# CAPITAL GROUP OF INTER CARS

Consolidated quarterly report containing a condensed interim consolidated report on the activities of the Inter Cars S.A. Capital Group together with interim consolidated financial statements of the Inter Cars, prepared for the period of 3 months ended on 31 March 2020.





| Se   | lected consolidated financial data of the Inter Cars Group   | 3  |
|------|--|----|
| IN   | TERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE INTER CARS GROUP  | 4  |
| Int  | erim consolidated statement of comprehensive income  | 5  |
| Int  | erim consolidated statement of changes in equity   | 6  |
| Int  | erim consolidated statement of cash flows  | 9  |
| Ex   | planatory notes to the interim condensed financial statements for the period of 3 months ended on 31 March 2020  | 10 |
| l.   | Information about the Inter Cars Capital Group   | 10 |
| II.  | Composition of the Capital Group   | 11 |
| III. | Declaration of compliance with IFRS  | 13 |
| IV.  | Basis for preparing the condensed interim consolidated financial statements  | 13 |
| ٧.   | Changes to the accounting principles   | 14 |
| VI.  | Foreign Exchange rates applied to calculate the figures for 1 quarter of 2020  | 14 |
| 1.   | Summary of activities and consolidated and separate financial results for 1Q 2020  | 15 |
| 2.   | Material evaluations and estimates   | 17 |
| 3.   | Seasonality  | 18 |
| 4.   | Information on business segments   | 18 |
| 5.   | Dividend   | 19 |
| 6.   | Liabilities due to borrowings and other debt instruments   | 19 |
| 7.   | Contingent liabilities and sureties  | 20 |
| 8.   | The Management Board's standpoint on the feasibility of meeting the previously published forecasts of financial results for 2020   | 20 |
| 9.   | Shareholders holding 5% or more of the total vote at the General Shareholders Meeting of Inter Cars S.A.   | 20 |
| 10   | .Changes in the number of shares and rights to shares (options) in Inter Cars S.A. held by the Company's Management and supervisory personnel since the publication of the most recent quarterly report.   | 21 |
| 11   | Information on important court, arbitration and administrative proceedings   |    |
|      | Transactions with related entities   |    |
|      | Other information which the Company deems relevant for the assessment of its personnel, assets, financial position and financial result or changes in any of the foregoing, and for the assessment of the Company's ability to perform its obligations |    |
| 14   | Events subsequent to the balance sheet day as at which the report was prepared which may have a material bearing on the Company's future financial results   |    |
| 15   | Information on material transactions with related entities concluded on terms other than at arm's length, including information on their amounts and nature.   |    |
| 16   | .Factors which in the Company's opinion will affect its financial results in the period covering at least the next quarter.  |    |
| Ql   | JARTERLY SEPARATE FINANCIAL STATEMENTS OF INTER CARS S.A   |    |
|      | atement of financial position  |    |
|      | atement of comprehensive income  |    |
|      | atement of changes in equity   |    |
|      | atement of cash flows  |    |
|      | Accounting principles  |    |
|      | Investments in subordinated entities   |    |
|      | Transactions with related entities in the condensed standalone financial statements  |    |
| 4.   | Contingent liabilities and sureties  | 31 |



#### Selected consolidated financial data of the Inter Cars Group

|   | for the period of 3 months ended on |                    | for the pe |            |
|---|-------------------------------------|--------------------|------------|------------|
|   | 31/03/2020                          | 31/03/2019         | 31/03/2020 | 31/03/2019 |
|   | in thousand<br>PLN                  | in thousand<br>PLN | EUR '000   | EUR '000   |
| Information on growth and profits   |                                     |                    |            |            |
| Sales margin  | 30.3%                               | 29.2%              |            |            |
| EBITDA  | 83,790                              | 114,569            | 19,059     | 26,658     |
| EBITDA as percentage of sales   | 4.3%                                | 5.7%               |            |            |
| EBITDA (for 12 consecutive months)  | 431,364                             | 426,010            | 98,120     | 99,123     |
| Net debt / EBITDA   | 2.8                                 | 3.1                |            |            |
| Basic earnings per share (PLN)  | 1.86                                | 3.56               | 0.42       | 0.83       |
| Diluted earnings per share (PLN)  | 1.86                                | 3.56               | 0.42       | 0.83       |
| Operating profit  | 50,560                              | 75,858             | 11,501     | 17,650     |
| Net profit  | 26,361                              | 50,479             | 5,996      | 11,745     |
| Cash flows  |                                     |                    |            |            |
| Operating cash flows  | 137,609                             | 73,652             | 31,301     | 17,137     |
| Investing cash flows  | (6,143)                             | 12,752             | (1,397)    | 2,967      |
| Financing cash flows  | (109,714)                           | (45,853)           | (24,956)   | (10,669)   |
| Employment and branches   |                                     |                    |            |            |
| Employees   |                                     |                    |            |            |
| Parent company  | 644                                 | 620                |            |            |
| Subsidiaries  | 2,628                               | 2,763              |            |            |
| Branches  |                                     |                    |            |            |
| Parent company  | 249                                 | 249                |            |            |
| Subsidiaries  | 314                                 | 308                |            |            |
|   | As                                  | at                 | As         | at         |
|   | 31/03/2020                          | 31/12/2019         | 31/03/2020 | 31/12/2019 |
| Consolidated statement of the financial situation   | in thousand<br>PLN                  | in thousand<br>PLN | EUR '000   | EUR '000   |
| Cash and cash equivalents   | 165,148                             | 143,397            | 36,278     | 33,679     |
| Balance sheet total   | 4,896,862                           | 4,423 893          | 1,075,690  | 1,038 838  |
| Loans, borrowings, finance lease and factoring Equity attributable to the shareholders of the | 1,369 375                           | 1,432 867          | 300,809    | 336,472    |
| parent entity   | 2,082 247                           | 2,046,687          | 457,405    | 480,612    |

The following exchange rates were applied to calculate selected financial data in EUR:

- for balance sheet items the National Bank of Poland exchange rate of 31 March 2020 1 EUR = PLN 4.5523, and the National Bank of Poland exchange rate of 31 March 2019 1 EUR = PLN 4.3013 and the National Bank of Poland exchange rate of 31 December 2019 1 EUR = PLN 4.2585.
- <u>for the profit and loss account and cash flow items</u> the National Bank of Poland Exchange rate constituting the average National Bank of Poland exchange rate announced on the last day of each month of the first quarter of 2020 and 2019, respectively: 1 EUR = PLN 4.3963 and 1 EUR = PLN 4.2978.



# INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE INTER CARS GROUP

| (in thousand PLN) ASSETS                                 | 31/03/2020       | 31/12/2019           | <u>31/03/2019</u>          |
|--|------------------|----------------------|----------------------------|
| Non-current assets                                       |                  |                      |                            |
| Property, plant and equipment                            | 498,727          | 502,479              | 470,391                    |
| Right-of-use assets                                      | 250,462          | 256,825              | 181,978                    |
| Investment property                                      | 10,837           | 10,837               | 11,049                     |
| Real estate available for sale                           | -                | 1,088                | -                          |
| Intangible assets Investments in associates              | 195,036          | 197,559              | 195,878                    |
| Investments in associates Investments available for sale | 1,029<br>298     | 1,030<br>298         | 987<br>301                 |
| Receivables  | 21,619           | 21,630               | 22,509                     |
| Non-current receivables on long-term rental              | 191,879          | 188,634              | -                          |
| Deferred tax assets                                      | 37,372           | 18,486               | 33,008                     |
|  | 1,207,259        | 1,198 866            | 916,101                    |
| Current assets   |                  |                      |                            |
| Inventory  | 2,428,583        | 2,062,819            | 2,316,317                  |
| Trade and other receivables                              | 1,036,590        | 954,773              | 979,642                    |
| Receivables on short-term rental                         | 59,282           | 64,038               | 137,053                    |
| Income tax receivables                                   | -                | -                    | 3,661                      |
| Cash and cash equivalents                                | 165,148          | 143,397              | 155,274                    |
| TOTAL ACCETO   | 3,689,603        | 3,225 027            | 3,591 947                  |
| TOTAL ASSETS   | 4,896,862        | 4,423 893            | 4,508,048                  |
| LIABILITIES  |                  |                      |                            |
| Share capital  | 28,336           | 28,336               | 28,336                     |
| Share premium account                                    | 259,530          | 259,530              | 259,530                    |
| Supplementary capital                                    | 1,219,990        | 1,219,990            | 983,765                    |
| Other capital reserves                                   | 28,764           | 18,822               | 22,204                     |
| Foreign exchange gains /losses in subsidiaries           | (16,642)         | (25,841)             | (29,795)                   |
| Retained earnings  | 562,269          | 545,850              | 612,135                    |
| Equity   | 2,082,247        | 2,046,687            | 1,876,175                  |
| Long-term liabilities                                    |                  |                      |                            |
| Liabilities due to credits, loans                        | 536,544          | 565,744              | 563,479                    |
| Finance lease liabilities                                | 232,331          | 238,920              | 151,642                    |
| Non-current liabilities on long-term rental              | 191,879          | 188,634              | 105,163                    |
| Other long-term liabilities                              | 4,902            | 8,160                | 6,551                      |
| Deferred income tax provision                            | 3,580            | 21,067               | 4,103                      |
|  | 969,236          | 1,022,525            | 830,938                    |
| Short-term liabilities                                   | ,                |                      | •                          |
| Trade and other liabilities                              | 973,465          | 526,883              | 899,850                    |
| Trade and other liabilities- passed for factoring        | 85,658           | 52,290               | _                          |
| Liabilities due to credits, loans                        | 545,736          | 576,455              | 726,448                    |
| Finance lease liabilities                                | 54,765           | 51,624               | 32,766                     |
| Liabilities on the short-term rental                     | 59,282           | 64,038               | 31,890                     |
| Employee benefits  | 37,305           |                      |                            |
| Income tax liabilities                                   | 37,305<br>89,169 | 35,805<br>47,586     | 31,710<br>78 271           |
|  | 1,845 379        | 1,354,681            | 78,271<br><b>1,800,935</b> |
| TOTAL LIABILITIES  | 4,896,862        | 4,423 893            | 4,508,048                  |
|  | 4,030,002        | <del>+,423 033</del> | 4,300,040                  |



## Interim consolidated statement of comprehensive income

| (in thousand PLN)                                       | for the period of 3 months ended on |             |  |  |
|---|-------------------------------------|-------------|--|--|
|   | 31/03/2020                          | 31/03/2019  |  |  |
| Continued activity                                      |                                     |             |  |  |
| Revenues from the sale of products, goods and materials | 1,955,068                           | 1,998,064   |  |  |
| Cost of sales   | (1,363,577)                         | (1,414,210) |  |  |
| Gross profit on sales                                   | 591,491                             | 583,854     |  |  |
| Other operating revenues                                | 8,271                               | 16,655      |  |  |
| Selling cost, general and administrative expenses       | (323,118)                           | (301,441)   |  |  |
| Costs of distribution service                           | (213,895)                           | (215,087)   |  |  |
| Other operating costs                                   | (12,189)                            | (8,123)     |  |  |
| Operating profit  | 50,560                              | 75,858      |  |  |
| Financial income  | 3,674                               | 652         |  |  |
| Exchange differences                                    | (6,714)                             | 196         |  |  |
| Financial costs   | (15,089)                            | (15,281)    |  |  |
| Profit before tax                                       | 32,431                              | 61,425      |  |  |
| Income tax  | (6,070)                             | (10,946)    |  |  |
| Net profit  | 26,361                              | 50,479      |  |  |
| Attributable to:  |                                     |             |  |  |
| shareholders of the parent company                      | 26,361                              | 50,479      |  |  |
|   | 26,361                              | 50,479      |  |  |
| OTHER COMPREHENSIVE INCOME                              | <del></del>                         |             |  |  |
| Foreign exchange gains /losses                          | 9,199                               | (3,477)     |  |  |
| Total other comprehensive income, net                   | 9,199                               | (3,477)     |  |  |
| COMPREHENSIVE INCOME                                    | 35,560                              | 47,002      |  |  |
| Net profit attributable to:                             |                                     |             |  |  |
| - the shareholders of the parent entity                 | 26,361                              | 50,479      |  |  |
|   | 26,361                              | 50,479      |  |  |
| Comprehensive income attributable to:                   |                                     |             |  |  |
| - the shareholders of the parent entity                 | 35,560                              | 47,002      |  |  |
| - minority interests                                    | -                                   | -           |  |  |
|   | 35,560                              | 47,002      |  |  |
| Earnings per share (PLN)                                |                                     |             |  |  |
| - basic   | 1.86                                | 3.56        |  |  |
| - diluted   | 1.86                                | 3.56        |  |  |
| Number of shares  | 14,168,100                          | 14,168,100  |  |  |
| Number of shares to be diluted                          | 14,168,100                          | 14,168,100  |  |  |



### Interim consolidated statement of changes in equity

#### for the period from 01 January 2020 to 31 March 2020

| (in thousand PLN)  | Share<br>capital  | Share premium account | Supplemen tary capital | Foreign<br>exchange<br>gains<br>/losses | Other reserve capitals | Retained earnings | Equity<br>attributable to<br>the<br>shareholders of<br>the parent entity |
|--|-------------------|-----------------------|------------------------|---|------------------------|-------------------|--|
| As at 01 January 2020  | 28,336            | 259,530               | 1,219,990              | (25,841)                                | 28,764                 | 535,908           | 2,046,687  |
| Profit in the reporting period   | -                 | -                     | -                      | -                                       | -                      | 26,361            | 26,361   |
| Foreign exchange gains /losses  Distribution of prior period profit - allocation to reserve capitals | <del>-</del><br>- | -                     | -                      | 9,199<br>-                              | -                      | -                 | 9,199  |
| As at 31 March 2020  | 28,336            | 259,530               | 1,219 990              | (16,642)                                | 28,764                 | 562,269           | 2,082 247  |

#### for the period from 01 January 2019 to 31 December 2019

| (in thousand PLN)   | Share<br>capital | Share premium account | Supplemen tary capital | Foreign<br>exchange<br>gains /losses<br>in<br>subsidiaries | Other reserve capitals | Retained earnings | Total equity |
|---|------------------|-----------------------|------------------------|--|------------------------|-------------------|--------------|
| As at 01 January 2019   | 28,336           | 259,530               | 983,765                | (26,318)   | 19,030                 | 564,830           | 1,829,173    |
| Statement of comprehensive income   |                  |                       |                        |  |                        | _                 | _            |
| Profit in the reporting period  | -                | -                     | -                      | -  | -                      | 227,096           | 227,096      |
| Foreign exchange gains /losses in subsidiaries                                      | -                | -                     | -                      | 477  | -                      | -                 | 477          |
| Distribution of prior period profit – dividend                                      | -                | -                     | -                      | -  | -                      | (10,059)          | (10,059)     |
| Distribution of retained profits - transfer to<br>supplementary and reserve capital | -                | -                     | 236,225                |  | 9,734                  | (245,959)         | -            |
| As at 31 December 2019  | 28,336           | 259,530               | 1,219,990              | (25,841)   | 28,764                 | 535,908           | 2,046,687    |



#### for the period from 01 January 2019 to 31 March 2019

| (in thousand PLN)  | Share<br>capital | Share premium account | Supplemen tary capital | Foreign<br>exchange<br>gains<br>/losses | Other reserve capitals | Retained earnings | Equity<br>attributable to<br>the<br>shareholders of<br>the parent entity |
|--|------------------|-----------------------|------------------------|---|------------------------|-------------------|--|
| As at 01 January 2019  | 28,336           | 259,530               | 983,765                | (26,318)                                | 19,030                 | 564,830           | 1,829,173  |
| Profit in the reporting period                                       | -                | -                     | -                      | -                                       | -                      | 50,479            | 50,479   |
| Foreign exchange gains /losses                                       | -                | -                     | -                      | (3,477)                                 | -                      | _                 | (3,477)  |
| Distribution of prior period profit - allocation to reserve capitals | -                | -                     | -                      | -                                       | 3,174                  | (3,174)           | -  |
| As at 31 March 2019  | 28,336           | 259,530               | 983,765                | (29,795)                                | 22,204                 | 612,135           | 1,876,175  |



