

Resolution No. 20/2024
dated 15 May 2024
of the Supervisory Board
of INTER CARS S.A. of Warsaw
KRS No. 000008734

concerning:

provision of an opinion on the grant by the General Meeting of approval for the establishment of a mortgage on the title to properties owned by ILS Sp. z o.o.

The Supervisory Board of Inter Cars S.A. of Warsaw (the “Company”), in connection with Principle 4.7 of Best Practice for GPW Listed Companies 2021, resolves as follows:

Considering that:

- (A) On 4 April 2024, a term facility agreement was entered into between ILS sp. z o.o., with its registered office in Swobodnia 35, 05-180 Zakroczym (“ILS”), as borrower, Inter Cars S.A. as guarantor, and BNP Paribas Bank Polska S.A. as lender (the “Lender”) (the “Term Facility Agreement”). The Term Facility Agreement stipulates that the Lender will provide ILS with financing of up to PLN 240,400,000 to refinance: (i) the cost of building a new facility for the purposes of the ILS logistics centre in Zakroczym; (ii) the cost of establishing a robotic line in one of the existing facilities at the ILS logistics centre in Zakroczym; and (iii) the cost of modernising the existing ILS logistics centre in Zakroczym;
- (B) Pursuant to the Term Facility Agreement, ILS is, among other things, obliged to establish a mortgage in favour of the Lender on the properties on which the investments specified in items (i) - (iii) above are situated.
- (C) given the value of the properties to be encumbered, the establishment of these mortgages requires, pursuant to Section 14.5.b of the ILS Articles of Incorporation, prior approval of the Company’s General Meeting expressed in the form of a resolution;
- (D) In accordance with Principle 4.7 of Best Practice for GPW Listed Companies 2021, the Supervisory Board considers and provides opinions on matters that are the subject of General Meeting resolutions.

Section 1

Considering the above, the Company’s Supervisory Board recommends that the Company’s General Meeting approve the establishment by ILS of security for the receivables of BNP Paribas Bank Polska S.A. under the term facility agreement of 4 April 2024, entered into between ILS as borrower, the Company as guarantor and BNP Paribas Bank Polska S.A. as lender (the “Term Facility Agreement”) and under other finance documents (as defined in the Term Facility Agreement), including the establishment of a joint mortgage, as required by the Term Facility Agreement, encumbering the title to the properties entered in the Land and Mortgage Register under No. WA1N/00080980/2 and No. WA1N/00083777/7, in accordance with draft Resolution No. 20 of the Company’s General Meeting included in the notice of convening the Annual General Meeting for 23 May 2024, issued by the

Company's Management Board on 26 April 2024.

Section 2

This Resolution shall come into force upon its adoption.