

## **Information for Shareholders**

### **1. Shareholder's Right to Request that Certain Items be Placed on the Agenda of the General Assembly.**

Pursuant to art. 401 § 1 and 2 of the Code of Commercial Companies, a shareholder or shareholders representing at least 1/20 of the Company's share capital may request that certain items be placed on the agenda of a next General Assembly. Any such request should be sent to the Company's Management Board no later than 21 (twenty one) days prior to the scheduled day of the Meeting, i.e. by 26 May 2016. The request should contain grounds or draft resolutions concerning the proposed agenda item. The request should include a justification or a draft of a resolution of the proposed item on the agenda. The request may be submitted in an electronic version. If the request conforms with the adequate law, the Company's Management Board is obligated to announce the amendments proposed by the Shareholders not later than eighteen days prior to the scheduled date of the General Assembly. The announcement shall be executed in the manner proper for convening the General Assembly.

### **2. Shareholder's Right to Propose Draft Resolutions Concerning Items Placed on the Agenda During a General Assembly.**

Pursuant to art. 401 § 4 of the Code of Commercial Companies a shareholder or shareholders representing at least 1/20 of the Company's share capital may, prior to a General Meeting, send in writing to the Company's registered office, or in an electronic version to the E-mail address drafts of resolutions concerning items which have been or are to be placed on the agenda of the General Assembly. Any such draft resolutions should be submitted not later than on the last day working day prior to the date of the General Assembly. If the submission conforms with the adequate law, then the Company's Management Board shall immediately announce such resolution drafts on the Company's website.

### **3. Shareholder's Right to Propose Draft Resolutions Concerning items on the Agenda During a General Assembly**

Pursuant to art. 401 §5 of the Code of Commercial Companies, during a General Assembly of the Company, each shareholder may submit draft resolutions concerning items on the agenda.

### **4. Exercise of Voting Rights through a Proxy.**

Pursuant to the Provisions of Art. 412-412<sup>2</sup> of the Code of Commercial Companies a shareholder may participate in a General Assembly and exercise voting rights in person or through a proxy. A proxy exercises all rights of the shareholder at a General Assembly unless

the power of attorney provides otherwise. A proxy may grant further powers of proxy provided the power of attorney does not provide otherwise. A proxy may represent more than one shareholder and vote differently from the shares of each shareholder. A shareholder who possesses shares registered in more than one securities account may institute separate proxies to execute the rights of shares registered at each account. A power of proxy should be granted either in writing or in electronic form. A power of proxy in an electronic form does not require a secure electronic signature verified with a valid qualified certificate. A member of the Management Board and the Company's employee can act as proxies at the Company's General Assembly. If a proxy is a member of the Company's Management Board or Supervisory Board, the Company's liquidator or the Company's employee, or a member of a governing body or an employee of a Company's subsidiary, the power of proxy may authorize its holder to represent the shareholder at one General Assembly only. Granting a further power of proxy is excluded. The proxy is obliged to disclose to the shareholder any circumstances leading to any actual or potential conflict of interests. The proxy who is a member of the Company's Management Board or Supervisory Board, the Company's liquidator or the Company's employee, or a member of a governing body or an employee of a Company's subsidiary should vote in accordance with the voting instructions issued by the appointing shareholder.

The Company's shareholder may vote as a proxy on adopting the resolutions concerning himself/herself on the principles listed above.

A shareholder should notify the Company of granting a power of proxy in an electronic version by sending an E-mail notification of the power of proxy, including a scan of the signed power of proxy (in a PDF format) to the following E-mail address: [wza@intersport.pl](mailto:wza@intersport.pl). In such a case, the Company shall send an E-mail to the shareholder and the proxy a request to again confirm the fact of granting and accepting the power of proxy. The power of proxy shall be deemed valid by the Company following a repeated confirmation to the address: [wza@intersport.pl](mailto:wza@intersport.pl). Information on granting the power of proxy should contain details of the proxy and of the appointing shareholder (including first name, surname, address, Personal Identification Number (PESEL), Tax Number (NIP), and in the case of other legal persons and other organizations: name, address of the registered office, number in the relevant register and name of the registrar, Tax Number, telephone number, and E-mail of both subjects – i.e. the shareholder and the proxy). Same requirements shall apply in the case of revoking a power of proxy).

A power of proxy in an electronic version should be sent in a PDF format to the Company. The power of proxy should state the date of proxy granting and the shareholder's signature as well as detailed information on the proxy and the shareholder (in the case of natural persons: first name and surname, Personal Identification Number (PESEL), Tax Number (NIP), residence address, and in the case of legal persons: name, address of the registered office, number in the relevant register and name of the registrar, Tax Number, telephone number,

and E-mail of both subjects – i.e. the shareholder and the proxy). A power of proxy shall also include information on its scope, i.e. it should indicate the number of shares from which the right of vote shall be executed, date and name of the General Assembly, and the information whether the power of proxy shall be effective only for the day of the opening of the General Assembly or to its actual closure.

The Company may take steps aimed at identification of the shareholder and proxy in order to verify a power of proxy granted in an electronic way. Verification shall include, in particular, a reply E-mail or a telephone communication with the shareholder or proxy in order to confirm the granting of the power of proxy and the scope thereof. The Company reserves that the failure to respond to the questions included in the validation process shall be deemed as impossibility of verifying the power of proxy and shall constitute the basis for denying the proxy the right to participate in the General Assembly.

