

**General Assembly of Shareholders  
of INTERSPORT Polska S.A.,  
convened for 16 June 2016.**

**PROXY-VOTING FORM**

**Shareholder (Natural Person):**

**Mr./Ms** \_\_\_\_\_  
Shareholder's Surname and first name

\_\_\_\_\_  
Series and Number of Identity Card /Passport

\_\_\_\_\_  
PESEL

\_\_\_\_\_  
Series and Number of Identity Card /Passport

\_\_\_\_\_  
NIP (TAX NUMBER)

\_\_\_\_\_  
Number of shares (as per the personal certificate of entitlement to participate at the General Assembly)

**Shareholder 's Address:**

Street: \_\_\_\_\_

House: \_\_\_\_\_

Number: \_\_\_\_\_

Town: \_\_\_\_\_

Postal Code: \_\_\_\_\_

E-mail: \_\_\_\_\_

Telephon: \_\_\_\_\_

**Shareholder (Legal person or another entity):**

\_\_\_\_\_  
Entity's name

\_\_\_\_\_  
KRS /Number in the Register

\_\_\_\_\_  
NIP(Tax Number) (if not stated in the Registration Certificate)

\_\_\_\_\_  
Number of shares (as per the personal certificate of entitlement to participate at the General Assembly)

**Shareholder's Address (Legal person or another entity):**

Street: \_\_\_\_\_  
House: \_\_\_\_\_  
Number: \_\_\_\_\_  
Town: \_\_\_\_\_  
Postal Code: \_\_\_\_\_  
E-mail: \_\_\_\_\_  
Telephone: \_\_\_\_\_

**I/We hereby authorise:**

The President of the Management Board and a Member of the Board, each of them individually, to act in accordance with the instruction on how to vote provided underneath. Failure to attach the instruction, filling thereof in a manner which is incorrect or renders voting impossible or authorizing proxies to vote at their discretion shall be deemed as an instruction to vote (i) for the resolutions as submitted by the Board, (ii) for draft resolutions submitted by shareholders of the Company, which significantly do not alter the resolutions submitted by the Management Board or prevent the achievement of the aim behind the resolutions submitted by the Management Board and (iii) against draft resolutions submitted by the Company's shareholders which are contrary to the projects proposed by the Management Board or prevent the achievement of the resolutions proposed by the Management Board.

**or**

Mr./Ms....., holder of the passport / Identity Card / another official identity document of the number....., to act according to the instruction to vote provided underneath / according to the proxy's discretion.\*  
Is the proxy authorised to grant further Powers of Attorney? Yes No

**or**

..... (name of the entity), with the seat in.....and address ..... to act in accordance with the instruction to vote provided underneath / according to the proxy's discretion.\*  
Is the proxy authorised to grant further Powers of Attorney? Yes No

**The Proxy is authorized to represent** the Shareholder at the General Assembly of Shareholders of the Company convened on 16 June 2016, 10:00 a.m. in Cholerzyn, Cholerzyn 382 („**General Assembly of Shareholders**”), and in particular to participate in and speak at the General Assembly of Shareholders, to sign the attendance list, to vote on behalf of the Shareholder and to perform all other activities related to the General Assembly of Shareholders.

This Power of Attorney covers all shares of the Company in possession of the Shareholder. \*\*

**Data of the shareholder / individuals authorized to represent the shareholder**

First name and surname: First name and surname:  
.....  
.....

\* Cross out inappropriate

\*\* In the case a shareholder wishes to authorize a proxy to vote only with a portion of shares held by the shareholder or to vote in different manners please indicate the number of shares for which the proxy should vote and the manner of voting in the attached voting instruction.

Company: .....

Company: .....

Position: .....

Position: .....

Address: .....

Address: .....

**Signature of the shareholder / individuals authorized to represent the shareholder**

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(signature)

Place: .....

Place: .....

Date: .....

Date: .....

