilities.

XX

**RESOLUTION NO 9**

**OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA**

**JOINT-STOCK COMPANY**

**of 17 June 2010**

**Concerning giving the vote of approval for execution of responsibilities in 2009 to a Member of the Supervisory Board**

**§ 1**

„Ordinary General Assembly of Shareholders of the company operating under the name INTERSPORT Polska Joint Stock Company based in Cholerzyn passed the resolution on granting the acknowledgement of the fulfillment of duties to Ms. **Dorota Radwańska**, a Member of the Supervisory Board of the Company for the whole period of her office in the financial year 2009.

**§ 2**

The resolution takes effect immediately”.

**Justification to the Draft of the Resolution no 9**

Ordinary Assembly of Shareholders gives the vote of approval to members of the Company’s governing bodies pursuant to art. 395 §2 clause 3 of the Code of Commercial Companies. Giving the vote of approval to a member of the Company’s Supervisory Board for execution of responsibilities in 2013 is justified due to the proper execution of her responsibilities.

XX

**RESOLUTION NO 10  
OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA  
JOINT-STOCK COMPANY  
of 13 June 2014**

**Concerning giving the vote of approval for execution of responsibilities in 2013 to a Member of the Supervisory Board**

**§ 1**

„Ordinary General Assembly of Shareholders of the company operating under the name INTERSPORT Polska Joint Stock Company based in Cholerzyn passed the resolution on granting the acknowledgement of the fulfillment of duties to Mr. Łukasz Gil, a Member of the Supervisory Board of the Company for the whole period of his office in the financial year 2013.

**§ 2**

The resolution takes effect immediately”.

**Justification to the Draft of the Resolution no 10**

Ordinary General Assembly of Shareholders gives the vote of approval to members of the Company’s governing bodies pursuant to art. 395 §2 clause 3 of the Code of Commercial Companies.

Giving the vote of approval to a member of the Company’s Supervisory Board for execution of responsibilities in 2013 is justified due to the proper execution of his responsibilities.

XX

**RESOLUTION NO 11  
OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA  
JOINT-STOCK COMPANY  
of 13 June 2014**

**Concerning giving the vote of approval for execution of responsibilities in 2013 to a Member of the Supervisory Board**

**§ 1**

„Ordinary General Assembly of Shareholders of the company operating under the name INTERSPORT Polska Joint Stock Company based in Cholerzyn passed the resolution on granting the acknowledgement of the fulfillment of duties to Mr. Klaus Jost, a Member of the Supervisory Board of the Company for the whole period of his office in the financial year 2013.

**§ 2**

The resolution takes effect immediately”.

**Justification to the Draft of the Resolution no 11**

Ordinary General Assembly of Shareholders gives the vote of approval to members of the Company’s governing bodies pursuant to art. 395 §2 clause 3 of the Code of Commercial Companies.

Giving the vote of approval to a member of the Company’s Supervisory Board for execution of responsibilities in 2013 is justified due to the proper execution of his responsibilities.

XX

**RESOLUTION NO 12  
OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA  
JOINT-STOCK COMPANY**

**of 25 June 2012**

**Concerning giving the vote of approval for execution of responsibilities in 2013 to a Member  
of the Supervisory Board**

**§ 1**

„Ordinary General Assembly of Shareholders of the company operating under the name INTERSPORT Polska Joint Stock Company based in Cholerzyn passed the resolution on granting the acknowledgement of the fulfillment of duties to Mr. Piotr Dygas, a Member of the Supervisory Board of the Company for the whole period of his office in the financial year 2013.

**§ 2**

The resolution takes effect immediately”.

**Justification to the Draft of the Resolution no 12**

Ordinary General Assembly of Shareholders gives the vote of approval to members of the Company’s governing bodies pursuant to art. 395 §2 clause 3 of the Code of Commercial Companies.

Giving the vote of approval to a member of the Company’s Supervisory Board for execution of responsibilities in 2013 is justified due to the proper execution of his responsibilities.

XX

**RESOLUTION NO 13  
OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA  
JOINT-STOCK COMPANY**

**of 13 June 2014**

**on covering up the loss for the financial year 2013**

**§ 1**

„The General Assembly of Shareholders under the company INTERSPORT Polska Joint Stock Company with the seat in Cholerzyn hereby decides that the net loss of the Company for the year 2013 amounting to PLN 1,872,972.03 net shall be covered from the supplementary capital of the Company.”