In order to identify a shareholder granting a power of proxy, the notification of granting power of proxy submitted in an electronic format shall include as attachments:

- in the case of a shareholder who is a natural person – a photocopy of the identity card, passport, or another official identity document of the shareholder;
- in the case of a shareholder other than a natural person – a photocopy of the registration document or another document confirming the empowerment of a natural person (natural persons) to represent the shareholder at the General Assembly.

In case of any doubts concerning the authenticity of the photocopies of the above mentioned documents, the Management Board reserves the right to request from the proxy, at the time of drawing up the attendance list:

- in the case of a shareholder who is a natural person – a photocopy the identity card, passport, or another official document confirming the identity of the shareholder, authenticated by a notary public or another subject empowered to declare sameness with the original;
- in the case of a shareholder other than a natural person – an original or a copy authenticated by a notary public or another subject empowered to declare sameness with the original of a registration document or another document confirming the empowerment of a natural person (natural persons) to represent the shareholder at the General Assembly.

In order to confirm the identity of the proxy, at the time of drawing up the attendance list, the Management Board reserves the right to demand that the proxy submits:

- in the case of a proxy who is a natural person – a photocopy of the identity card, passport, or another official identity document of the shareholder;

- in the case of a proxy other than a natural person – a photocopy of the registration document or another document confirming the empowerment of a natural person (natural persons) to represent the shareholder at the General Assembly (e.g. a permanent flow of powers of proxy).

A shareholder who grants power of proxy should notify the Company of granting the power of proxy at such a time as to enable verification of the identity and the empowerment of the notifying shareholder.

The Management Board notifies that a form used during a voting by proxy can be downloaded from the Company's website [www.intersport.pl](http://www.intersport.pl). This form shall be used when issuing the power of proxy.

At the request of a shareholder the Company shall send a shareholder, free of charge, forms that include a proposed reading of the resolution of the General Assembly which enable:

- identification of the voting shareholder and his proxy if the shareholder exercises the right to vote through a proxy;
- casting a vote in the meaning of art. 4 §1 Clause 9 of the Code of Commercial Companies;
- casting an objection vote by shareholders voting against the resolution;
- placing an instruction on the manner of voting concerning each of the resolutions the proxy shall be voting.

#### **5. . Participation in the General Assembly using means of electronic communication and the manner of speaking at the General Assembly using such media.**

The Management Board of the Company notifies that no possibility exists to participate in the General Assembly using means of electronic communication.

#### **6. Exercising the right to vote by ordinary mail or using means of electronic communication.**

The Management Board of the Company notifies that no possibility exists to execute the right to vote at the General Assembly using ordinary mail or means of electronic communication.

#### **7. Date of registration for participation in the General Assembly.**

Pursuant to art. 406<sup>1</sup> of the Code of Commercial Companies, solely the persons who have been the Company's shareholders 16 (sixteen) days prior to the date of the General Assembly, i.e. on 31 May 2016 (date of registration for participation) are entitled to participate at the General Assembly.

Pursuant to Pursuant to art. 406<sup>3</sup> § 6 and 7 of the Code of Commercial Companies, the Company prepares the list of persons entitled to participate in the General Assembly based on the list drawn up and submitted by the National Depository for Securities in Warsaw. The

National Depository for Securities elaborates the list based on the issued certificates on the right to participate at the General Assembly. In connection thereof, the subjects which were the Company's Shareholders on 31 May 2016, in order to be granted the right of participation at the General Assembly should demand the issuance of a personal certificate to participate in the General Assembly. Such a certificate is issued by an organ which holds securities account where shares are registered. The demand to issue such a certificate can be submitted not earlier than on the date of announcing the convening of the General Assembly not later than on 1 Juni 2016 (the first day after the registration of the participation in the General Assembly - – art. 406<sup>3</sup> Par. 2 of the Code of Commercial Companies).

A list of shareholders entitled to participate in the General Assembly will be displayed at the Company's registered office at Cholerzyn, Cholerzyn 382 from 10.00-15.00 for the period of three working days prior to the General Assembly. A shareholder may request the Company to be sent by e-mail, free of charge, the list of shareholders entitled to participate in the General Assembly; the shareholder should provide the Company, stating the E-mail address to which the list should be sent. Such a request shall be sent to the E-mail address: [wza@intersport.pl](mailto:wza@intersport.pl)

The persons entitled to participate in the General Assembly are requested to register and collect a magnetic voting card in front of the room where the General Assembly shall be held 30 minutes before the Meeting commences.

#### **8. Documents to be submitted to the General Assembly and information on the Company's website.**

A person entitled to participate in the General Assembly may obtain the full reading of the documentation which is to be submitted to the General Assembly before the date of the General Assembly at the Company's website: [www.intersport.pl](http://www.intersport.pl) and at the Company's seat in Cholerzyn, Cholerzyn 382 on weekdays from 10.00 to 15.00.

#### **9. Other information**

For the sake of the efficiency of the General Assembly participants are requested to come 30 minutes prior to the planned beginning of the General Assembly.