**PLEASE NOTE THAT IN THE CASE OF A CONFLICT BETWEEN THE SHAREHOLDER’S DATA STATED IN THE POWER OF ATTORNEY AND THE DATA INCLUDED IN THE LIST OF SHAREHOLDERS DRAWN UP ON THE BASIS OF THE LIST PROVIDED BY THE ENTITY MAINTAINING THE DEPOSIT OF SECURITIES (KRAJOWY DEPOZYT PAPIERÓW WARTOŚCIOWYCH S.A.) AND DELIVERED TO THE COMPANY PURSUANT TO ART. 406<sup>3</sup> OF THE CODE OF COMMERCIAL COMPANIES, THE SHAREHOLDER MAY NOT BE ALLOWED TO PARTICIPATE IN THE GENERAL ASSEMBLY OF SHAREHOLDERS.**

**PLEASE NOTE THAT THE COMPANY DOES NOT IMPOSE AN OBLIGATION TO GRANT A POWER OF ATTORNEY USING THIS FORM. FURTHER, THE COMPANY DOES NOT IMPOSE AN OBLIGATION TO GRANT A POWER OF ATTORNEY BY MEANS OF ELECTRONIC COMMUNICATION. THE COMPANY RESERVES THAT A SHAREHOLDER USING MEANS OF ELECTRONIC COMMUNICATION ASSUMES THE SOLE RISK RELATED TO THE USE OF THIS MEAN OF COMMUNICATION.**

**PLEASE NOTE THAT IN ACCORDANCE WITH ARTICLE 87 CLAUSE 1 POINT 4), IN CONNECTION WITH ART. 90 CLAUSE OF 3 OF THE ACT ON PUBLIC OFFERING AND PREREQUISITES FOR THE INTRODUCTION OF FINANCIAL INSTRUMENTS TO ORGANISED TRADING AND ON PUBLIC COMPANIES (THE "ACT ON PUBLIC OFFERING") A PROXY WHO HAS NOT BEEN PROVIDED WITH A BINDING INSTRUCTIONS IN WRITING ON HOW TO VOTE, IS BOUND WITH THE INFORMATION OBLIGATION REFERRED TO IN ART. 69 OF THE ACT ON PUBLIC OFFERING, WHICH, IN PARTICULAR CONSIST IN THE OBLIGATION TO NOTIFY THE FINANCIAL SUPERVISORY COMMISSION AND THE COMPANY ON REACHING OR EXCEEDING, BY A GIVEN PROXY, OF A THRESHOLD OF 5%, 10%, 15%, 20%, 25%, 33%, 50%, 75% OF THE TOTAL NUMBER OF VOTES IN THE COMPANY.**

**IN CONNECTION WITH THE INFORMATION OBLIGATIONS REFERRED TO ABOVE, THE MANAGEMENT BOARD OF THE COMPANY INFORMS THAT SHAREHOLDERS WHO INTEND TO GRANT A POWER OF ATTORNEY TO VOTE TO MEMBERS OF THE BOARD SHOULD PROVIDE A PROPERLY FILLED AND BINDING INSTRUCTION TO VOTE UNDER THE PAIN OF VOTE BY THE MANAGEMENT BOARD VOTING MEMBERS SHOULD ATTACH THE MANAGEMENT PROPERLY FILLED AND BINDING VOTING INSTRUCTIONS, under pain VOTE BY THE MANAGEMENT BOARD (i) FOR RESOLUTIONS AS PROPOSED BY THE BOARD, (ii) FOR DRAFTS OF RESOLUTIONS PROPOSED BY SHAREHOLDERS OF THE COMPANY WHICH WAY DO NOT SUBSTANTIALLY CHANGE THE RESOLUTIONS PROPOSED BY THE MANAGEMENT BOARD, NOR PREVENT THE ACHIEVEMENT OF THE GOALS BEHIND THE RESOLUTIONS PROPOSED BY THE MANAGEMENT BOARD AND (iii) AGAINST DRAFTS OF RESOLUTIONS SUBMITTED BY SHAREHOLDERS OF THE COMPANY WHICH ARE CONTRARY TO DRAFTS PROPOSED BY THE MANAGEMENT BOARD OR PRECLUDE THE ACHIEVEMENT OF GOALS BEHIND THE RESOLUTIONS PROPOSED BY THE MANAGEMENT BOARD.**

## **IMPORTANT INFORMATION:**

### **Institution of a proxy - clarifications:**

Based on this form a Shareholder has a possibility of instituting the proxy in the person of (i) the President of the Board and a Member of the Board, each of them to act individually or (ii) any indicated natural person or (iii) any indicated entity other than a natural person.

