

## POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

9

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2018

Date: April 25th 2018

Abbreviated issuer name

INTERCARS

Subject

Notice of Annual 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:

Acting pursuant to Art. 395 and Art. 399.1 in conjunction with Art. 402<sup>1</sup> and Art 402<sup>2</sup> of the Commercial Companies Code, the Management Board of INTER CARS Spółka Akcyjna of Warsaw (the “Company”) convenes the Annual General Meeting of the Company (the “General Meeting”), which will be held on June 21st 2018 at 10.00 am, in the conference room located on the 4th floor of the Company's office in Warsaw, ul. Gieldowa 7/9, 01-211 Warsaw.

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. Acknowledgement:
  - a. of the Supervisory Board's report on assessment of the Company's financial statements for 2017, the Directors' Report on the Company's operations in 2017, and the Management Board's proposal regarding distribution of the Company's net profit for 2017;
  - b. of the report of the Supervisory Board on its activities in 2017, along with the assessments performed in accordance with the Code of Best Practice for WSE Listed Companies 2016.
6. Review and approval of the Directors' Report on the operations of the Company in 2017 and of the Company's financial statements for 2017.
7. Review and approval of the Directors' Report on the operations of the Inter Cars Group in 2017 and of the consolidated financial statements of the Inter Cars Group for 2017.
8. Adoption of a resolution on distribution of the Company's profit.
9. Granting discharge to members of the Company's Management Board in respect of their performance of duties.
10. Granting discharge to members of the Company's Supervisory Board in respect of their performance of duties
11. Passing a resolution on remuneration for members of the Supervisory Board's Audit Committee and other committees of the Supervisory Board.

12. Passing a resolution on amendment of the Company's Articles of Association and adoption of the consolidated text of the Articles of Association.
13. Passing a resolution approving the disposal of an organised part of business and the disposal by Inter Cars Marketing Services Sp. z o.o. of the trademarks relating to the motorcycle business or performance by Inter Cars Marketing Services Sp. z o.o. of other legal transactions regarding those trademarks.
14. Closing of the Meeting.

### **Information for shareholders**

#### Right to participate in the General Meeting

Pursuant to Art. 406<sup>1</sup> 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 June 5th 2018 (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 June 6th 2018.

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 Częstoków Mazowiecki, ul. Gdańska 15, 05-152 Czosnów, from 9.00 am to 4.00 pm, over a period of three weekdays prior to the General Meeting, i.e. from June 18th to June 20th 2018. 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](mailto: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 May 31st 2018, 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](mailto: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](mailto: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](mailto: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.

The proxy vote form and the form of written voting instruction for the proxy referred to in Art. 402<sup>3</sup>1.5 of the Commercial Companies Code may be provided by the Company at a shareholder's request sent to ul. Gdańska 15, Częstków Mazowiecki, 05-152 Czosnów. The Company will send the forms by post, free of charge. 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.

Legal basis:

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

### Appendices

File	Description
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)
Powisńska	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
(Tax Identification Number – NIP)	(Industry Identification Number – REGON)

### SIGNATURES OF AUTHORISED REPRESENTATIVES

Date	Full name	Position	Signature
April 25th 2018	Piotr Zamora	Member of the Management Board	
April 25th 2018	Jacek Piotrowiak	Commercial proxy	