### Interim consolidated statement of cash flows

| (in thousand PLN)   | 1/01/2020 <b>–</b><br>31/03/2020 | 1/01/2019 <b>–</b><br>31/03/2019 |
|---|----------------------------------|----------------------------------|
| Cash flows from operating activities  |                                  |                                  |
| Profit before tax   | 32,431                           | 61,425                           |
| Adjustments:  |                                  |                                  |
| Depreciation and amortization   | 33,230                           | 38,711                           |
| Foreign exchange gains /losses  | 5,445                            | (1,280)                          |
| (Profit / loss on investing activities  | 1,758                            | -                                |
| Net interest  | 13,129                           | 14,768                           |
| Other adjustments, net  | 9,199                            | 1,954                            |
| Operating profit before changes in the working capital  | 95,192                           | 115,578                          |
| Increase (decrease) in inventories  | (365,763)                        | (115,528)                        |
| Change in receivables   | (80,043)                         | (109,369)                        |
| Change in short-term liabilities  | 492,616                          | 194,795                          |
| Cash generated by operating activities  | 142,002                          | 85,476                           |
| Corporate income tax paid   | (4,393)                          | (11,824)                         |
| Net cash from operating activities  | 137,609                          | 73,652                           |
| Cash flow from investment activities  |                                  |                                  |
| Proceeds from the sale of intangible assets, investment property, property, plant and equipment | 623                              | 35,959                           |
| Acquisition of intangible assets, investment property, and property, plant and equipment        | (6,677)                          | (23,670)                         |
| Repayment of loans granted  | 346                              | 355                              |
| Loans granted   | (548)                            | -                                |
| Interest received   | 113                              | 108                              |
| Net cash from investing activities  | (6,143)                          | 12,752                           |
| Cash flow from financing activities   |                                  |                                  |
| Revenues under credits and debt securities  | 4,739                            | -                                |
| Repayment of credits  | (70,557)                         | (11,248)                         |
| Financial lease contracts liabilities   | (30,654)                         | (20,873)                         |
| Interest paid   | (13,242)                         | (13,732)                         |
| Net cash from financing activities  | (109,714)                        | (45,853)                         |
| Net change in cash and cash equivalents   | 21,752                           | 40,550                           |
| Cash and cash equivalents at the beginning of the period  | 143,397                          | 114,725                          |
| Cash and cash equivalents at the end of the period  | 165,148                          | 155,275                          |



# Explanatory notes to the interim condensed financial statements for the period of 3 months ended on 31 March 2020

#### I. Information about the Inter Cars Capital Group

#### Scope of activities

The principal activities of Grupa Kapitałowa Inter Cars Spółka Akcyjna (hereinafter referred to as "the Group," "the Inter Cars Capital Group," the Inter Cars Group") are import and distribution of spare parts for passenger cars and commercial vehicles.

#### Registered seat - the parent entity

Inter Cars S.A.

ul. Powsińska 64

02-903 Warsaw

Poland

Central Warehouse:

Europejskie Centrum Logistyczne (European Logistics Centre)

Swobodnia 35

05-170 Zakroczym

#### Contact and administrative details

The Company has been entered into the Register of Companies of the National Court Register kept by the District Court for the capital city of Warsaw, in Warsaw, XII Commercial Department of the National Court Register, under the following number:

KRS 0000008734

NIP 1181452946

Regon 014992887

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www.intercars.com.pl

#### Supervisory Board (as at the date of approval of the financial statements)

Andrzej Oliszewski, President

Piotr Płoszajski

Tomasz Rusak

Jacek Klimczak

Jacek Podgórski

Radosław Kudła

#### Management Board (as at the date of approval of the financial statements)

Maciej Oleksowicz, President

Krzysztof Soszyński, Vice-President

Wojciech Twaróg

Piotr Zamora

Tomáš Kaštil

#### Statutory auditor

PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp. k. ul. Polna 11; 00-663 Warsaw



#### II. Composition of the Capital Group

The parent company, Inter Cars S.A. ("the Company") is registered in Poland. The interim consolidated financial statements for the period ended on 31 March 2020 contain information about the company, its subsidiaries referred to as the Inter Cars Capital Group ("the Group"), and about the Group's share in related entities.

The consolidated financial statements of the Inter Cars Capital Group for the period ended on 31 December 2019 are available at www.intercars.com.pl in Investor Relations tab.

As at 31 March 2020, the following entities comprised the Inter Cars Capital Group: Inter Cars S.A. as the parent entity, and 32 other entities, including:

- 30 subsidiaries of Inter Cars S.A.
- 2 indirect subsidiaries of Inter Cars S.A.

The Group also holds shares in one related entity.

The first quarter of 2020 saw no changes in the organizational structure of the issuer's Capital Group, including changes resulting from amalgamation or gaining or losing control over subsidiaries and long-term investments or as a result of division, restructuring or discontinuance.

| Name of entity                           | Registered seat                   | Scope of activities  | Consolidation method |                | oup's share in<br>e capital |
|--|-----------------------------------|--|----------------------|----------------|-----------------------------|
|  |                                   |  |                      | 31/03/2020     | 31/03/2019                  |
| Parent company                           |                                   |  |                      |                |                             |
| Inter Cars S.A.                          | Warsaw,<br>Poland                 | Import and distribution of spare parts for passenger cars and commercial vehicles                                  | full                 | Not applicable | Not applicable              |
| Direct subsidiaries                      |                                   |  |                      |                |                             |
| Name of entity                           | Registered seat                   | Scope of activities  | Consolidation method |                | up's share in<br>e capital  |
|  |                                   |  |                      | 31/12/2019     | 31/12/2018                  |
| Inter Cars Ukraine                       | Khmelnitsky,<br>Ukraine           | Distribution of spare parts for passenger cars and commercial vehicles   | full                 | 100%           | 100%                        |
| Q-service Sp. z o.o.                     | Cząstków<br>Mazowiecki,<br>Poland | Advisory services, organization of trainings and seminars related to automotive services and the automotive market | full                 | 100%           | 100%                        |
| Lauber Sp. z o.o.                        | Słupsk,<br>Poland                 | Remanufacturing of car parts   | full                 | 100%           | 100%                        |
| Inter Cars Česká republika s.r.o.        | Prague,<br>Czech<br>Republic      | Distribution of spare parts for passenger cars and commercial vehicles   | full                 | 100%           | 100%                        |
| Feber Sp. z o.o.                         | Warsaw,<br>Poland                 | Manufacture of motor vehicles, trailers and semi-trailers  | full                 | 100%           | 100%                        |
| IC Development & Finance Sp. z o.o       | Warsaw,<br>Poland                 | Real estate development and lease  | full                 | 100%           | 100%                        |
| Armatus sp. z o.o.                       | Warsaw,<br>Poland                 | Distribution of spare parts for passenger cars and commercial vehicles   | full                 | 100%           | 100%                        |
| Inter Cars Slovenská republika<br>s.r.o. | Bratislava,<br>Slovakia           | Distribution of spare parts for passenger cars and commercial vehicles   | full                 | 100%           | 100%                        |
| Inter Cars Lietuva UAB                   | Vilnius,<br>Lithuania             | Distribution of spare parts for passenger cars and commercial vehicles   | full                 | 100%           | 100%                        |
| JC Auto S.A.                             | Braine-le-<br>Château,<br>Belgium | Distribution of spare parts for<br>passenger cars and commercial<br>vehicles                                       | full                 | 100%           | 100%                        |
| Inter Cars Hungária Kft                  | Budapest,<br>Hungary              | Distribution of spare parts for<br>passenger cars and commercial<br>vehicles                                       | full                 | 100%           | 100%                        |
| Inter Cars Italia s.r.l                  | Milan, Italy                      | Distribution of spare parts for<br>passenger cars and commercial<br>vehicles                                       | full                 | 100%           | 100%                        |



