

POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

31

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2016

Date of the report: November 15th 2016

Abbreviated issuer name

INTERCARS

Subject:

Notice of convening an Extraordinary General Meeting of Inter Cars S.A.

Legal basis:

Art. 56.1.2 of the Public Offering Act – Current and periodic information

Text of the report:

The Management Board of INTER CARS Spółka Akcyjna of Warsaw (the “**Company**”), acting pursuant to Art. 398, Art. 399.1 in conjunction with Art. 402¹ and Art 402² of the Commercial Companies Code, convenes an Extraordinary General Meeting of the Company (the “**EGM**”), to be held on **December 15th 2016 at 10.00am**, in the conference room located on the 1st floor of the Company’s office in Cząstków Mazowiecki, ul. Gdańska 15, 05-152 Czosnów.

Agenda:

1. Opening of the Meeting
2. Election of the Chairperson.
3. Confirmation that the Meeting has been properly convened and has the capacity to pass resolutions
4. Approval of the agenda
5. Passing a resolution to approve the creation of financial and registered pledges over shares in Inter Cars Marketing Services sp. z o.o.
6. Closing of the Meeting.

Information for shareholdersRight to participate in the General Meeting

The Management Board of the Company notes that, pursuant to Art. 406¹ of the Commercial Companies Code, the right to participate in the General Meeting applies only to persons who are Company shareholders 16 days prior to the date of the General Meeting, i.e. on November 29th 2016 (the “Record Date”), provided they request the entity keeping their securities account to issue a certificate to their name confirming the holder’s right to participate in the General Meeting, in the period from the date of the notice convening the General Meeting to the first weekday following the Record Date, i.e. by November 30th 2016.

The list of shareholders entitled to participate in the General Meeting will be determined on the basis of a record provided by the entity operating the depository for securities, i.e. Krajowy Depozyt Papierów Wartościowych S.A. (the Central Securities Depository of Poland). The entity operating the depository for securities draws up the record on the basis of records submitted, no later than 12 days before the date of the General Meeting, by the entitled persons, pursuant to the laws and regulations applicable to trading in financial instruments. The records submitted to the entity operating the depository for securities are drawn up on the basis of certificates confirming the right to participate in the General Meeting of the Company.

The list of shareholders entitled to participate in the General Meeting will be available for inspection at the Company’s office in Cząstków Mazowiecki, ul. Gdańska 15, 05-152 Czosnów, from 9.00 am to 4.00 pm, for three weekdays prior to the General Meeting, i.e. between December 12th and December 14th 2016. The Company’s shareholders may request that the list

of shareholders be delivered to them free of charge via electronic mail, providing an e-mail address to which the list is to be delivered. The Company's shareholders may submit such request via an e-mail sent to: Biuro.Zarzadu@intercars.eu. If a shareholder making such a request is not included in the list of shareholders entitled to participate in the General Meeting, the Company may require the shareholder to provide documents confirming their being the Company's shareholder on the date of the request.

Certain shareholder rights at the General Meeting

Shareholder or shareholders representing at least one-twentieth of the Company's share capital are entitled to:

(i) request that certain items be placed on the agenda of the General Meeting; such a request should be submitted to the Company's Management Board no later than 21 days prior to the scheduled date of the General Meeting, i.e. by November 24th 2016, and should state the reasons for or contain a draft resolution concerning the proposed item. Such a request may be submitted via e-mail sent to: Biuro.Zarzadu@intercars.eu;

(ii) propose draft resolutions regarding any matters included in the agenda of the General Meeting or any matters to be added to the agenda prior to the date of the General Meeting, in writing or via e-mail sent to: Biuro.Zarzadu@intercars.eu.

During the General Meeting, each shareholder may submit draft resolutions concerning matters placed on the agenda.

