

**REGULATIONS
FOR THE ORGANISATION AND PROCEEDINGS
OF THE BOARD OF DIRECTORS OF INTERSPORT POLSKA SPÓŁKA AKCYJNA
(JOINT-STOCK COMPANY) WITH REGISTERED OFFICE IN KRAKÓW**

GENERAL PROVISIONS

§ 1

These Regulations define the scope of responsibilities and organisation of work of the Board of Directors of INTERSPORT POLSKA Spółka Akcyjna (Joint-stock Company) with registered office in Kraków.

§ 2

Definitions of terms used in these Regulations:

1. the Regulations - these Regulations adopted by the Board of Directors by way of resolution,
2. the Company - INTERSPORT POLSKA Spółka Akcyjna with registered office in Kraków, entered in the Register of Enterprises kept by the District Court for Kraków Śródmieście in Kraków, 11th Commercial Division of the National Court Register, Entry No. KRS 0000216182,
3. the Articles of Association - the articles of association of the Company applicable on the date of adoption of these Regulations, with further amendments,
4. the Board of Directors - the Board of Directors of the Company within the meaning of the provisions of the Commercial Companies Code and the Articles of Association,
5. the General Meeting - the General Meeting of the shareholders in the Company,
6. the Supervisory Board – the Supervisory Board of the Company,
7. a member of the Board of Directors – the Chairperson of the Board of Directors and its other members,
8. the Commercial Companies Code - the act of 15 September 2000 "Commercial Companies Code" (Journal of Laws Dz.U. No. 94, item 1037 as amended).

§ 3

1. The Board of Directors shall act as a collective body managing all business activities and affairs of the Company and representing the Company in external relations.
2. The Board of Directors shall implement a transparent and efficient system of management in the Company and conduct its affairs in accordance with the applicable statutory regulations and good practices.

3. The number of members of the Board of Directors and its term of office are defined in the Articles of Association.

4. The scope of responsibilities of the Board of Directors shall include all matters not reserved for the competence of other governing bodies of the Company. The Board of Directors may delegate the authority to manage specific matters to one or more its members or employees, agents or contractors of the Company. The Board of Directors may not delegate its authority to manage affairs which:

- a. are reserved for exclusive competence of the Board of Directors by applicable statutory regulations and the Articles of Association,
- b. are entrusted to the Board of Directors by the General Meeting or the Supervisory Board.

5. Authority to manage specific matters shall be delegated to individual members of the Board of Directors or employees of the Company or contractors of the Company by:

- a. the definition of the scope of responsibilities of the Company's employee in their contract of employment,
- b. the definition, in the agency or other contract, of the scope of tasks of the agent or contractor,
- c. giving proxies,
- d. giving powers-of-attorney,
- e. instructions given by the authorised member of the Board of Directors,
- f. assigning certain matter to a member of the Board of Directors or an employee or contractor of the Company.

6. If a matter is assigned to a member of the Board of Directors or Company's employee or contractor, that matter may still be considered and decided on by the Board of Directors.

7. The General Meeting or the Supervisory Board shall assign specific matters to the Board of Directors by way of their resolutions.

RIGHTS AND OBLIGATIONS OF MEMBERS OF THE BOARD OF DIRECTORS

§ 4

1. The member of the Board of Directors shall have the right and obligation to manage the Company's affairs, acting within the limits resulting from acceptable economic risk, i.e. with consideration of complete information, analyses, opinions that should be taken into account according to reasonable judgement of the Board of Directors, given the circumstances, to protect the interests of the Company. When determining the interests of the Company, members of the Board of Directors shall take into account reasonable long-term interests of its Shareholders, creditors, employees and other agents or contractors co-operating with the Company in its business activities, and the interests of local communities.

2. The member of the Board of Directors shall have the right and obligation to participate in the meetings and work of the Board of Directors.

3. The member of the Board of Directors is required to manage individually any matters assigned to him by the Board of Directors in accordance with resolutions of the governing

bodies of the Company, including those adopted by the Board of Directors, and with his contract of employment or similar contract.

4. The member of the Board of Directors may submit any matter falling within his competence to the Board of Directors for decision. The member of the Board of Directors may also request that a matter assigned to another member of the Board of Directors be resolved by the Board of Directors. In a matter assigned to several members of the Board of Directors, the interested members shall elect one member of the Board of Directors who shall be competent to decide in the jointly managed matter. If there is any doubt or dispute, the competent member of the Board of Directors shall be elected by all members of the Board of Directors.

5. The Chairperson of the Board of Directors may reverse any decision made by another member of the Board of Directors. In these circumstances, the member of the Board of Directors whose decision has been reversed may demand that the matter be considered by the Board of Directors. If the Chairperson of the Board of Directors is not present, he / she shall be substituted by a member of the Board of Directors appointed by the Chairperson.

§ 5

1. Individual members of the Board of Directors shall be responsible for the management of Company matters assigned to them in accordance with the resolution referred to in § 7.2.a of these Regulations.