| Name of entity   | Registered seat                            | Scope of activities  | Consolidation method |            | up's share in<br>e capital |
|--|--|--|----------------------|------------|----------------------------|
|  |  |  |                      | 31/03/2020 | 31/03/2019                 |
| Inter Cars d.o.o.                                      | Zaprešić<br>(Grad<br>Zaprešić),<br>Croatia | Distribution of spare parts for passenger cars and commercial vehicles       | full                 | 100%       | 100%                       |
| Inter Cars Romania s.r.l.                              | Cluj-Napoca,<br>Romania                    | Distribution of spare parts for passenger cars and commercial vehicles       | full                 | 100%       | 100%                       |
| Inter Cars Cyprus Limited                              | Nicosia,<br>Cyprus                         | Distribution of spare parts for passenger cars and commercial vehicles       | full                 | 100%       | 100%                       |
| Inter Cars Latvija SIA                                 | Mārupes<br>nov., Mārupe<br>, Latvia        | Distribution of spare parts for passenger cars and commercial vehicles       | full                 | 100%       | 100%                       |
| Cleverlog-Autoteile GmbH                               | Berlin,<br>Germany                         | Distribution of spare parts for passenger cars and commercial vehicles       | full                 | 100%       | 100%                       |
| Inter Cars Bulgaria Ltd.                               | Sofia,<br>Bulgaria                         | Distribution of spare parts for passenger cars and commercial vehicles       | full                 | 100%       | 100%                       |
| Inter Cars Marketing Services Sp. z o.o.               | Cząstków<br>Mazowiecki,<br>Poland          | Advertising, market and public opinion research                              | full                 | 100%       | 100%                       |
| ILS Sp. z o.o.   | Swobodnia,<br>Zakroczym,<br>Poland         | Logistics services   | full                 | 100%       | 100%                       |
| Inter Cars Malta Holding Limited                       | Birkirkara,<br>Malta                       | Assets management  | full                 | 100%       | 100%                       |
| Q-service Truck Sp. z o.o.                             | Warsaw,<br>Poland                          | Sale of delivery vans and trucks   | full                 | 100%       | 100%                       |
| Inter Cars INT d.o.o.                                  | Ljubljana,<br>Slovenia                     | Distribution of spare parts for passenger cars and commercial vehicles       | full                 | 100%       | 100%                       |
| Inter Cars Eesti OÜ                                    | Tallinn,<br>Estonia                        | Distribution of spare parts for passenger cars and commercial vehicles       | full                 | 100%       | 100%                       |
| Inter Cars Piese Auto s.r.l.                           | Kishinev,<br>Moldova                       | Distribution of spare parts for passenger cars and commercial vehicles       | full                 | 100%       | 100%                       |
| Inter Cars GREECE.                                     | Athens, Greece                             | Distribution of spare parts for passenger cars and commercial vehicles       | full                 | 100%       | 100%                       |
| Inter Cars d.o.o.                                      | Sarajevo,<br>Bosnia and<br>Herzegovina     | Distribution of spare parts for passenger cars and commercial vehicles       | full                 | 100%       | 100%                       |
| Inter Cars United Kingdom - automotive technology Ltd* | Tipton, Great<br>Britain                   | Distribution of spare parts for<br>passenger cars and commercial<br>vehicles | full                 | 100%       | 100%                       |
| Inter Cars d.o.o. Beograd-<br>Rakovica***              | Belgrade-<br>Rakovica,<br>Serbia           | Distribution of spare parts for passenger cars and commercial vehicles       | full                 | 100%       | 100%                       |
| Inter Cars Fleet Services Sp. z o.o.**                 | Warsaw<br>Poland                           | Services for motor-vehicle fleets related to vehicle repairs                 | Not applicable       | 100%       | -                          |



| Name of entity               | Registered seat      | Scope of activities  | Consolidation method |            | up's share in<br>e capital |  |  |  |
|------------------------------|----------------------|--|----------------------|------------|----------------------------|--|--|--|
|                              |                      |  |                      | 31/03/2020 | 31/03/2019                 |  |  |  |
| Indirect subsidiaries        |                      |  |                      |            |                            |  |  |  |
| Inter Cars Malta Limited**** | Birkirkara,<br>Malta | Sale of spare parts and advisory services related to automotive services and the automotive market | full                 | 100%       | 100%                       |  |  |  |
| Aurelia Auto d o o****       | Vinkovci,<br>Croatia | Distribution of spare parts and real estate rental   | full                 | 100%       | 100%                       |  |  |  |
| Associated entities          |                      |  |                      |            |                            |  |  |  |
| InterMeko Europa Sp. z o.o.  | Warsaw,<br>Poland    | Control and assessment of spare parts, components and accessories                                  | equity<br>method     | 50%        | 50%                        |  |  |  |

<sup>\*</sup> The company started operational activity in 2Q2019.

On 4 February 2020, a resolution was adopted to liquidate the subsidiary entity Inter Cars Deutschland GmbH, which had not become operational prior to the adoption of the said resolution.

#### Stock exchange listings

The shares of Inter Cars S.A., i.e. the parent entity, are listed on the Warsaw Stock Exchange in the continuous trading system.

#### III. Declaration of compliance with IFRS

The condensed interim consolidated financial statements of the Inter Cars Capital Group were prepared for the period of 3 months ended on 31 March 2020.

The condensed interim financial statements covering first quarter of 2020 comply with the requirements of the International Accounting Standard IAS 34 "Interim Financial Reporting" related to interim financial statements.

The condensed interim financial statements of the Group are published together with the condensed standalone interim financial statements. The condensed standalone interim financial statements of the Company should be read together with the condensed interim consolidated financial statements of the Group in order to have a comprehensive view of the financial result and the financial situation of the company.

Preparation of financial statements in accordance with IFRS requires application of specific accounting estimates. It also requires form the Management Board to use its own judgement with regard to application of the accounting standards adopted by the Group. The areas a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are presented in note 14.

Interim condensed consolidated financial statement of Inter Cars S.A. Capital Group prepared for the period of 3 months ended on 31 March 2020 with explanatory notes to interim condensed financial statements and quarterly financial information of Inter Cars S.A. 1Q 2020 was approved by the Board of Managers for publication on 05 June 2020.

#### IV. Basis for preparing the condensed interim consolidated financial statements

With the exception of the changes described in "Changes to the accounting principles," these condense interim financial statements were prepared by the Inter Cars Capital Group in accordance with the same accounting standards as those applied by the Group to prepare the consolidated financial statements for the period ended on 31 December 2019.

<sup>\*\*</sup> The company started operational activity in 1Q2020.

<sup>\*\*\*</sup> The company started operational activity in 4Q2019

<sup>\*\*\*\* 100%</sup> shares held by subsidiary company Inter Cars Malta Holding Limited

<sup>\*\*\*\*\* 100%</sup> shares held by subsidiary company Inter Cars d.o.o. (Croatia)



The condensed interim consolidated financial statements were prepared under the assumption that Group will continue as a going concern in the foreseeable future and that there are no circumstances indicating a threat to the continuance of its operations.

All values presented in the condensed interim financial statements are quoted in PLN '000, unless otherwise indicated.

#### V. Changes to the accounting principles

The information included in these condense interim financial statements was prepared based on the same accounting principles and calculation methods as those applied in the preceding annual consolidated financial statements for the year 2019.

#### VI. Foreign Exchange rates applied to calculate the figures for 1 quarter of 2020

All financial figures presented in the report in EUR were translated according to the following exchange rates:

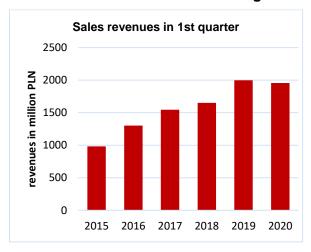
|   | 2020   | 2019   |
|---|--------|--------|
| exchange rate as at 31 Marchaverage exchange rate in the period from 1 January to | 4.5523 | 4.3013 |
| 31 March  | 4.3963 | 4.2978 |

The following principles have been used to convert data presented in thousand EURO in selected financial data:

- the figures resulting from the profit and loss account the average exchange rate constituting the arithmetic mean of the exchange rates announced by President of the National Bank of Poland on the last day of each month of a given period;
- the figures resulting from the balance sheet the exchange rate as at 31 March constituting the average EUR exchange rate announced on 31 March the President of the National Bank of Poland;
- for translating the value of the share capital the average EUR exchange rates applicable on the day on which an increase in the share capital was registered.



# Factors and events of a non-recurring nature having a material bearing on the financial result, and a description of the Company's material achievements and failures along with a list of related key events



1. Summary of activities and consolidated and separate financial results for 1Q 2020

# Summary of financial results of the Inter Cars Group

- In 1Q 2020, the Group recorded a 2,2% decrease of consolidated sales revenues compared to the same period of 2019. The decrease was attributed to the global pandemic of the SARS-COV-2 virus. Consequently, many governments implemented radical limitations to social and economic activity, as well as travel restrictions. Despite gradual lifting of the restrictions, companies, including the Inter Cars Group, have been experiencing a decrease in consumer demand.
- Export sales understood as sales by the overseas distribution companies, and direct sales by Inter Cars S.A. to foreign clients increased by nearly 9.1% compared to the analogous period a year ago.
- The revenues of Inter Cars at home accounted for app. 48.5% of the total revenues of the Capital Group (taking into account consolidation exclusions). The foreign companies' share in the distribution activities increased from 41.5% in the 1st quarter of 2019 to 46.8% in the 1st quarter of 2020. The Polish market remains the basic sales market for the Capital Group.
- The consolidated sales margin went up to 30.3% from 29.2%, an increase by 1.1%.