**§ 2**

The resolution takes effect immediately”.

### **Justification to the Draft of the Resolution no 13**

Pursuant to art. 395 § 2 point 2 of the Code of Commercial Companies the General Assembly is entitled to adopt a resolution on profit distribution or covering up the loss.

XX

**RESOLUTION NO 14  
OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA  
JOINT-STOCK COMPANY  
of 13 June 2014**

**on adopting a resolution on appointing a new President of the Company  
The General Assembly of Shareholders under the company INTERSPORT Polska Joint Stock  
Company with the seat in Cholerzyn hereby adopts the resolution on appointing .....  
for the position of the President of the Company for the term of ..... years.**

### **Justification to the Draft of the Resolution no 14**

Adopting the resolution on the election of a new member of the Supervisory Board is justified with the expiry of the term of office of the so-far members of the Supervisory Board and the necessity of appointing new ones in order to ensure proper functioning of the Company.

XX

**RESOLUTION NO 15  
OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA  
JOINT-STOCK COMPANY  
of 13 June 2014**

**on adopting a resolution on appointing a new Vice-President of the Company  
The General Assembly of Shareholders under the company INTERSPORT Polska Joint Stock  
Company with the seat in Cholerzyn hereby adopts the resolution on appointing .....  
for the position of the Vice- President of the Company for the term of ..... years.**

### **Justification to the Draft of the Resolution no 15**

Adopting the resolution on the election of a new member of the Supervisory Board is justified with the expiry of the term of office of the so-far members of the Supervisory Board and the necessity of appointing new ones in order to ensure proper functioning of the Company.

XX

**RESOLUTION NO 16  
OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA  
JOINT-STOCK COMPANY  
of 13 June 2014**

**concerning amendment to article 4 point 1 of the Company's Articles of Association  
concerning a change of the scope of the Company's activities**

### **§ 1**

„The General Assembly of Shareholders amends article 4 point 1 of the Company's Statute and gives is the following reading:

1. The scope of Company's business activity shall be:

- Tour operator activities –PKD 79.12.Z
- Travel agency activities – PKD 79.11.B
- Travel office activities – PKD 79.11.A
- Publishing of books – PKD 58.11.Z
- Publishing of registers and lists (e.g. address, telephone) - PKD 58.12.Z
- Publishing of newspapers - PKD 58.13.Z
- Publishing of journals and other periodicals - PKD 58.14.Z
- Sound and music recording activities – PKD 59.20.Z
- Other publishing activities - PKD 58.19.Z
- Printing of newspapers - PKD 18.11.Z
- Manufacture of paper stationery – PKD 17.23.Z
- Other printing activities -PKD 18.12.Z
- Binding and related services – PKD 18.14.Z
- Pre-printing service activities - PKD 18.13.Z
- Wholesale of clothing and footwear- PKD 46.42.Z
- Wholesale of electrical household goods – PKD 46.43.Z
- Wholesale of watches, clocks and jewellery-PKD 46.48.Z
- Other wholesale of household goods - PKD 46.49.Z
- Non-specialised wholesale trade -PKD 46.90.Z
- Retail sale of clothing in specialised stores– PKD 47.71.Z
- Retail sale of footwear and leather ware in specialised stores– PKD 47.72.Z
- Retail sale of books in specialised stores – PKD 47.61.Z
- Retail sale of newspapers and paper stationery in specialised stores – PKD 47.62.Z
- Retail sale of sports equipment in specialised stores – PKD 47.64.Z
- Retail sale of games and toys in specialised stores – PKD 47.65.Z
- Other retail sale of new goods in specialized stores– PKD 47.78.Z
- Other retail sale not in stores, stalls or markets– PKD 47.99.Z
- Retail sale of second-hand goods in specialised stores – PKD 47.79.Z
- Retail sale conducted via mail order houses or the Internet – PKD 47.91.Z
- Finishing of textiles– PKD 13.30.Z
- Repair and maintenance of telecommunications equipment – PKD 95.12.Z
- Repair of footwear and leather ware– PKD 95.23.Z
- Repair of other personal and household goods– PKD 95.29.Z
- Other service activity, not classified elsewhere– PKD 96.09.Z
- Other financial service activities not classified elsewhere, except insurance and pension– PKD 64.99.Z
- Agency in the sale of advertising time and space in radio and television – PKD 73.12.A
- Agency in the sale of advertising space in printed media – PKD 73.12.B
- Agency in the sale of advertising time and space in electronic media (Internet) – PKD 73.12.C
- Agency in the sale of advertising time and space in other media – PKD 73.12.D
- Photographic activities – PKD 74.20.Z
- Packing related activities– PKD 82.92.Z
- Service activities connected to administrative office service– PKD 82.11.Z
- Other business support activities, not classified elsewhere – PKD 82.99.Z
- Activity in organization of fairs, exhibitions and congresses– PKD 82.30.Z
- Acting in the area of sound and music recordings - 59.20.Z