In order to institute a proxy an "X" mark is to be entered next to the name of the person that a Shareholder intends to institute a proxy. In the case of instituting as a proxy the persons referred to in (ii) or (iii) the data identifying the proxy must also be entered.

In the case a Shareholder appoints as a proxy the individuals referred to in paragraph (i) and shall not attach the voting instruction, shall fill the instruction in a manner that is incorrect or renders voting impossible or shall authorize the proxies to vote at their discretion, the proxies shall be authorized to vote (i) for resolutions as proposed by the Management Board, (ii) for draft resolutions submitted by shareholders of the Company which do not significantly alter the resolutions proposed by the Management Board or prevent the achievement of the goals behind the resolutions proposed by the Management Board and (iii) against drafts of resolutions proposed by shareholders of the Company which are contrary to the drafts proposed by the Management Board or prevent the achievement of goals behind the resolutions proposed by the Management Board.

A shareholder is entitled to institute more than one proxy or institute one proxy to vote only from a part of the Company's shares held by the shareholder. In both cases, the shareholder is required to indicate in the voting instruction the number of shares of the Company for which a given shareholder is authorized to vote. In the case of instituting several proxies, a separate form shall be filled for each proxy.

### **Power of attorney in an electronic form**

The power of attorney can be granted in the electronic form. Granting the power of attorney in the electronic form does not require a secure electronic signature verified with a valid qualified certificate.

The Company should be notified of the granting of the power of attorney in the electronic form via an E-mail to the address [wza@intersport.pl](mailto:wza@intersport.pl) by sending to the address indicated in the Power of Attorney a document in "pdf" format (or any other format readable by the Company) signed by the Shareholder or, in the case of shareholders other than natural persons, by the persons authorized to represent the Shareholder.

### **Identification of a Shareholder**

In order to confirm the identity of the Shareholder granting the Power of Attorney, to this Power of Attorney should be attached:

- (i) In the case of a shareholder who is a natural person – a copy of the Identity Card, passport, or another official document confirming the identity of the Shareholder, or
- (ii) In the case of a Shareholder other than a natural person – a copy of the extract from an adequate register or any other document which confirms the authorization granted to a natural person (or natural persons) to represent the Shareholder at the General Assembly of Shareholders (e.g. a continuous proxy).

In order to identify the shareholder granting the Power of Attorney in an electronic form, the documents referred to above should be send in an electronic version as attachments in „pdf" format (or any other format readable by the Company) to the address: [wza@intersport.pl](mailto:wza@intersport.pl).

In the event of any doubts regarding the authenticity of the documents referred to above, the Management Board of the Company reserves the right to request the proxy to submit, when preparing the attendance list:

- (i) In the case of a shareholder who is a natural person – a copy of an identity card, a passport, or any other official document confirming the identity of the holder certified for the sameness with the original by a notary public or any other entity authorized to do so; or

(ii) In the case of a shareholder other than a natural person – a copy of an extract from an adequate register or another document confirming the authorization granted to a natural person (or natural persons) to represent the Shareholder at the General Assembly of Shareholders (e.g. a continuous proxy), certified for the sameness with the original by a notary public or any other entity authorized to do so (e.g. continuous proxy).

(iii) **Identification of a proxy**

In order to confirm the identity of a proxy, the Management Board of the Company reserves the right to request the proxy to submit, when preparing the attendance list:

- (i) In the case of a shareholder who is a natural person – a copy of the Identity Card, passport, or another official document confirming the identity of the proxy, or
- (ii) In the case of a Shareholder other than a natural person – the original or a copy of the extract from an adequate register certified for the sameness with the original by a notary public or any other entity authorized to do so or any other document which confirms the authorization granted to a natural person (or natural persons) to represent the Shareholder at the General Assembly of Shareholders.

**INSTRUCTION FOR VOTING BY PROXY**

General Assembly of Shareholders of INTERSPORT Polska S.A. convened for 16 June 2016, 10:00 a.m. in Cholerzyn, Cholerzyn 382.