The margin level in 1Q 2020 was also influenced by the positive exchange differences amounting to PLN 15.7m, and in the same period of 2019 - PLN 5.6m of

negative exchange differences, which lowered the margin for that period of time.

Comparing the level of gross percent margin, if we eliminate the influence of these exchange gains/losses on the margin, it would amount to 29.5% in the first quarter 2020, and was on the same level in comparison to the same period a year ago.

- Selling cost, general and administrative expenses, for the period of 3 months, went up by 7,2% in comparison to the first quarter of a year ago. Most of the costs incurred by the Group, including the costs of leasing office and other space as well as remuneration costs, are fixed costs. The management board has made operational decisions related to decreasing the costs of the company's activity in order for it to remain profitable in view of the sudden drop in sales. The effects of these decisions will not be visible until the next quarters of this year.
- Consolidated net profit amounted to PLN 26,361 million.
- The consolidated EBITDA for 12 months cumulatively for the period ended on 31 March 2020 was PLN 431,364 thousand (measured as a profit on operating activity plus depreciation).
- The net debt /EBITDA ratio is 2.79, compared to 3.10 as at 31 March 2019.
- In Q1 2020 the effective tax rate was equal to the anticipated tax rate for 2020.



Revenues decreased in all geographical markets. The Group has been expanding its business in Central and Eastern Europe. This market displays a large potential of growth and a net profitability higher than the domestic market. The highest sales increase after 1 quarter of 2020 – compared to the same period of the previous year – (after translation to PLN and consolidation exclusions) was recorded by companies in the following countries: Bosnia (65.2%), Republic of Slovenia (35.6%), Ukraine (34.8%) and Republic of Moldova (21.5%). Whilst daughter companies with the biggest influence on the sales revenues of the Group, went up accordingly: Romania (6%), Bulgaria (12%), Hungary (3%) and Slovak Republic (18%).

#### The underlying financial data of the Inter Cars S.A. Group for 1 quarter of 2020 were as follows:

|  | for the period of 3 months<br>ended on |            |            |            | for the period of ended |  |
|--|--|------------|------------|------------|-------------------------|--|
|  | 31/03/2020                             | 31/03/2019 | 31/03/2020 | 31/03/2019 |                         |  |
| ('000)                                   | PLN                                    | PLN        | EUR        | EUR        |                         |  |
| Profit and loss account (for the period) |  |            |            |            |                         |  |
| Sales revenues                           | 1,955,068                              | 1,998,064  | 444,708    | 464,904    |                         |  |
| Gross profit (loss) on sales             | 591,491                                | 583,854    | 134,543    | 135,850    |                         |  |
| Net financial revenues / costs           | (18,129)                               | (14,433)   | (4,124)    | (3,358)    |                         |  |
| Operating profit (loss)                  | 50,560                                 | 75,858     | 11,501     | 17,650     |                         |  |
| Net profit (loss)                        | 26,361                                 | 50,479     | 5,996      | 11,745     |                         |  |
| Other financial data                     |  |            |            |            |                         |  |
| Operating cash flows                     | 137,609                                | 73,652     | 31,301     | 17,137     |                         |  |
| Investing cash flows                     | (6,143)                                | 12,752     | (1,397)    | 2,967      |                         |  |
| Financing cash flows                     | (109,714)                              | (45,853)   | (24,956)   | (10,669)   |                         |  |
| Basic profit per share                   | 1.86                                   | 3.56       | 0.42       | 0.83       |                         |  |
| Sales margin                             | 31.0%                                  | 29.2%      |            |            |                         |  |
| EBITDA margin                            | 4.3%                                   | 5.7%       |            |            |                         |  |
| Balance sheet (as at)                    | 31/03/2020                             | 31/12/2019 | 31/03/2020 | 31/12/2019 |                         |  |
| Cash and cash equivalents                | 165,148                                | 143,397    | 36,278     | 33,679     |                         |  |
| Balance sheet total                      | 4,896,862                              | 4,423 893  | 1,075,690  | 1,038 838  |                         |  |
| Loans, borrowings and finance lease      | 1,369,375                              | 1,432 867  | 300,809    | 336,472    |                         |  |
| Equity                                   | 2,082,247                              | 2,046,687  | 457,405    | 480,612    |                         |  |



# Overview of the financial results of the parent company – Inter Cars

The underlying financial data of Inter Cars S.A. were as follows:

|  | for the period of 3 months<br>ended on |            | for the period<br>ended |            |
|--|--|------------|-------------------------|------------|
|  | 31/03/2020                             | 31/03/2019 | 31/03/2020              | 31/03/2019 |
| ('000)                                   | PLN                                    | PLN        | EUR                     | EUR        |
| Profit and loss account (for the period) |  |            |                         |            |
| Sales revenues                           | 1,396,565                              | 1,454,307  | 317,668                 | 338,384    |
| Gross profit (loss) on sales             | 372,739                                | 352,695    | 84,785                  | 82,064     |
| Costs of license                         | (1,518)                                | (2,095)    | (345)                   | (487)      |
| Net financial revenues / costs           | (15,915)                               | (10,523)   | (3,620)                 | (2,448)    |
| Operating profit (loss)                  | 31,937                                 | 27,052     | 7,265                   | 6,294      |
| Net profit (loss)                        | 10,618                                 | 13,622     | 2,415                   | 3,170      |
| Other financial data                     |  |            |                         |            |
| Operating cash flows                     | 92,228                                 | 5,312      | 20,979                  | 1,236      |
| Investing cash flows                     | (4,067)                                | 25,762     | (925)                   | 5,994      |
| Financing cash flows                     | (84,296)                               | (26,869)   | (19,174)                | (6,252)    |
| Basic profit per share                   | 0.75                                   | 0.96       | 0.17                    | 0.22       |
| Sales margin                             | 26.7%                                  | 24.3%      |                         |            |
| EBITDA margin                            | 3.02%                                  | 2.88%      |                         |            |
| Balance sheet (as at)                    | 31/03/2020                             | 31/12/2019 | 31/03/2020              | 31/12/2019 |
|  | PLN                                    | PLN        | EUR                     | EUR        |
| Cash and cash equivalents                | 21,833                                 | 17,967     | 4,796                   | 4,219      |
| Balance sheet total                      | 3,850 366                              | 3,486 970  | 845,807                 | 818,826    |
| Loans, borrowings and finance lease      | 1,078,096                              | 1,142 042  | 236,824                 | 268,179    |
| Equity                                   | 1,578,504                              | 1,567,886  | 346,749                 | 368,178    |

**The sales revenues** in Q1 2020 were **4% lower** than in the same period of previous year. The Company was facing limited demand on the market, following restrictions and limitations introduced after the outbreak of SARS-COV-2 virus.

The gross sales profit in Q1 2020 amounted to PLN 372,739 thousand and was higher by 5.7%, in comparison to the same period of 2019. The sales margin for 1 quarter of 2020 was 26.7% (compared to 24.3% in 1 quarter of 2019).

**Distribution costs** – the share of the entity managing the branch in the margin earned. The sales margin generated by a branch is divided between the branch and Inter Cars in the 50/50 ratio. The branch system is based on the assumption of entrusting management of a distribution point (branch) to external entities. Sales are made on behalf of Inter Cars.

**Financial revenues and costs** include primarily costs and revenues due to interest on credits. In Q1 2020, the Company incurred PLN 8,077k of these costs.

**Liabilities resulting from credits, loans, debt securities and finance lease** as at 31 March 2020 amounted to PLN 1,078 thousand.

#### 2. Material evaluations and estimates

The preparation of the condensed consolidated interim financial statements in conformity with the EU IFRS requires the Company's Management Board to use evaluations and estimates that affect the application of accounting principles and reported amounts of assets and liabilities, income and



expenses. The judgements and estimates are reviewed on an ongoing basis. Revisions to estimates are recognized in the period in which the estimate is revised.

Information on particularly significant areas that are subject to evaluations and estimates and that affect the interim financial statements did not change from the information presented in the annual financial statements as at 31 December 2019.