- Other information service activities, not classified elsewhere - PKD 63.99.Z
- Specialised design activities - PKD 74.10.Z
- Other professional, scientific and technical activities, not classified elsewhere - PKD 74.90.Z
- Leasing of intellectual property and similar products, excluding rights protected under copyrights - PKD 77.40.Z
- Other business support activities, not classified elsewhere - PKD 82.99.Z
- Out of school forms of sports education and sports and recreation activities - PKD 85.51.Z
- Activities of sports clubs - PKD 93.12.Z
- Other sports activities - PKD 93.19.Z
- Other entertainment and recreation activities – PKD 93.29.Z
- Other land passenger transport, not classified elsewhere– PKD 49.39.Z
- Road cargo transport – PKD 49.41.Z
- Retail of bakery products and confectioneries executed in specialist stores – PKD 47.24.Z
- Retail of spirits and non-alcoholic beverages executed in specialist stores – PKD 47.25.Z
- Retail of other groceries executed in specialist stores – PKD 47.29.Z
- Wholesale of computers, peripheral devices, and software - PKD 46.51.Z
- Wholesale of electronic and telecommunication equipment and parts thereto - PKD 46.52.Z
- Wholesale of other machines and office equipment - PKD 46.66.Z
- Wholesale of other machines and equipment - PKD 46.69.Z
- Activity related to electronic devices management - PKD 62.03.Z
- Other services concerning IT technologies and computers - PKD 62.09.Z
- Data processing, hosting, and similar activities - PKD 63.11.Z
- Activity of Internet portals - PKD 63.12.Z
- Activity of financial holdings - PKD 64.20.Z
- Other activity supporting financial services with exclusion of pension insurance and funds - PKD 66.19.Z
- Activity of head offices and holdings, with the exception of financial holdings - PKD 70.10.Z
- Public relations and communication - PKD 70.21.Z
- Other forms of counseling on conducting business activity and management - PKD 70.22.Z
- Activity of advertising agencies - PKD 73.11.Z
- Market and public opinion research - PKD 73.20.Z
- Other non-school forms of education, not classified elsewhere - PKD 85.59.B
- Activity of sports objects - PKD 93.11.Z
- Activity of physical fitness improving facilities - PKD 93.13.Z
- Other activities, not classified elsewhere– PKD 79.90.C
- Rental and lease of recreational and sports equipment - PKD 77.21.Z
- Activity of insurance agents and brokers - PKD 66.22.Z
- Other activity supporting retirement insurances and funds - PKD 66.29.Z
- Rental and management of own and leased real properties - PKD 68.20.Z

#### **Justification to the Draft of the Resolution no 16**

Ordinary General Assembly is empowered to amend the Company's Articles of Association pursuant to art. 430 §1 of the Code of Commercial Companies. The broadening of the Company's scope of activities of provisions concerning the sale of dietary supplements and

sports drinks is justified due to the fact that the Company intends to conduct business activity pertaining to the sale thereof.

XX

**RESOLUTION NO 17**  
**OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA**  
**JOINT-STOCK COMPANY**  
**of 13 June 2014**

concerning adoption of a resolution concerning establishment of a unified text of the amended Articles of Association in connection with amending §4 art. 1 of the Articles of Association

**§ 1**

„The General Assembly of Shareholders, in connection with amending the Articles of Association decides for a uniform text of the Company’s of Association which constitutes an annex to this Protocol.

**§ 2**

The resolution takes effect immediately”.

**Justification to the Draft of the Resolution no 17**

General Assembly of Shareholders is empowered to determine a uniform reading of the Articles of Association.

In order to ensure clarity of the Articles of Association it is justified to determine a uniform reading of the amended Articles of Association in consideration of amendments introduced by Resolution no 17.