

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
INTERSPORT POLSKA SPÓŁKA AKCYJNA  
CONVENED ON 15 MARCH 2017**

**POWER OF ATTORNEY FORM**

**Shareholder (natural person):**

**Mr. /Ms.** \_\_\_\_\_  
FIRST NAME AND SURNAME OF THE SHAREHOLDER

\_\_\_\_\_  
NO. AND SERIES OF SHAREHOLDER'S ID / NO. AND SERIES OF PASSPORT

\_\_\_\_\_  
SHAREHOLDER'S PESEL (POLISH IDENTIFICATION NUMBER) NO.

\_\_\_\_\_  
SHAREHOLDER'S NIP (TAX IDENTIFICATION NO.) NO.

\_\_\_\_\_  
NUMBER OF SHARES (according to the registered certificate on the right to participate in the General Meeting of Shareholders issued by:  
\_\_\_\_\_

**Shareholder's address of residence:**

Street \_\_\_\_\_

Premises no. \_\_\_\_\_

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

Post code: \_\_\_\_\_

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

Phone numer: \_\_\_\_\_

**Shareholder (legal person or another organizational unit):**

\_\_\_\_\_  
ENTITY'S NAME

\_\_\_\_\_

\_\_\_\_\_  
KRS (National Court Register) NO./ REGISTER NO.

\_\_\_\_\_  
NIP NO. (in case there is no KRS no.)

\_\_\_\_\_  
NUMBER OF SHARES (according to the registered certificate on the right to participate in the General Meeting of Shareholders issued by:  
\_\_\_\_\_

Shareholder's address (legal person or another organizational unit):

Street \_\_\_\_\_

Premises no. \_\_\_\_\_

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

Post code: \_\_\_\_\_

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

Phone number: \_\_\_\_\_

**I/We hereby authorize:**

The President of the Company's Management Board and a Member of the Management Board, each of them separately to act in compliance with voting instruction below. Failing to attach the instruction, filling it in incorrectly or making it impossible to cast a vote or authorizing the proxies to vote at their discretion shall be treated as an instruction to vote (i) for the resolutions in wording proposed by the Management Board, (ii) for the draft resolutions proposed by the Company's shareholders, which do not significantly change the resolutions proposed by the Management Board as well as they do not make it impossible to achieve the purpose of the resolutions proposed by the Management Board and (iii) against the draft resolutions submitted by the Company's shareholders which are contrary to the drafts proposed by the Management Board or make it impossible to achieve the purpose of the resolutions proposed by the Management Board.

or

Mr./Ms. \_\_\_\_\_,  
holder of passport/identity card/other official identification document  
no. \_\_\_\_\_, act in compliance with voting instruction below / at the  
shareholder's discretion.\*

Is the proxy authorized to grant further power of attorney? Yes No

or

\_\_\_\_\_ (entity's  
name), based in \_\_\_\_\_ at  
\_\_\_\_\_ (address) to act in compliance with  
voting instruction below / at the shareholder's discretion.\*

Is the proxy authorized to grant further power of attorney? Yes No

**The proxy is authorized to represent** the Shareholder at the Extraordinary General Meeting of Shareholders convened on 15 March 2017 at 10:00 a.m. in Cholerzyn, Cholerzyn 382 ("**Extraordinary General Meeting of Shareholders**"), in particular to participate and have the right to speak at the Extraordinary General Meeting of Shareholders, sign the attendance list, vote on the Shareholder's behalf and to all other acts relating to the Extraordinary General Meeting of Shareholders. This power of attorney shall embrace all Company's shares held by the Shareholder.\*\*

\* Delete as appropriate.

\*\* In the case the shareholder wishes to authorize the proxy to vote only from a part of the total number of shares held by the shareholder or to vote in a different manner, the number of shares should be indicated from which the proxy should vote and the manner of voting should be indicated in the voting instruction.

**Shareholder's data / individuals authorized to represent the shareholder**

First name and surname:	First name and surname:
.....	.....
Company:	Company:
.....	.....
Position:	Position:
.....	.....
Address:	Address:
.....	.....

**Shareholder's signature / signature of individuals authorized to represent the shareholder**

..... (signature)	..... (signature)
Town: .....	Town: .....
Date: .....	Date: .....

PLEASE NOTE THAT SHOULD ANY DISCREPANCIES BETWEEN THE SHAREHOLDER'S DATA STATED IN THE POA AND DATA ON THE LIST OF SHAREHOLDERS MADE ON THE BASIS OF THE LIST PROVIDED BY THE ENTITY KEEPING THE DEPOSITORY OF SECURITIES (THE NATIONAL DEPOSITORY OF SECURITIES) AND DELIVERED TO THE COMPANY IN ACCORDANCE WITH ART. 406<sup>3</sup> OF THE COMMERCIAL COMPANIES CODE, THE SHAREHOLDER MAY BE DENIED PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS.