2. The members of the Board of Directors shall perform their responsibilities in accordance with separate contracts between them and the Company.

3. If the member of the Board of Directors is prevented by any events or circumstances from the performance of his responsibilities, he shall immediately advise the Chairperson of the Board of Directors of this fact. In such a situation, the Board of Directors shall decide who from the other members of the Board of Directors shall assume these responsibilities as a substitute.

4. If there are any changes in the composition of the Board of Directors, the resigning or dismissed member of the Board of Directors shall hand over all matters assigned to him with possessed documents and other materials concerning the Company, made, collected, developed or received by him during his term of office in the Board of Directors or in connection with his responsibilities. The matters, documents and materials shall be transferred to the Chairperson of the Board of Directors or another appointed member of the Board of Directors; and if the term of office of the Chairperson of the Board of Directors ends – to another member of the Board of Directors.

§ 6

1. The member of the Board of Directors during his term of office may only accept additional employment or undertake additional economic activities or occupy positions in supervisory or managing bodies of other companies, thus limiting his ability to participate in the meetings of the Board of Directors, upon the prior written consent of the Company.

2. Without the consent of the Company, the member of the Board of Directors may not engage in competing business, participate in competing partnership as a partner, or work as

member of a governing body of a competing company, or participate in another competing organisation as member of its governing body. The member of the Board of Directors may not hold 10% or more of shares and may not have the right to appoint a member of the board of directors in a competing company.

3. The member of the Board of Directors shall advise the Supervisory Board of any actual or potential conflict of interest related to his responsibilities. If the interest of the Company is in conflict with the interest of the member of the Board of Directors, or his spouse, relatives up to the second degree, any other related persons, the member of the Board of Directors should refrain from the participation in considering of and voting on the matter and may request that this be recorded in the minutes.

4. The member of the Board of Directors should be fully loyal to the Company and refrain from any acts that are aimed at his personal gain only. If the member of the Board of Directors is aware of any opportunity of investment or profitable transaction consistent with the Company's business objectives, he should immediately deliver this information to the Board of Directors. The Board of Directors shall decide whether the Company should use the opportunity or not. The member of the Board of Directors may use such information personally or deliver it to a third party only with the consent of the Board of Directors and only if this does not involve damage to the interest of the Company.

5. The member of the Board of Directors should treat the possessed shares in the Company, its parent and subsidiary companies, as a long-term investment.

MANAGING THE COMPANY'S AFFAIRS

§ 7

1. The Company's affairs managed by the Board of Directors shall include in particular:

- a. the matters reserved for exclusive competence of the Board of Directors by the applicable statutory regulations and the Articles of Association,
- b. the matters reserved for exclusive competence of the Board of Directors by the Board of Directors itself by way of resolution, or assigned to the Board of Directors by the General Meeting or the Supervisory Board, or considered by the Board of Directors at the request of a member of the Board of Directors,
- c. the development of a transparent and effective strategy and setting major objectives of the Company's business, including financial goals, their submission to the Supervisory Board, their implementation and achievement as well as necessary modifications of objectives and assessments of performance,
- d. the definition of guidelines for HR policy, in particular:
 - staffing in the Company,
 - the definition of employment and remuneration conditions,
 - implementing HR policy and regular analyses of HR in the Company,
- e. the definition of the Company's organisational structure.

2. A resolution of the Board of Directors shall be required to take or complete the following steps or tasks:

- a. the division of tasks among the members of the Board of Directors and definition of their responsibility for tasks completed by them for the Company,

- b. accepting financial commitments, entering into contracts or any other transactions encumbering the Company's assets, of a value exceeding 10% of the revenues achieved by the Company within the last four calendar quarters preceding the planned date of event resulting in an encumbrance of the Company's assets.
- c. the development of annual and short-term budgets of the Company,
- d. the development of bylaws, regulations and other internal provisions applicable in the Company,
- e. in any matters of extraordinary importance as well as matters and transactions which in a reasonable opinion of the member of the Board of Directors may involve significant risk to the Company,
- f. any other tasks and acts beyond the scope of normal management of the Company's business.

MEETINGS OF THE BOARD OF DIRECTORS

§ 8

1. The meetings of the Board of Directors shall be held at least once a month.
2. The meetings of the Board of Directors shall be convened by the Chairperson of the Board of Directors who shall also determine the agendas and preside over the meetings of the Board of Directors. If the Chairperson of the Board of Directors is not present, the meeting shall be presided by a member of the Board of Directors appointed by the Chairperson of the Board of Directors. The meeting of the Board of Directors may be convened by the Chairperson of the Board of Directors at his / her own initiative or at the request of the Supervisory Board or another member of the Board of Directors.
3. The members of the Board of Directors may submit to the Chairperson of the Board of Directors matters that in their opinion require consideration by the Board of Directors at any time.
4. The meetings convened at the request of the Supervisory Board or a member of the Board of Directors shall be held by or on the 7th business day from the date on which the Chairperson of the Board of Directors receives the relevant motion from the President of the Supervisory Board or from the member of the Board of Directors. The agenda of the meeting convened as aforesaid should contain in the first place the matters included in the motion to convene the meeting.