<b>POINT 2 OF THE AGENDA - concerning election of the Chairman of the General Assembly (Draft of resolution no 1)</b>			
<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Statement of objection	<input type="checkbox"/> Abstained	<input type="checkbox"/> according to the decision of the Proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other*** (w in the case drafts of resolutions other than proposed by the Board are submitted):			

<b>POINT 4 OF THE AGENDA - concerning election of the Returning Committee (Draft of resolution no 2)</b>			
<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Statement of objection	<input type="checkbox"/> Abstained	<input type="checkbox"/> according to the decision of the Proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other*** (w in the case drafts of resolutions other than proposed by the Board are submitted):			

<b>POINT 5 OF THE AGENDA – concerning approval of the agenda (Draft of resolution no 3)</b>			
<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Statement of objection	<input type="checkbox"/> Abstained	<input type="checkbox"/> according to the decision of the Proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other*** (w in the case drafts of resolutions other than proposed by the Board are submitted):			

<b>POINT 11.A OF THE AGENDA - Adoption of the resolution approving the report of the Management Board on the activities of the Company in the financial year 2015 and the financial statement for the financial year 2015 (Draft of resolution no 4)</b>			
<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Statement of objection	<input type="checkbox"/> Abstained	<input type="checkbox"/> according to the decision of the Proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other*** (w in the case drafts of resolutions other than proposed by the Board are submitted):			

<b>POINT 11.B OF THE AGENDA – Adoption of the resolution on granting the acknowledgement of the fulfillment of duties to Mr. Artur Mikołajko the President of the Management Board of the Company for the whole period of his office in the financial year 2015. (Draft of resolution no 5)</b>			
<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Statement of objection	<input type="checkbox"/> Abstained	<input type="checkbox"/> according to the decision of the Proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other*** (w in the case drafts of resolutions other than proposed by the Board are submitted):			

<b>POINT 11.B OF THE AGENDA – Adoption of the resolution on granting the acknowledgement of the fulfillment of duties to Mr. Sławomir Gil, Vice President of the Management Board of the Company for the whole period of his office in the financial year 2015. (Draft of resolution no 6)</b>			
<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Statement of objection	<input type="checkbox"/> Abstained	<input type="checkbox"/> according to the decision of the Proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other*** (w in the case drafts of resolutions other than proposed by the Board are submitted):			

**POINT 11.C OF THE AGENDA – Adoption of the resolution on granting the acknowledgement of the fulfillment of duties to Mr. Artur Olender, the Member of the Supervisory Board of the Company for the whole period of his office in the financial year 2015. (Draft of resolution no 7)**

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Statement of objection	<input type="checkbox"/> Abstained	<input type="checkbox"/> according to the decision of the Proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other\*\*\* (w in the case drafts of resolutions other than proposed by the Board are submitted):

**POINT 11.C OF THE AGENDA – Adoption of 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 2015. (Draft of resolution no 8)**

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Statement of objection	<input type="checkbox"/> Abstained	<input type="checkbox"/> according to the decision of the Proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other\*\*\* (w in the case drafts of resolutions other than proposed by the Board are submitted):

**POINT 11.C OF THE AGENDA –Adoption of 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 2015. (Draft of resolution no 9)**

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Statement of objection	<input type="checkbox"/> Abstained	<input type="checkbox"/> according to the decision of the Proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other\*\*\* (w in the case drafts of resolutions other than proposed by the Board are submitted):

**POINT 11.C OF THE AGENDA – Adoption of 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 2015. (Draft of resolution no 10)**

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Statement of objection	<input type="checkbox"/> Abstained	<input type="checkbox"/> according to the decision of the Proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other*** (w in the case drafts of resolutions other than proposed by the Board are submitted):			

**POINT 11.C OF THE AGENDA – Adoption of the resolution on granting the acknowledgement of the fulfillment of duties to Mr. Mathias Boenke, a Member of the Supervisory Board of the Company for the whole period of his office in the financial year 2015. (Draft of resolution no 11)**

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Statement of objection	<input type="checkbox"/> Abstained	<input type="checkbox"/> according to the decision of the Proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other*** (w in the case drafts of resolutions other than proposed by the Board are submitted):			