PLEASE NOTE THAT THE COMPANY DOES NOT IMPOSE THE OBLIGATION TO GRANT POA ON THE ABOVE FORM. MOREOVER THE COMPANY DOES NOT IMPOSE THE OBLIGATION TO GRANT POA BY MEANS OF ELECTRONIC COMMUNICATION. THE COMPANY RESERVES THAT THE SHAREHOLDER WHO USES ELECTRONIC MEANS OF COMMUNICATION SHALL BEAR THE RISK CONNECTED WITH USING THIS FORM.

PLEASE NOTE THAT PURSUANT TO ART. 87 SEC. 1 POINT 4) IN CONJUNCTION WITH 90 SEC. 3 OF THE ACT ON PUBLIC OFFERING AND CONDITIONS OF INTRODUCING FINANCIAL INSTRUMENTS INTO ORGANIZED TRADING SYSTEM AND PUBLIC COMPANIES ("PUBLIC OFFERING ACT") THE PROXY WHO HAS NOT RECEIVED A BINDING VOTING INSTRUCTION IN WRITING HAS INFORMATION OBLIGATIONS DEFINED IN ART. 69 OF THE PUBLIC OFFERING ACT, IN PARTICULAR COMPRISING THE OBLIGATION TO NOTIFY THE POLISH FINANCIAL SUPERVISION AUTHORITY (KOMISJA NADZORU FINANSOWEGO) AND THE COMPANY OF REACHING OR EXCEEDING A THRESHOLD OF 5%, 10%, 15%, 20%, 25%, 33%, 50%, 75% OF THE TOTAL NUMBER OF VOTES IN THE COMPANY BY A GIVEN PROXY.

HAVING REGARD TO THE ABOVE INFORMATION OBLIGATIONS THE MANAGEMENT BOARD INFORMS THAT THE SHAREHOLDERS WHO INTEND TO GRANT VOTING POA TO THE MEMBERS OF THE MANAGEMENT BOARD SHOULD ATTACH A BINDING VOTING INSTRUCTION WHICH IS CORRECTLY FILLED IN. SHOULD THEY FAIL TO DO SO, THE MANAGEMENT BOARD SHALL VOTE (i) FOR THE RESOLUTIONS IN WORDING PROPOSED BY THE MANAGEMENT BOARD, (ii) FOR THE DRAFT RESOLUTIONS PROPOSED BY THE COMPANY'S SHAREHOLDERS, WHICH DO NOT SIGNIFICANTLY CHANGE THE RESOLUTIONS PROPOSED BY THE MANAGEMENT BOARD AS WELL AS THEY DO NOT MAKE IT IMPOSSIBLE TO ACHIEVE THE PURPOSE OF THE RESOLUTIONS PROPOSED BY THE MANAGEMENT BOARD AND (iii) AGAINST THE DRAFT RESOLUTIONS SUBMITTED BY THE COMPANY'S SHAREHOLDERS WHICH ARE CONTRARY TO THE DRAFTS PROPOSED BY THE MANAGEMENT BOARD OR MAKE IT IMPOSSIBLE TO ACHIEVE THE PURPOSE OF THE RESOLUTIONS PROPOSED BY THE MANAGEMENT BOARD.

## **MATERIAL INFORMATION:**

### **Appointing a proxy – clarifications:**

Pursuant to this form the Shareholder gains the possibility to grant POA to (i) The President of the Company's Management Board and a Member of the Management Board, each of them to act separately or (ii) a natural person selected in a discretionary manner or (iii) an entity other than a natural person selected in a discretionary manner.

In order to appoint the proxy one must place an „X" mark next to the person who the Shareholder intends to appoint as the proxy. In the event of appointing as proxies of the persons listed in point (ii) or (iii), also the information identifying the proxy should be included.

In the event the Shareholder appoints as attorneys-in-fact the persons listed in point (i) and does not enclose an instruction to vote, completes the instruction in an improper manner or in a manner which makes it impossible to vote or authorizes the proxy to vote at his/her discretion, the proxy shall be entitled to vote (i) in favor of adopting the resolutions with the wording proposed by the Management Board, (ii) in favor of adopting draft resolutions proposed by the Company shareholders, which do not change the resolutions proposed by the Management Board in a significant manner or do not make it impossible to achieve the purpose of resolutions proposed by the Management Board and (iii) against adopting draft resolutions submitted by the Company shareholders which are contrary to the draft resolutions proposed by the Management Board or which make it impossible to achieve the purpose of resolutions proposed by the Management Board. The Shareholder is entitled to appoint more than one proxy or to appoint one proxy to vote only from a part of the total number of shares of the Company held by the Shareholder. In both cases the Shareholder is obligated to indicate in the voting instruction the number of Company shares from which a given proxy is entitled to vote. If several attorneys-in-fact are appointed, a separate form should be filled in for each proxy.