§ 9

1. The member of the Board of Directors shall be advised of the meeting of the Board of Directors and its agenda at least two days before its date.
2. The meeting may be held at any time and place, provided that all members of the Board of Directors are able to arrive and participate in the meeting.

§ 10

1. The agenda may be changed with the consent of all members of the Board of Directors.

2. A reduction of the number of items in the agenda shall not require that all members of the Board of Directors are present.

§ 11

1. The members of the Supervisory Board, managers and other invited persons may participate in the meetings of the Board of Directors as advisers.
2. All participants in the meeting of the Board of Directors shall keep confidential its proceedings.

§ 12

1. Resolutions shall be adopted by the Board of Directors by an absolute majority of votes. For the resolution to be valid, more than one half of the members of the Board of Directors must be present at the meeting. The members of the Board of Directors shall vote by show of hands.
2. The Chairperson of the Board of Directors shall have the casting vote to resolve any deadlock.
3. The Board of Directors may adopt resolutions outside its meetings by a written vote. The member of the Board of Directors shall sign the notice with the contents of resolution and indicate whether he votes for or against the resolution. If there is no note to this effect, the signature shall mean his acceptance of the resolution. The notice with the contents of the resolution shall be delivered to all members of the Board of Directors. Separate notices may also be sent to each individual member of the Board of Directors. The notice with the resolution may be sent to the member of the Board of Directors and returned by the member of the Board of Directors also by facsimile.
4. The Board of Directors may adopt resolutions outside its meetings also with the use of means of direct remote communication, in particular electronic mail or teleconference equipment or video teleconference equipment. The provisions concerning written vote shall apply accordingly to an e-mail vote, and the provisions concerning votes at the meetings of the Board of Directors shall apply to teleconferences or video teleconferences.
5. Resolutions shall be adopted by votes taken outside the meeting in accordance with the provisions of Clause 1.
6. A resolution adopted by a written vote shall be regarded as adopted on the date on which the required number of written votes for the resolution is delivered to the registered office of the Company, unless otherwise stated in the contents of the resolution.
7. Resolutions adopted by the Board of Directors shall be kept in the registered office of the Company for at least five years.

MINUTES

§ 13

1. The proceedings of the meeting of the Board of Directors shall be recorded in minutes. The minutes shall include: the date of the meeting, full names of the present members of the Board of Directors and other persons attending the meeting, the agenda, contents of adopted resolutions, numbers of votes for individual resolutions and dissenting opinions. The member of the Board of Directors may demand that his vote against a resolution be recorded in the minutes, without giving reasons to his decision.
2. The minutes of the meeting of the Board of Directors shall also include a note on resolutions of the Board of Directors adopted outside the meeting within a period between two meetings of the Board of Directors.
3. The minutes of the meeting shall be signed by the members of the Board of Directors present at the meeting and the person appointed to take the minutes.
4. The minutes shall be kept in the registered office of the Company for a period of at least five years. Resolutions adopted and any motions, reports and other materials considered by the Board of Directors at the meetings shall be attached to the minutes.
5. The minutes shall be made available for inspection to the members of the Board of Directors at their request.

§ 14

If not otherwise provided in the applicable statutory regulations or the Articles of Association, the Board of Directors or an authorise employee of the Company may deny access by third parties to the contents of the minutes, resolutions, notes or comments.

POWERS-OF-ATTORNEY

§ 15

1. The members of the Board of Directors may give powers-of-attorney to third parties, in particular the Company's employees or other parties to contracts with the Company.
2. The powers-of-attorney authorising to manage the matters referred to in § 7.2.b and 7.2.e – f must be given by way of resolution of the Board of Directors.

DOCUMENT KEEPING

§ 16

All documents related to the proceedings and work of the Board of Directors as well as any documents received from the General Meeting and the Supervisory Board shall be collected and maintained by the Board of Directors for a period of at least five years.

§ 17

REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

1. Remuneration of the members of the Board of Directors shall be determined by the Supervisory Board.
2. When determining the salaries for the Board of Directors, the Supervisory Board shall take into account the motivating nature of remuneration and the need to ensure efficient and uninterrupted management of the Company's business.
3. The salary of the member of the Board of Directors shall be determined taking into account the size of the Company's enterprise, shall be reasonably linked with its economic performance, and reflect the scope of responsibility attached to the position as well as salaries of members of boards of directors in similar companies on comparable markets.

MISCELLANEOUS

§ 18

The costs of operation of the Board of Directors shall be covered by the Company.

§ 19

In matters not regulated in this document, the statutory regulations, the Articles of Association, and resolutions of the Supervisory Board or the General Meeting shall apply.

§ 20

1. These Regulations have been adopted by the Board of Directors pursuant to Article 371.6 of the Commercial Companies Code.
2. These Regulations shall be made available in the registered office of the Company and published on its website.
3. The Regulations shall enter into force on the date of their adoption.