

The Company's Management Board hereby submits drafts of resolutions and attachments thereto 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 16 June 2016
concerning election of the Chairman of the General Assembly**

§ 1

**„Ordinary General Assembly of the 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.

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**RESOLUTION NO 2
OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA
JOINT-STOCK COMPANY of 16 June 2016 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 the following persons to the
Returning Committee:**

-, -**
-,**
-**

§ 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.

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RESOLUTION NO 3 OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA JOINT-STOCK COMPANY of 16 June 2016 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 2015.**
- 7. Evaluation of the financial statement of the Company for the financial year 2015.**
- 8. Consideration of the auditor's opinion and report on auditing the Company's financial statement for the financial year 2015.**
- 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 2015 and the evaluation of the Company's financial statement for the turnover year 2015 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 2015 and the Company's financial report for the financial year 2015.

b). giving the vote of approval for execution of responsibilities in 2015 to the members of the Management Board.

c). giving the vote of approval for execution of responsibilities in 2015 to the members of the Supervisory Board.

d). covering up the loss for the turnover year 2015.

12. Adoption of a resolution concerning an amendment to the Company's Articles of Association.

13. Adoption of a resolution concerning establishment of a unified text of the amended Articles of Association.

14. Any other business.

15. 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 General Assembly of Shareholders, pursuant to art. 402¹ of the Code of Commercial Companies.

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

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RESOLUTION NO 4 OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA JOINT-STOCK COMPANY of 16 June 2016 Concerning approval of the report of the Management Board on the activities of the Company for financial year 2015 and the financial statement for financial year 2015

§ 1

„The General Assembly of Shareholders approves the financial statement for 2015 as well as the report of the Management Board on the activities of the Company for 2015.”

§ 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 2015 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.

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RESOLUTION NO 5 OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA JOINT-STOCK COMPANY of 16 June 2016

**Concerning giving the vote of approval for execution of responsibilities in 2015 to a
Member of the Management Board**

§ 1

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

§ 2

The resolution takes effect immediately”.

Justification to the Draft of the Resolution no 5

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 Management Board for execution of responsibilities in 2015 is justified due to the proper execution of his responsibilities.

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RESOLUTION NO 6 OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA JOINT-STOCK COMPANY of 16 June 2016

**Concerning giving the vote of approval for execution of responsibilities in 2015 to a
Member of the Management Board**

§ 1

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

§ 2

The resolution takes effect immediately”.

Justification to the Draft of the Resolution no 6

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 Management Board for execution of responsibilities in 2015 is justified due to the proper execution of his responsibilities.

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**RESOLUTION NO 7
OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA
JOINT-STOCK COMPANY
of 16 June 2016**

**Concerning giving the vote of approval for execution of responsibilities in 2015 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 adopted 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 2015.

§ 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 2015 is justified due to the proper execution of his responsibilities.

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**RESOLUTION NO 8
OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA
JOINT-STOCK COMPANY**

Concerning giving the vote of approval for execution of responsibilities in 2015 to a Member of the Supervisory Board

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

The resolution takes effect immediately”.

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 2015 is justified due to the proper execution of her responsibilities.

[illegible]

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

Concerning giving the vote of approval for execution of responsibilities in 2015 to a Member of the Supervisory Board

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

The resolution takes effect immediately”.

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 2015 is justified due to the proper execution of her responsibilities.

[illegible]

RESOLUTION NO 10
OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA
JOINT-STOCK COMPANY

of 16 June 2016

Concerning giving the vote of approval for execution of responsibilities in 2015 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 adopted 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.

§ 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 2015 is justified due to the proper execution of his responsibilities.

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RESOLUTION NO 11
OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA
JOINT-STOCK COMPANY

of 16 June 2016

Concerning giving the vote of approval for execution of responsibilities in 2015 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 adopted 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.

§ 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 2015 is justified due to the proper execution of his responsibilities.

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RESOLUTION NO 12 OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA JOINT-STOCK COMPANY of 16 June 2016

**Concerning giving the vote of approval for execution of responsibilities in 2015 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 adopted 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.

§ 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 2015 is justified due to the proper execution of his responsibilities.

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RESOLUTION NO 13 OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA JOINT-STOCK COMPANY of 16 June 2016

on covering up the loss for the financial year 2015

§ 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 2015 amounting to PLN 4.419.377,99 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.

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RESOLUTION NO 14 OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF INTERSPORT POLSKA JOINT-STOCK COMPANY of 16 June 2016 On amending Par. 5 Point 1 of the Company’s Articles of Association

§ 1

„The Ordinary General Assembly of Shareholders amends Par. 5 Point 1 of the Company’s Articles of Association giving it the following wording:

The Company’s share capital amounts to PLN 1,393,333.40 (say: one million three hundred ninety three thousand three hundred thirty three and 40/100) and is divided into 4,900,000 (say: four million nine hundred thousand) of registered shares Series A of the nominal value of PLN 0.10 (say: zero point ten) each, 100,000 (say: one hundred thousand) ordinary bearer shares Series A of the nominal value of PLN 0.10 (say: zero point ten) each, 3,500,000 (say: three million five hundred thousand) bearer shares Series B of the nominal value of PLN 0.10 (say: zero point ten) each, 1,666,666 (say: one million six hundred sixty six thousand six hundred and sixty six) registered shares Series C1 of the nominal value of PLN 0.10 (say: zero point ten) each and 1,166,668 (say: one million one hundred sixty six thousand six hundred and sixty eight) bearer shares Series C2 of the nominal value of PLN 0.10 (say: zero point ten) each and 100,000 (say: one hundred thousand) of common bearer shares Series D and 2,500,000 (say: two million five hundred thousand common bearer shares Series E of the nominal value of PLN 0.10 (say: zero point ten) each.

§ 2

This Resolution shall enter into force upon its adoption”.

Justification of the draft of Resolution No 14

Ordinary General Assembly is empowered to amend the Company’s Articles of Association pursuant to Art. 430 Par. 1 of the Code of Commercial Companies.

The amendment to Par. 5 Point 1 of the Company’s Articles of Association is a consequence of the fact that the Management Board, at the request of a Company’s shareholder converted 100,000 (say: one hundred thousand) of registered shares Series A of the nominal value of PLN 0.10 (say: zero point ten) each, privileged as to the voting right at the General Assembly in such a manner that one privileged share entitles to 2 (say: two) votes at the General Assembly, to common bearer shares in order to be allowed to public trading.

- before the conversion total number of shares entitled to cast 20,600,000 votes due to the privileged, as to the voting right, character of registered shares at the General Assembly;
- after the conversion total amount of shares shall entitle to cast 20,500,000 votes due to the loss of the privileged character of certain shares.

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concerning the adoption of a resolution on the establishment of a unified text of the amended Articles of Association in connection with amending § 5 art. 1 of the Articles of Association

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.

The resolution takes effect immediately”.

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 15.