### **Electronically granted power of attorney**

The power of attorney may be granted in an electronic form and granting it in this form shall not require a secure electronic signature verifiable by means of a valid qualified certificate.

The Company must be notified of granting power of attorney in electronic form via e-mail at [wza@intersport.pl](mailto:wza@intersport.pl) by sending to the indicated address document confirming the power of attorney in "pdf" format (or other format which makes it possible for the Company to read it) signed by the Shareholder or in case of a shareholder other than natural persons, by the individuals authorized to represent the Shareholder.

### **Shareholder identification**

In order to identify the Shareholder granting the power of attorney, this POA should include:

- (i) in case the shareholder is a natural person – a copy of ID, passport or other official identification document confirming the identity of the shareholder; or
- (ii) in case the shareholder is not a natural person – a copy of an extract from a relevant register or another document confirming the authorization of a natural person(s) to represent the Shareholder at the Extraordinary General Meeting of Shareholders (uninterrupted chain of powers of attorney).

In order to identify the shareholder granting the power of attorney electronically, the above documents must be sent in electronic form in electronic form via e-mail at [wza@intersport.pl](mailto:wza@intersport.pl) in "pdf" format (or other format which makes it possible for the Company to read it).

Should any doubts arise to the authenticity of the copy of the above documents, the Company's Management Board shall reserve the right to request the proxy to present the following upon the preparation of attendance list:

- (i) if the shareholder is a natural person – a true and correct copy of an ID, passport or any other official document identifying the shareholder certified by a notary or another entity authorized to certify documents as true and correct copies; or
- (ii) if the shareholder is not a natural person – an original or a true and correct copy of the extract from a relevant register or any other document confirming the authorization of the

natural person(s) to represent the Shareholder at the Extraordinary General Meeting (e.g. an uninterrupted chain of powers of attorney), certified by a notary or another entity authorised to certify documents as true and correct copies.

#### Proxy identification

In order to identify the proxy, the Company's Management Board shall reserve the right to request the proxy to present the following upon the preparation of attendance list:

- (i) if the proxy is a natural person – ID, passport or any other official document identifying the proxy; or
- (ii) if the proxy is not a natural person – an original or a true and correct copy of an extract from a relevant register or any other document confirming the authorization of the natural person(s) to represent the proxy at the Extraordinary General Meeting (e.g. an uninterrupted chain of powers of attorney), certified by a notary or another entity authorized to certify documents as true and correct copies, as well as the ID, passport or any other official document identifying the natural person(s) authorized to represent the proxy at the Extraordinary General Meeting.

#### INSTRUCTION REGARDING EXERCISE OF THE VOTING RIGHT BY THE PROXY

Extraordinary General Meeting of Shareholders of INTERSPORT Polska S.A. convened on 15 March 2017, at 10:00 a.m. in Cholerzyn, Cholerzyn 382.

<b>POINT 2 OF THE AGENDA – election of the Chairman of the General Meeting (Draft resolution no. 1)</b>			
<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Notice of objection	<input type="checkbox"/> I abstain	<input type="checkbox"/> at the discretion of the proxy
Number of shares: _____	Number of shares : _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other*** (should any draft resolution be submitted in wording other than the one proposed by the Management Board):			

<b>POINT 4 OF THE AGENDA – election of the Members of the Returning Committee (Draft resolution no. 2)</b>			
<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Notice of objection	<input type="checkbox"/> I abstain	<input type="checkbox"/> at the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other*** (should any draft resolution be submitted in wording other than the one proposed by the Management Board):			

<b>POINT 5 OF THE AGENDA – adoption of the agenda (Draft resolution no. 3)</b>			
<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Notice of objection	<input type="checkbox"/> I abstain	<input type="checkbox"/> at the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> <b>Other***</b> (should any draft resolution be submitted in wording other than the one proposed by the Management Board):			