**POINT 11.C OF THE AGENDA – Adoption of 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 2015. (Draft of resolution no 12)**

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Statement of objection	<input type="checkbox"/> Abstained	<input type="checkbox"/> according to the decision of the Proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other*** (w in the case drafts of resolutions other than proposed by the Board are submitted):			

**POINT 11.D OF THE AGENDA – Adoption of the resolution on covering up the Company’s loss for the financial year 2015 (Draft of resolution no 13)**

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Statement of objection	<input type="checkbox"/> Abstained	<input type="checkbox"/> according to the decision of the Proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other*** (w in the case drafts of resolutions other than proposed by the Board are submitted):			

**POINT 12 OF THE AGENDA – Adoption of the resolution on amending the Company’s Articles of Association (Draft of resolution no 14)**

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Statement of objection	<input type="checkbox"/> Abstained	<input type="checkbox"/> according to the decision of the Proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other*** (w in the case drafts of resolutions other than proposed by the Board are submitted):			

**POINT 13 OF THE AGENDA – Adoption of the resolution on determining a unified text of the amended Articles of Association (Draft of resolution no 15)**

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Statement of objection	<input type="checkbox"/> Abstained	<input type="checkbox"/> according to the decision of the Proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other*** (w in the case drafts of resolutions other than proposed by the Board are submitted):			

**Signature of the Shareholder / persons authorized to represent the Shareholder:**

.....  
**(signature)**  
**Place:** .....  
**Date:** .....

.....  
**(signature)**  
**Place:** .....  
**Date:** .....

\*\*\*In the event where the President of the Management Board and a member of the Management Board have been instituted proxies the failure to fill this section shall authorize the proxies to vote: (i) for resolutions as proposed by the Company's Shareholders which do not change significantly the resolutions as proposed by the Management Board and do not prevent the achievement of the goals behind the resolutions proposed by the Manage Board , (ii) against drafts of resolutions proposed by shareholders of the Company which are contrary to the drafts proposed by the Management Board or prevent the achievement of goals behind the resolutions proposed by the Management Board.

---

**CLARIFICATIONS**

Shareholders are requested to issue instructions by placing an "X" mark in the appropriate box. In the event of the proxy in the persons of the President of the Management Board and a member of the Management Board the failure to select the manner of voting, selection of "at the proxy's discretion" option or selection, at a given point on the agenda, of more than one manner of voting from all the Company's shares held by a shareholder will result that the proxies will be entitled to vote (i) for the resolutions as proposed by the Management Board (ii) for the draft resolutions presented by Company's shareholders which do not significantly alter the drafts of resolutions proposed by the Management Board or prevent the achievement of the goals behind the resolutions proposed by the Management Board, and (iii) against the drafts of resolutions proposed by the Company's shareholders which are contrary to the drafts proposed by the Management Board or prevent the achievement of the goals behind the resolutions proposed by the Management Board.

In the case of selecting the "others" box shareholders are requested to describe in detail in this box the instructions for exercising the right to vote by proxy in the case drafts of other resolutions are proposed by the shareholders of the Company. The Management Board hereby reserves that in the case of instituting a proxy in the persons of the President and member of the Management Board the failure to fill the "others" box will entitle the proxies to vote in the manner described above regarding the drafts of resolutions proposed by the Company's shareholders.

In the event a shareholder makes the decision to vote differently from the shares, the shareholder is requested to indicate in appropriate boxes the number of shares for which the proxy is to vote "for", "against" or "abstain from voting". If the number of the shares has not been indicated then it will be assumed that the proxy is entitled to vote in the indicated manner from all the shares held by the shareholder. In any case, the sum of the Company's shares covered with this instruction as to the different voting from the shares held may not exceed the total number of shares held by the shareholder.

Drafts of resolutions which are scheduled to be adopted at different points of the agenda constitute annexes to this Instruction.

**We would like to turn your attention to the fact that drafts of resolutions attached to this Instruction may differ from the drafts of resolutions voted at the General Assembly of Shareholders. In order to avoid any doubts as to the manner of voting by proxy in such an event we recommend that you define in the "other" box the manner the proxy should act in the situation referred to above.**