#### 3. Seasonality

Sales revenues display a slight degree of seasonality, with Q1 usually constituting app. 22% of the annual sales revenues. In the current financial year, the Company is expecting interference in seasonal sales, as a result of SARS-COV-2 pandemic.

#### 4. Information on business segments

Structure of Inter Cars Capital Group results from strategy of geographical expansion in distribution of automotive spare parts (Inter Cars Ukraine LLC, Inter Cars Česká republika s.r.o., Inter Cars Slovenská republika s.r.o., Inter Cars Lietuva UAB, Inter Cars d.o.o, Inter Cars Hungária Kft., JC Auto S.A, JC Auto s.r.l, Inter Cars Romania s.r.l., Inter Cars Latvija SIA, Inter Cars Bulgaria EOOD, Cleverlog-Autoteile GmbH, Inter Cars Eesti OÜ, Inter Cars INT d.o.o. (Slovenia), Inter Cars Piese Auto s.r.l. (Moldavia), Inter Cars GREECE, Inter Cars d.o.o Sarajevo (Bosnia and Hercegovina), Inter Cars United Kingdom - automotive technology Ltd, Inter Cars d.o.o. Beograd-Rakovica and development of supporting projects for core business (Lauber Sp. z o.o., Feber Sp. z o.o., Q-Service Sp. z o.o., IC Development & Finance Sp. z o.o., Armatus Sp. z o.o., Inter Cars Cyprus Limited, Inter Cars Marketing Services Sp. z o.o., ILS Sp. z o.o., Inter Cars Malta Holding, Inter Cars Malta Limited, Q-Service Truck Sp. Z o.o. and Aurelia Auto d o o.

The above-mentioned entities were consolidated with the full method as at 31 March 2020. Financial data of InterMeko Europe Sp. z o.o. were consolidated using equity method .

The core business of the Inter Cars S.A. Capital Group is the sale of spare parts. Additionally, the companies Feber Sp. z o.o., Lauber Sp. z o.o., IC Development & Finance Sp. z o.o. and ILS Sp. z o.o. operate also in other sectors, including: manufacture of trailers, remanufacture of parts, development and logistics services, whereas the newly created company Inter Cars Fleet Services Sp. z o.o. offers comprehensive handling of car fleets, including comprehensive body and mechanical repair services.

The Inter Cars Capital Group applies uniform accounting principles to all segments. Transactions between particular segments are carried out at arm's length. The above-mentioned transactions were eliminated from these condensed consolidated quarterly financial statements.

#### Information on business segments

for the period of 3 months ended on 31 March 2020

|                     | Sale of spare<br>parts | Other segments | Eliminations | Total     |
|---------------------|------------------------|----------------|--------------|-----------|
| External sales      | 1,830 464              | 124,604        | -            | 1,955 068 |
| Inter-segment sales | 2,144                  | 29,075         | (31,219)     | -         |
| Profit before tax   | 46,692                 | 2,266          | (16,527)     | 32,431    |

#### for the period of 3 months ended on 31 March 2019

|                     | Sale of spare parts | Other segments | Eliminations | Total     |
|---------------------|---------------------|----------------|--------------|-----------|
| External sales      | 1,965,168           | 32,896         | -            | 1,998,064 |
| Inter-segment sales | 1,920               | 116,326        | (118,246)    | -         |
| Profit before tax   | 58,696              | 4,775          | (2,046)      | 61,425    |



#### Assets by operating segments

|                             | 31/03/2020  | 31/12/2019  |
|-----------------------------|-------------|-------------|
| Sale of spare parts segment | 6,663 773   | 6,253,895   |
| Other segments              | 510,498     | 496,432     |
| Eliminations                | (2,277,409) | (2,242,279) |
|                             | 4,896,862   | 4,508,048   |

#### 5. Dividend

In the reporting period, no dividend was distributed by Inter Cars S.A.

On 5 May 2020, the Company's Management Board passed a resolution to accept the Board's motion for the distribution of the 2019 profit, in conformity with which the Board shall motion for the distribution of the 2019 profit such that the net profit of PLN 154,974,364.54 earned in 2019 shall be transferred in full to supplementary capital. The Company's Supervisory Board acknowledged and approved the Management Board's motion of 5 May 2020 regarding the distribution of the 2019 profit and recommended that the Company's Shareholders Meeting adopt a resolution on distributing the 2019 profit in conformity with the Management Board's motion.

This constitutes a deviation from the Company's dividend policy for the years 2017-2019, adopted and announced by the Company's Management Board on 9 May 2017, and is justified by the economic uncertainty caused by the SARS-CoV-2 pandemic.

#### 6. Liabilities due to borrowings and other debt instruments

#### The new syndicated credit facility agreement

The credit conditions for term loans and revolving credits are described in the annual consolidated financial statements of the Group.

#### Bank credits concluded directly by subsidiary companies

In the reporting period subsidiary companies did not conclude any new credit agreements.

Conditions of credit facility agreements have been described in consolidated financial statements of the Group.

#### Loans and borrowings as at 31 March 2020

| Current leans and harveyings at naminal value                   | Contractual                      | Used    | Maturity               |
|---|----------------------------------|---------|------------------------|
| Current loans and borrowings at nominal value                   | amount<br>(limit)                | Used    | date                   |
| Syndicated credit   | 878,688                          | 466,521 | 12-11-2020             |
| Inter Cars S.A.   |                                  | 417,900 |                        |
| Inter Cars Slovenska Republika s.r.o.                           |                                  | 36,116  |                        |
| Lauber Sp. z.o.o.   |                                  | 12,505  |                        |
| ING Bank N.V. (Inter Cars Romania s.r.l.)                       | 66,003                           | 58,945  | 11-11-2020             |
| Nova Kreditna Banka Maribor d.d. (ICSI - Inter Cars INT D o.o.) | 6,828                            | 4,552   | 18-11-2020             |
| Raiffeisen a.s. (Inter Cars Česká republika s.r.o)              | 29,304                           | 16,256  | 28-02-2021             |
|   | 980,823                          | 546,275 |                        |
| Non-current loans and borrowings at nominal value               | Contractual<br>amount<br>(limit) | Used    | Maturity<br>date       |
| Syndicated credit   | 565,500                          | 537,000 | 12-11-2021             |
|   | 565,500                          | 537,000 | · - · · <b>- · - ·</b> |



| Loans and borrowings as at 31/03/2019   |                                   |   |                  |
|---|-----------------------------------|---|------------------|
| Current loans and borrowings at nominal value   | Contractua<br>I amount<br>(limit) | Used  | Maturity<br>date |
| Syndicated credit Inter Cars S.A. Inter Cars Slovenska Republika s.r.o. Lauber Sp. z.o.o. | 838,000                           | <b>513,450</b><br>478,613<br>20,006<br>14,831 | 14-11-2019       |
| Raiffeisen a.s. (Inter Cars Česká republika s.r.o)  | 25,573                            | 24,990  | 20-02-2020       |
| ING Bank N.V. (Inter Cars Romania s.r.l.)   | 63,203                            | 49,971  | 27-12-2019       |
|   | 926,776                           | 588,411                                       |                  |
| Non-current loans and borrowings at nominal value   | Contractua<br>I amount<br>(limit) | Used  | Maturity<br>date |
| Syndicated credit   | 537,000                           | 537,000                                       | 14-11-2021       |
| Nova Kreditna Banka Maribor d.d. (Inter Cars INT D o.o.                                   | 8,603                             | 2,151   |                  |
|   | 545,603                           | 539,151                                       |                  |

#### 7. Contingent liabilities and sureties

In the reporting period, Inter Cars S.A. and its subsidiaries did not grant any sureties for credits, loans or other guarantees with substantial value.

Sureties and guarantees granted by the Group as at 31 March 2020 amounted in total to: PLN 25,422 thousand.

# 8. The Management Board's standpoint on the feasibility of meeting the previously published forecasts of financial results for 2020

The Board of Directors of Inter Cars S.A. has not published any forecast of financial results for the year 2020.