When communicating with the Company, shareholders exercising these rights should attach to their request a deposit certificate issued by an appropriate entity, confirming that the shareholders hold a share in the Company's capital entitling them to submit such a request or draft resolution (paper copy/scan). Additionally, in the case of shareholders being legal persons or other entities whose representation requires submission of relevant documents, the originals or copies of such documents must be attached to the request. The obligation to enclose the documents specified above applies to shareholders submitting their request in writing as well as to shareholders submitting their request in electronic form. Determination whether a request or proposed draft resolution was sent by the required deadline will be made based on the date of its receipt by the Company, and in the case of requests sent by e-mail – based on the date of entry of the request in the Company's electronic mail system.

Attending the General Meeting and exercising voting rights

A shareholder who is a natural person may participate in the General Meeting and exercise voting rights in person or through a proxy. A shareholder not being a natural person may participate in the General Meeting and exercise voting rights through a person authorised to submit declarations of will on its behalf or through a proxy. A power of proxy may be made in written or electronic form. A power of proxy in electronic form does not require a secure electronic signature verifiable by means of a valid qualified certificate. If a power of proxy is granted in electronic form, the shareholder must notify the Company of the same by sending an e-mail to: Biuro.Zarzadu@intercars.eu.

To enable identification of shareholders granting powers of proxy in electronic form, the following documents should be attached to the notification:

(i) for a shareholder who is a natural person – a copy of his or her identity card, passport or another identity document; or

(ii) for a shareholder who is not a natural person – a copy of the valid entry in the relevant register or another document confirming the authorisation of a natural person(s) to represent the shareholder at the General Meeting (e.g. a complete sequence of powers of proxy).

Should any doubts arise as to the validity of the documents listed above, the Management Board reserves the right to request that the following documents be presented by the proxy at the time of registering attendance:

(i) for a shareholder who is a natural person – a copy of his or her identity card, passport or another official identity document, certified as true by a notary public or any other authorised entity; or

(ii) for a shareholder who is not a natural person – a copy of the valid entry in the relevant register or another document confirming the authority of a natural person (natural persons) to represent the shareholder at the General Meeting (e.g. a complete sequence of powers of proxy), certified as true by a notary public or any other authorised entity.

To enable identification of the proxy, the Management Board reserves the right to request that the following documents be presented by the proxy at the time of registering attendance:

(i) for a proxy who is a natural person – his or her identity card, passport or another official identity document; or

(ii) for a proxy who is not a natural person – a copy of the valid entry in the relevant register or another document confirming the authority of a natural person (natural persons) to represent the shareholder at the General Meeting (e.g. a complete sequence of powers of proxy), as well as the original or the copy of an identity card, passport, or another official identity document of a natural person (natural persons) authorised to represent the proxy at the General Meeting. The copies of the documents need to be certified as true by a notary public or any other authorised entity.

A proxy vote form and a form of written voting instruction for the proxy, referred to in Art. 402³1.5 of the Commercial Companies Code, are made available by the Company at the shareholder's request submitted at ul. Gdańska 15, Częstków Mazowiecki, 05-152 Czosnów. The Company will send the forms by post, free of charge, at each shareholder's request. It is not obligatory to use the proxy forms referred to above to grant powers of proxy.

Shareholders are also advised that if a shareholder grants a power of proxy along with a voting instruction, the Company will not verify whether the proxy exercises the voting rights in line with the instructions received from the shareholder. Therefore, the voting instructions should be given only to the proxy.

The Company's Articles of Association do not provide for the possibility of participating in the General Meeting or exercising voting rights by electronic means of communication. The Company does not provide for the possibility of exercising voting rights at the General Meeting by postal ballot.

Materials concerning the General Meeting

A person entitled to participate in the General Meeting may obtain the full text of the documentation to be submitted to the General Meeting, including draft resolutions or – if no resolutions are to be passed – comments of the Company's Management Board and Supervisory Board on matters placed or to be placed on the agenda, prior to the scheduled date of the General Meeting by accessing the Company's website at: <http://inwestor.intercars.com.pl/> under the Authorities/General Meeting of Shareholders tab and at the Company's office at ul. Gdańska 15 in Częstków Mazowiecki (05-152 Czosnów), Poland, on business days between 9 am–4 pm until the date of the General Meeting.