<b>POINT 6 OF THE AGENDA – adoption of the resolution on increasing share capital by issuing new series F shares, depriving current shareholders fully of the rights issue to acquire series F shares and offering these shares in private subscription procedure, dematerialization and application for admission of the rights to series F shares and series F shares for trading on the regulated market operated by Warsaw Stock Exchange S.A. (Draft resolution no. 4)</b>			
<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Notice of objection	<input type="checkbox"/> I abstain	<input type="checkbox"/> at the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> <b>Other***</b> (should any draft resolution be submitted in wording other than the one proposed by the Management Board):			

<b>POINT 7 OF THE AGENDA – adoption of the resolution on the repeal of paragraph 32 of the Company Statutes (Draft resolution no. 5)</b>			
<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Notice of objection	<input type="checkbox"/> I abstain	<input type="checkbox"/> at the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> <b>Other***</b> (should any draft resolution be submitted in wording other than the one proposed by the Management Board):			

<b>POINT 7 OF THE AGENDA – adoption of the resolution on the amendment of the Articles of Association of the Company (Draft resolution no. 6)</b>			
<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Notice of objection	<input type="checkbox"/> I abstain	<input type="checkbox"/> at the discretion of the proxy
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

☐ **Other\*\*\*** (should any draft resolution be submitted in wording other than the one proposed by the Management Board):

**POINT 8 OF THE AGENDA – adoption of the resolution on determining the uniform text of Statutes, in connection to the repeal of paragraph 32 and to the change § 9<sup>1</sup> paragraph 2 of the Company Statutes (Draft resolution no. 7)**

<input type="checkbox"/> <b>For</b>	<input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Notice of objection</b>	<input type="checkbox"/> <b>I abstain</b>	<input type="checkbox"/> <b>at the discretion of the proxy</b>
<b>Number of shares:</b> _____	<b>Number of shares:</b> _____	<b>Number of shares:</b> _____	<b>Number of shares:</b> _____

☐ **Other\*\*\*** (should any draft resolution be submitted in wording other than the one proposed by the Management Board):

**Shareholder's signature / signature of individuals authorized to represent the shareholder:**

.....  
(signature)  
Town: .....  
Date: .....

.....  
(signature)  
Town: .....  
Date: .....

\*\*\*Should the Management Board President or Member be appointed as the proxy and no manner of voting is marked, the proxy shall be entitled to vote (i) for adopting the resolutions with the wording proposed by the Company's shareholders, which do not change the resolutions proposed by the Management Board in a significant manner or do not make it impossible to achieve the purpose of resolutions proposed by the Management Board (ii) against adopting draft resolutions submitted by the Company's shareholders which are contrary to the draft resolutions proposed by the Management Board or which make it impossible to achieve the purpose of resolutions proposed by the Management Board.

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**INSTRUCTIONS**

The Shareholders are requested to issue an instruction by placing an „X” mark in the appropriate box. If the Management Board President or Member is appointed as the proxy and no manner of voting is marked, the option “at the discretion of the proxy” is marked or if more than one voting method is marked from all Company shares held by the shareholder, this will effect in the right of the proxy to vote (i) for adopting the resolutions with the wording proposed by the Management Board,

(ii) for adopting draft resolutions proposed by the Company shareholders, which do not change the resolutions proposed by the Management Board in a significant manner or do not make it impossible to achieve the purpose of resolutions proposed by the Management Board and (iii) against adopting draft resolutions submitted by the Company shareholders which are contrary to the draft resolutions proposed by the Management Board or which make it impossible to achieve the purpose of resolutions proposed by the Management Board.

If the box „other” is marked, the shareholders are requested to provide in detail in this box the instruction to exercise the right to vote by the proxy in the event that other draft resolutions are submitted by the Company shareholders, the Company Management Board hereby warns that if the Management Board or the Supervisory Board member is appointed as the proxy, leaving the box “other” not completed will authorize the proxies to vote only in the manner described above in connection with the draft resolutions submitted by the Company shareholders.

If the Shareholder decides to vote in a manner contrary to the shares held, the Shareholder is requested to provide in an appropriate box the number of shares from which the proxy is to vote “for”, “against” or “abstain” from voting. If the number of shares is not determined, it is deemed that the proxy is entitled to vote in a specified manner from all the shares held by the Shareholder. In no event should the total number of Company shares to which the instruction as to a different manner of voting is to pertain may not exceed the total number of Company shares held by the shareholder.

Draft resolutions the adoption of which is planned under respective items of the agenda constitute attachments to this instruction.

**Please note that draft resolutions attached to this instruction may differ from the draft resolutions submitted to voting at the Extraordinary Meeting of Shareholders. For the avoidance of doubts as to the manner of voting by the proxy in such event, we recommend that the conduct of the proxy in the situation referred to above be determined in the box “other”.**

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