

## **The announcement of convening the Extraordinary General Meeting of INTERSPORT Polska S.A. of 27 September 2017.**

The Management Board of INTERSPORT Polska S.A. based in Cholerzyn, Cholerzyn 382, 32-060 Liszki, entered into the register of entrepreneurs kept by the District Court for Kraków Śródmieście in Kraków, XII Commercial Division of National Court Register under KRS no.: 216182, share capital of PLN 2,288,070.00, fully paid up, NIP 676-001-65-53, acting in accordance with art. 398, art. 399 § 1, art. 402 [1] and art. 402 [2] of the Commercial Companies Code announces the convocation of the Extraordinary General Meeting of INTERSPORT Polska S.A., which shall be held on 27 September 2017 at 9.30 a.m., at INTERSPORT Polska S.A. seat in Cholerzynie, Cholerzyn 382, according to the following agenda:

1. Opening of the General Meeting.
2. Appointment of a Chairman of the General Meeting.
3. Establishing whether the General Meeting was duly convened and has the capacity to adopt binding resolutions.
4. Appointment of the Returning Committee.
5. Adoption of the agenda.
6. Adoption of the resolutions on appointment of new Members of the Supervisory Board.
7. Miscellaneous.
8. Closure of the discussion.

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### **Information for the Shareholders**

#### **1. Shareholder's right to request to include particular issues in the agenda of General Meeting.**

Pursuant to art. 401 § 1 and 2 of CCC Shareholder or Shareholders representing at least one twentieth of the share capital may request including particular issues in the agenda of the next General Meeting. The request shall be submitted to the Management Board not later than within 21 (twenty-one) days prior to the set date of the General Meeting, that is to 6<sup>th</sup> September 2017. The request shall include the justification or the draft resolution referring to the proposed point of the agenda. The request may be submitted in electronic form. If the request meets the requirements of applicable law, the Company's Management Board is obliged to announce the changes in the agenda of session introduced at the Shareholders request immediately, yet not later than eighteen days before the set date of the General Meeting. The announcement shall be made in the manner appropriate for the convocation of the General Meeting.

**2. Shareholder's right to submit draft resolutions regarding issues introduced into the agenda of the General Meeting or issues which are intended to be included in the agenda before the date of General Meeting.**

Pursuant to art. 401 § 4 of CCC Shareholder or Shareholders representing at least one twentieth of the share capital may submit to the Company draft resolutions regarding issues introduced into the agenda of the General Meeting or issues which are intended to be included in the agenda in written or electronic form before the date of General Meeting. Draft resolutions shall be submitted not later than on the last business day preceding the date of General Meeting. If the request meets the requirements of applicable law, the Company shall immediately announce the drafts on its website.

**3. Shareholder's right to submit draft resolutions regarding issues introduced into the agenda of the General Meeting.**

Pursuant to art. 401 § 5 of CCC each Shareholder may submit draft resolutions regarding issues introduced into the agenda during the General Meeting.

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**4. The manner of exercise the right of vote by a proxy. Forms used by the proxy while voting. The manner of notifying the Company by electronic means of communication of appointing a proxy.**

Pursuant to art. 412 – 412<sup>2</sup> of CCC, Shareholder may participate in the General Meeting and exercise his right of vote in person or by proxy. The proxy acts in the capacity of the Shareholder at the General Meeting, unless otherwise stipulated in the POA. The Proxy may grant further POA if it is stipulated so in the POA. The proxy may represent more than one Shareholder and vote differently from each shareholder's shares. The Shareholder holding shares recorded on more than one securities account may appoint separate proxies to exercise rights from shares recorded on each account. POA to participate in the General Meeting and exercise the right of vote requires either written or electronic form. Electronically granted POA shall not require a secure electronic signature verifiable by means of a valid qualified certificate.

A member of the Management Board and employee of the Company may act in the capacity of proxy at the General Meeting. If the proxy at the General Meeting is a member of the Management Board, member of Supervisory Board, liquidator, Company's employee or a member of Company's bodies or an employee of a subsidiary or co-operative dependent on the Company, the POA may only authorize to representation at one General Meeting. The proxy is obliged to reveal to the shareholder any circumstances indicating the existence or possibility of a conflict of interest. Granting further POA shall be excluded. The proxy being the member of Management Board, member of Supervisory Board, liquidator, Company's employee or a member of Company's bodies or an employee of a subsidiary or co-operative dependent on the Company shall vote according to the instructions of the shareholder.

The Company's Shareholder may vote as a proxy upon adoption of resolutions concerning him/herself provided that the above rules are followed.

Shareholder is obliged to notify the Company of granting the POA in electronic form only by sending the information about POA with attached scan (in PDF format) of signed document of granted POA to the following e-mail address: [wza@intersport.pl](mailto:wza@intersport.pl), provided that the Company e-mails to the principal and proxy the request to reaffirm granting and receiving the POA. The POA shall be deemed valid by the Company after receiving the reaffirmation e-mailed to the following address: [wza@intersport.pl](mailto:wza@intersport.pl). Information concerning granting the POA electronically should include the following data of the proxy and principal (for natural person: first name, surname, place of residence, PESEL number [Polish Identification Number], NIP [Tax Identification Number]; for other legal entities: company business name, seat, address, KRS [National Court Register] or other register number, NIP, telephone number, e-mail address of both entities, i.e. proxy and principal). The above requirements shall apply in case the POA is revoked.