# 9. Shareholders holding 5% or more of the total vote at the General Shareholders Meeting of Inter Cars S.A.

Shareholders holding 5% or more of the total vote at the General Shareholders Meeting of Inter Cars S.A., as at the day of publication of these financial statements:

| Shareholder  | Number of shares | Total<br>nominal<br>value | Percentage of share in the share capital held | Percentage<br>of total vote<br>held |
|--|------------------|---------------------------|---|-------------------------------------|
|  |                  | (PLN)                     | (%)   | (%)                                 |
| OK Automotive Investments B.V.*                            | 3,726,721        | 7,453,442                 | 26.30%  | 26.30%                              |
| AVIVA Otwarty Fundusz Emerytalny<br>Aviva BZ WBK           | 1,896,778        | 3,793,556                 | 13.39%  | 13.39%                              |
| Nationale-Nederlanden OFE and<br>Nationale-Nederlanden DFE | 1,416,799        | 2,833,598                 | 9.99%   | 9.99%                               |
| Andrzej Oliszewski   | 1,277,370        | 2,554,740                 | 9.02%   | 9.02%                               |
| Immersion Capital LLP                                      | 748,776          | 1,497,552                 | 5.29%   | 5.29%                               |
| Total  | 9,066,444        | 18,132,888                | 63.99%  | 63.99%                              |

<sup>\*</sup>OK Automotive Investments B.V. is a company which is dependent from Krzysztof Oleksowicz - a Member of the Management Board of the Company till 31 December 2019

Until the date of release of these financial statements, the Company had not received any other shareholding notifications.



From the date of publication of the previous report, i.e. 17 April 2020, there has been no change in shareholders holding at least 5% of total shares of the Company.

One share gives one vote at the General Shareholders Meeting of the Company. Voting restrictions are laid out in §18a of the Articles of Association, according to which no shareholder holding over 33% of votes may cast more that 33% of the total number of votes they are entitled to as at the date of the General Meeting. This restriction does not apply to determining the purchasers of substantial blocks of shares.

Furthermore, pursuant to the provisions of the Articles, this limitation shall expire if one of the shareholders purchases (on their own behalf and account) and registers at the General Meeting over 50% of the total number of votes in the Company, provided that all shares above 33% of the total number of shares in the Company and all shares above this threshold are purchased by such shareholder in response to a call to subscribe for all shares of the Company announced in conformity with the Act.

Above change of Status of the Company was registered by the registry court - District Court for the Capital City of Warsaw in Warsaw, XII Commercial Department of the National Court Register, on 17 May 2017.

#### 10.Changes in the number of shares and rights to shares (options) in Inter Cars S.A. held by the Company's Management and supervisory personnel since the publication of the most recent quarterly report.

The Company's supervisory and managing personnel hold directly 5 005 591 of shares, constituting 35,33% of the total vote at the General Shareholders Meeting of Inter Cars.

The managing and supervisory personnel hold no shares in the subsidiaries of Inter Cars. List of shares being held by the managing and supervisory personnel of Inter Cars as at the date of publishing the report is presented in below chart:

| Shareholder        | Number of shares | Total nominal value | Percentage<br>of share in<br>the share<br>capital held | Percentage<br>of total vote<br>held |
|--------------------|------------------|---------------------|--|-------------------------------------|
|                    |                  |                     | (%)  | (%)                                 |
| Management Board   |                  |                     |  |                                     |
| Tomáš Kaštil       | 1,500            | 3,000               | 0.01%  | 0.01%                               |
|                    | 1,500            | 3,000               |  |                                     |
| Supervisory Board  |                  |                     |  |                                     |
| Andrzej Oliszewski | 1,277,370        | 2,554,740           | 9.02%  | 9.02%                               |
|                    | 1,277,370        | 2,554,740           |  |                                     |
| Total              | 1,278 870        | 2,557,740           | 9.03%  | 9.03%                               |

There were no changes in ownership of the Company shares held by the Company's management and supervisory personnel since the publication of the most recent quarterly report, i.e. 17 April 2020.

#### 11.Information on important court, arbitration and administrative proceedings

No material proceedings were instituted in the reporting period before a court or a public administration authority relating to liabilities or receivables of the Company or its subsidiaries nor there are any material proceedings pending before a court or a public administration authority relating to liabilities or receivables of the Company or its subsidiaries.



#### 12. Transactions with related entities

| (in thousand PLN)  | 1.01.2020-<br>31.03.2020 | 1.01.2019-<br>31.03.2019 |
|--|--------------------------|--------------------------|
| remuneration of the members of the Supervisory Board and the<br>Management Board |                          |                          |
| Remuneration of the members of the Supervisory Board                             | 158                      | 128                      |
| Remuneration of the members of the Management Board                              | 611                      | 814                      |
|  | 768                      | 942                      |
|  | 1.01.2020-<br>31.03.2020 | 1.01.2019-<br>31.03.2019 |
| Transactions with related entities   |                          |                          |
| Income on sales to related entities  | 640                      | 626                      |
| Purchase of goods and services from related entities                             | 4,548                    | 4,326                    |
|  | 31/03/2020               | 31/12/2019               |
| Settlements with related entities  |                          |                          |
| Receivables from related entities  | 1,652                    | 1,517                    |
| Liabilities to related entities  | 321                      | 253                      |

80% of the goods and services purchased from related entities relates to the standard distribution service settled based on the same principles as those applicable to all branches. Placement in this category results from the family ties between a branch director and one of the members of the management Board of Inter Cars S.A.

# 13. Other information which the Company deems relevant for the assessment of its personnel, assets, financial position and financial result or changes in any of the foregoing, and for the assessment of the Company's ability to perform its obligations

This information is included in the section entitled "Factors and events of a non-recurring nature having a material bearing on the financial result, and a description of the Company's material achievements and failures along with a list of related key events."

# 14. Events subsequent to the balance sheet day as at which the report was prepared which may have a material bearing on the Company's future financial results

In connection with the COVID-19, many governments, including the government of Poland, had implemented radical limitations to social and economic activity, as well as travel restrictions. Consequently, many companies in Europe have suspended or limited their activity. There has been an increase in unemployment, a decrease in the consumer purchasing power and in consumption. The trans-border transport difficulties have caused disturbances to global delivery chains. Simultaneously, the costs of providing anti-virus protection to employees are increasing and so are the costs of providing them with appropriate remote working tools.

Despite gradual lifting of the restrictions, companies, including the Inter Cars Group, have been experiencing a decrease in consumer demand. In the case of the Inter Cars Group, the decrease in the demand for its products and services results from a decrease in mobility in particular countries (caused, among other things, by a major shift to the home office mode) and a drop in the sales of new and second hand cars. In the long run, the demand may further shrink due a potential increase in the number of companies having people work from home and by the resulting decrease in their car fleets and mobility. As of today, due to the quickly changing circumstances and the legal situation related to the spread of the pandemic in particular countries, it is impossible to present a precise and reliable evaluation of the impact of the present situation on the Company's results in the quarters to come.

In addition to affecting the demand and supply, the pandemic has also translated into a significant growth in the variability of prices of assets on the financial markets. Consequently, the local currency to euro exchange rate is subject to big fluctuations and banks have been changing their credit



policies. Nevertheless, the Inter Cars Group has not reported a possibility of an increased liquidity risk and the risk related to the availability of financing.

15.Information on material transactions with related entities concluded on terms other than at arm's length, including information on their amounts and nature.

All transactions with related entities were concluded at arm's length.

# 16. Factors which in the Company's opinion will affect its financial results in the period covering at least the next quarter.

Factors which in the Management Board's opinion will affect the Company's financial results in Q2 2020 include:

- the condition of the Polish and European economy and its impact on the financial situation of customers and consumers (including the impact of the COVID-19 pandemic on the global economy and the market demand);
- optimization of business costs to maintain profitability on a proper level in the face of a sudden decrease in sales related to the pandemic, in particular:
  - shortening of time of work by maximum 20%
  - reduction of employment
  - renegotiation of contracts with suppliers
  - suspension of projects
  - limitation of IT budget
  - decrease in expenditure on marketing
  - limitation of bonuses
  - renegotiation of lease contracts
  - optimization of distribution chain
- ✓ renegotiation of contracts with suppliers and the risk of receiving trade bonuses in the amounts lower than planned;
- ✓ trends in the foreign exchange rates, mainly EUR, USD and YEN against PLN, UAH, HUF, CZK, HRK, RON, BGN, MDL and BAM;
- trends in the demand from export customers, related mainly to political and legal situation in Ukraine;
- changes in interest rates, which will determine the amount of interest on contracted loans and thus affect the financial expenses;
- ✓ planned improvement in the stock turnover, which should reduce the financial costs by lowering the requirement for inventory financing;
- ✓ optimization of logistics processes related to cost reductions;
- ✓ enhanced awareness of the "Inter Cars" brand and obtaining new customers, which will
  contribute to the development of operating activities;