Registration of General Meeting participants

Persons entitled to participate in the General Meeting are requested to register and collect their voting cards directly by the entry to the Meeting's venue thirty minutes before the beginning of the Meeting.

Other information

Information on the General Meeting will be published on the Company's website at: <http://inwestor.intercars.com.pl/> under the Authorities/General Meeting of Shareholders tab. The Company's Management Board announces that any matters not provided for in this notice are governed by applicable provisions of the Commercial Companies Code and the Company's Articles of Association, and requests the shareholders to read these regulations.

Draft resolutions for the General Meeting:

Re item 2 of the agenda:

“Resolution No. 1 of the Extraordinary General Meeting of Inter Cars Spółka Akcyjna of December 15th 2016 to appoint the Chair of the General Meeting

The General Meeting of Inter Cars S.A. of Warsaw hereby resolves to appoint [●] as the Chairperson of the General Meeting.”

Re item 4 of the agenda:

“Resolution No. 2 of the Extraordinary General Meeting of Inter Cars Spółka Akcyjna of December 15th 2016 to adopt the agenda of the General Meeting

The Extraordinary General Meeting of Inter Cars S.A. of Warsaw hereby approves the proposed agenda.”

Re item 5 of the agenda:

“Resolution No. 3 of the Extraordinary General Meeting of Inter Cars Spółka Akcyjna of December 15th 2016 to approve the creation of financial and registered pledges over shares in Inter Cars Marketing Services sp. z o.o.

§ 1

The Extraordinary General Meeting of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Art. 393 in conjunction with Art. 398 of the Commercial Companies Code, as well as pursuant to Art. 16.4.11 of the Company’s Articles of Association, hereby resolves to approve the encumbrance of all shares held by the Company in the share capital of Inter Cars Marketing Services sp. z o.o. of Warsaw (KRS 0000385181) with financial and registered pledges securing claims that may arise from or under the Credit Facility Agreement of November 14th 2016 signed by, among others, the Company as a borrower. The pledges are to be created under a pledge agreement to be concluded by the Company, as the pledgor, with a financial institution appointed from among the lenders as the security agent, as the pledgee.

§ 2

This resolution shall become effective as of its date.”

Grounds for the draft resolution, in accordance with Rule I.Z.1.17 of the Code of Best Practice for WSE Listed Companies 2016:

In connection with the Credit Facility Agreement of November 14th 2016 announced by the Company in Current Report No. 30/2016, the Company is obliged to, inter alia, create financial and registered pledges over all shares it holds in Inter Cars Marketing Services sp. z o.o. of Warsaw (KRS 0000385181) in favour of the financial institution appointed, pursuant to the Credit Facility Agreement, from among the lenders as the security agent (currently: mBank S.A.). Pursuant to Art. 16.4.11) of the Company’s Articles of Association, the creation of these pledges requires approval by the Company’s General Meeting, granted in the form of a resolution.

It is the Company’s Management Board’s opinion that encumbering the shares held by the Company in the share capital of Inter Cars Marketing Services sp. z o.o. by creating financial and registered pledges over those shares lies in the Company’s interest and will support the Company and its Group in acquiring financing on favourable terms, in the form of credit facilities advanced

under the Credit Facility Agreement.

Legal basis:

Art. 56.1.2 of the Public Offering Act – current and periodic information

INTER CARS S.A.	(full issuer name)
INTERCARS	Trade
(abbreviated issuer name)	(sector according to the WSE)
02-903	Warsaw, Poland
(postal code)	(city/town)
Powsińska	64
(street)	(number)
714-19-16	714-19-18
(phone)	(fax)
bzarzadu@intercars.com.pl	intercars.com.pl
(email)	(www)
118-14-52-946	014992887
(NIP)	(Industry Identification Number – REGON)

Signatures of authorised representatives

Date	Full name	Position	Signature
November 15th 2016	Krzysztof Soszyński	Vice President of the Management Board	
November 15th 2016	Piotr Zamora	Commercial proxy	