The POA granted electronically should be sent to the Company in PDF format. The POA should include the date of granting the POA and signature of principal and exact identification of proxy and principal (for natural person: first name, surname, place of residence, PESEL number, NIP; for other legal entities: company business name, seat, address, KRS or other register number, NIP, telephone number, e-mail address of both entities, i.e. proxy and principal). The POA should include its range, i.e. indicate the number of shares from which the right to vote shall be executed, date and name of General Meeting and specify whether the POA is valid for only the opening day or till its actual end.

The Company may take relevant actions providing for identification of shareholder and proxy in order to verify the validity of POA granted electronically. Such verification may particularly involve electronic reply or telephone contact addressed to the shareholder or proxy in order to confirm the fact of granting the POA and its range. The Company reserves that if the shareholder or proxy fails to give opinion or cooperate while verification of the POA, this shall be treated as lack of possibility to verify the fact and shall constitute the grounds for refusal to admit the proxy to participate in General Meeting.

In order to identify the Shareholder granting the power of attorney electronically, the notification should include (as an attachment):

- 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
- 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 General Meeting.

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:

- 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

- 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 General Meeting, certified by a notary or another entity authorized to certify documents as true and correct copies.

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:

- if the proxy is a natural person – ID, passport or any other official document identifying the proxy; or

- 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.

The shareholder granting the POA should submit to the Company the notification of granting the POA in due advance in order to enable verification of their identity and entitlements.

The Management Board informs that the Company posts forms used during voting by proxy on its website at [www.intersport.pl](http://www.intersport.pl). The use of these forms is not obligatory.

At the shareholder's request the Company shall send the forms including the proposed content of the resolution of the General Meeting to each shareholder for free by mail. The forms shall also help the following:

- identify the shareholder casting a vote and their proxy, should the shareholder exercise the right to vote via proxy,

- cast a vote pursuant to art. 4 § 1 point 9 of CCC,

- file a notice of objection by shareholders voting against the resolution,

- provide instruction concerning the manner of voting with respect to each resolution to be voted by the proxy.

## **5. Participation in the General Meeting with the use of electronic means of communication and the manner of exercising the right of vote during the General Meeting with the use of the like.**

The Company's Management Board hereby informs that it is not allowed to participate in the General Meeting with the use of electronic means of communication.

## **6. Exercising the right to vote by mail or electronically.**

The Company's Management Board hereby informs that it is not allowed to exercise the to vote by mail or electronically at the General Meeting.

## **7. Registration Day.**

Pursuant to art. 406<sup>1</sup> of CCC, the right to participate in the General Meeting only belongs to the individuals who had been the Shareholders 16 (sixteen) days prior to the date of the General Meeting, i.e. 11 September 2017 (the date of registration of the participation in the

General Meeting). The day of registration of participation in the General Meeting is the same for the entitled from ordinary bearer shares and registered shares.

Pursuant to art. 406<sup>2</sup> of CCC, holders of registered shares and temporary certificates and pledgees and usufructees entitled to exercise the right to vote are entitled to attend the General Meeting provided that they are entered in the register of shareholders at the Registration Day.

Pursuant to art. 406<sup>3</sup> § 1 of CCC ordinary bearer shares in the form of a document entitle to participation in the General Meeting, provided that they are entered in the register of shareholders at the Registration Day and not received by the end of that day. Instead of shares, it is possible to file the certificate issued as a proof of submission in the investment company DOM MAKLESKI BANKU OCHRONY ŚRODOWISKA Spółka Akcyjna based in Warsaw. The certificate issued by the aforementioned company indicates the numbers of share certificates and states that the share certificates shall not be issued before the lapse of the Registration Day.

Pursuant to art. 406<sup>3</sup> § 6 and 7 of CCC the Company shall make a list of participants authorized on the basis of ordinary bearer shares to participation in the General Meeting on the basis of the shares submitted to the Company or the investment company DOM MAKLESKI BANKU OCHRONY ŚRODOWISKA Spółka Akcyjna based in Warsaw pursuant to art. 406<sup>3</sup> § 1 of CCC and on the basis of the list made by and submitted to the Company by National Securities Depository in Warsaw [*Krajowy Depozyt Papierów Wartościowych S.A.*]. Krajowy Depozyt Papierów Wartościowych S.A. makes this list on the basis of issued certificates of the entitlement to participate in the General Meeting. Therefore the entities being the Shareholders of the Company on 11 September 2017 who want to obtain the right to participate in the General Meeting should request a registered certificate of the entitlement to participate in the General Meeting. Such certificate shall be issued by the entity that keeps the account of securities on which the shares are recorded. The request to issue the registered certificate may be filed not earlier than after the announcement of the General Meeting convocation and not later than on 12 September 2017 (first weekday after the registration day – art. 406<sup>3</sup> para. 2 of CCC).

The list of entitled participants shall be made available in the Company's seat in Cholerzyn, Cholerzyn 382, on weekdays, from 10:00 a.m. to 3:00 p.m. for 3 weekdays before the General Meeting is held. Shareholder may request sending the list of shareholders for free by e-mail after providing the address to which it should be sent. The request should be sent to the following e-mail address: [wza@intersport.pl](mailto:wza@intersport.pl).

The entitled participants shall be requested to register and collect the voting card directly at the session room half an hour before the General Meeting.

#### **8. Documentation to be presented to the General Meeting and information regarding the website.**

A person entitled to participate in the General Meeting may access the full documentation content to be presented to the General Meeting before the Meeting is held on the

Company's website at [www.intersport.pl](http://www.intersport.pl) and in the Company's seat in Cholerzyn, Cholerzyn 382, on weekdays, from 10:00 a.m. to 3:00 p.m.

**9. Other information**

In order for the session to be held efficiently, the Management Board kindly requests the participants to come 30 minutes Ahead of the planned beginning of the Extraordinary General Meeting.

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