## QUARTERLY SEPARATE FINANCIAL STATEMENTS OF INTER CARS S.A.

### Statement of financial position

| (in thousand PLN)                              | 31/03/2020 | 31/12/2019 | 31/03/2019 |
|--|------------|------------|------------|
| ASSETS   |            |            |            |
| Non-current assets                             |            |            |            |
| Property, plant and equipment                  | 114,556    | 119,783    | 135,064    |
| Right-of-use assets                            | 13,071     | 14,913     | 23,444     |
| Intangible assets                              | 185,469    | 187,095    | 182,872    |
| Investments in subordinated entities           | 427,209    | 425,367    | 418,193    |
| Investments available for sale                 | 258        | 258        | 258        |
| Receivables                                    | 18,043     | 16,012     | 17,163     |
| Non-current receivables on long-term rental    | 95,155     | 96,761     | -          |
| Deferred tax assets                            | 9,848      |            |            |
|  | 863,609    | 860,189    | 776,994    |
| Current assets                                 |            |            |            |
| Inventory                                      | 1,530 175  | 1,256,345  | 1,485,149  |
| Trade and other receivables                    | 1,393,302  | 1,311,271  | 1,352,470  |
| Receivables on short-term rental               | 41,447     | 41,198     | 61,291     |
| Cash and cash equivalents                      | 21,833     | 17,967     | 28,487     |
|  | 2,986 757  | 2,626 781  | 2,927,397  |
| TOTAL ASSETS                                   | 3,850 366  | 3,486 970  | 3,704,391  |
| LIABILITIES                                    |            |            |            |
| Equity   |            |            |            |
| Share capital                                  | 28,336     | 28,336     | 28,336     |
| Share premium account                          | 259,530    | 259,530    | 259,530    |
| Supplementary capital                          | 1,118 787  | 1,118,787  | 900,217    |
| Other reserve capitals                         | 5,935      | 5,935      | 5,935      |
| Retained earnings                              | 165,916    | 155,298    | 242,574    |
|  | 1,578,504  | 1,567,886  | 1,436,592  |
| Long-term liabilities                          |            |            |            |
| Liabilities due to credits, loans              | 536,541    | 536,487    | 535,378    |
| Finance lease liabilities                      | 19,524     | 22,517     | 14,383     |
| Non-current liabilities on long-term rental    | 95,155     | 96,761     | 48,106     |
| Deferred income tax provision                  |            | 20,777     | (14,198)   |
|  | 651,220    | 676,542    | 583,669    |
| Short-term liabilities                         |            |            |            |
| Trade and other liabilities                    | 978,160    | 575,776    | 826,623    |
| Liabilities on credits, loans, debt securities | 508,304    | 568,810    | 780,486    |
| Finance lease liabilities                      | 13,726     | 14,228     | 10,112     |
| Liabilities on the short-term rental           | 41,447     | 41,198     | 13,186     |
| Employee benefits                              | 20,420     | 19,487     | 15,700     |
| Income tax liabilities                         | 58,585     | 23,043     | 38,023     |
|  | 1,620,642  | 1,242 542  | 1,684,130  |
| TOTAL LIABILITIES                              | 3,850 366  | 3,486 970  | 3,704,391  |



## Statement of comprehensive income

| (in thousand PLN)                                       | sand PLN) for the period of 3 months en |             |  |
|---|---|-------------|--|
|   | 31/03/2020                              | 31/03/2019  |  |
| Continued activity                                      |   |             |  |
| Revenues from the sale of products, goods and materials | 1,396,565                               | 1,454,307   |  |
| Cost of sales   | (1,023,826)                             | (1,101,612) |  |
| Gross profit on sales                                   | 372,739                                 | 352,695     |  |
| Other operating revenues                                | 9,995                                   | 11,033      |  |
| Selling cost, general and administrative expenses       | (198,268)                               | (181,393)   |  |
| Costs of distribution service                           | (115,792)                               | (125,989)   |  |
| Costs of license  | (1,518)                                 | (2,095)     |  |
| Other operating costs                                   | (35,219)                                | (27,199)    |  |
| Operating profit  | 31,937                                  | 27,052      |  |
| Financial income  | 2,341                                   | 890         |  |
| Dividends received                                      | -                                       | -           |  |
| Foreign exchange gains/losses                           | (6,714)                                 | 196         |  |
| Financial costs   | (11,542)                                | (11,609)    |  |
| Profit before tax                                       | 16,022                                  | 16,529      |  |
| Income tax  | (5,404)                                 | (2,907)     |  |
| Net profit  | 10,618                                  | 13,622      |  |
| OTHER COMPREHENSIVE INCOME                              |   |             |  |
| Total other comprehensive income, net                   |   | <u>-</u>    |  |
| COMPREHENSIVE INCOME                                    | 10,618                                  | 13,622      |  |
| Earnings per share (PLN)                                |   |             |  |
| - basic   | 0.75                                    | 0.96        |  |
| - diluted   | 0.75                                    | 0.96        |  |
| Number of shares  | 14,168,100                              | 14,168,100  |  |
| Number of shares to be diluted                          | 14,168,100                              | 14,168,100  |  |



### Statement of changes in equity

### for the period from 01 January 2020 to 31 March 2020

| (in thousand PLN)  | Share<br>capital | Share premium account | Supplemen tary capital | Other reserve capitals | Retained earnings | Total<br>equity |
|--|------------------|-----------------------|------------------------|------------------------|-------------------|-----------------|
| Shareholder's equity as at 01 January 2020                               | 28,336           | 259,530               | 1,118 787              | 5,935                  | 155,298           | 1,567,886       |
| Statement of comprehensive income  |                  |                       |                        |                        |                   |                 |
| Profit in the reporting period   | -                | -                     | -                      | -                      | 10,618            | 10,618          |
| Total comprehensive income in the reporting period                       | -                | -                     | -                      | -                      | 10,618            | 10,618          |
| Distribution of retained profits - carried over to supplementary capital |                  | <u>-</u>              |                        | <u>-</u>               |                   |                 |
| Owner's equity as at 31 March 2020                                       | 28,336           | 259,530               | 1,118 787              | 5,935                  | 165,916           | 1,578,504       |
| for the period from 01 January 2019 to 31 December 2019                  |                  |                       |                        |                        |                   |                 |
| (in thousand PLN)  | Share<br>capital | Share premium account | Supplemen tary capital | Other reserve capitals | Retained earnings | Total<br>equity |
| Shareholder's equity as at 01 January 2019                               | 28,336           | 259,530               | 900,217                | 5,935                  | 228,952           | 1,422,970       |
| Statement of comprehensive income  |                  |                       |                        |                        |                   |                 |
| Profit in the reporting period   | -                | -                     | -                      | -                      | 154,975           | 154,975         |
| Total comprehensive income   | -                | -                     | -                      | -                      | 154,975           | 154,975         |
| Transactions with shareholders   |                  |                       |                        |                        |                   |                 |
| Distribution of prior period profit — dividend                           | -                | -                     | -                      | -                      | (10,059)          | (10,059)        |
| Distribution of retained profits - carried over to supplementary capital |                  |                       | 218,570                |                        | (218,570)         |                 |
| Owner's equity as at 31 December 2019                                    | 28,336           | 259,530               | 1,118 787              | 5,935                  | 155,298           | 1,567,886       |



#### for the period from 01 January 2019 to 31 March 2019

| (in thousand PLN)  | Share capital | Share premium account | Supplemen tary capital | Other reserve capitals | Retained earnings | Total<br>equity |
|--|---------------|-----------------------|------------------------|------------------------|-------------------|-----------------|
| Shareholder's equity as at 01 January 2019                               | 28,336        | 259,530               | 900,217                | 5,935                  | 228,952           | 1,422,970       |
| Statement of comprehensive income  |               |                       |                        |                        |                   |                 |
| Profit in the reporting period   | -             | -                     | -                      | -                      | 13,622            | 13,622          |
| Total comprehensive income in the reporting period                       | -             | -                     | -                      | -                      | 13,622            | 13,622          |
| Distribution of retained profits - carried over to supplementary capital |               |                       |                        |                        |                   |                 |
| Owner's equity as at 31 March 2019                                       | 28,336        | 259,530               | 900,217                | 5,935                  | 242,574           | 1,436,592       |



### Statement of cash flows

| (in thousand PLN)  | 1/01/2020 –<br>31/03/2020 | 1/01/2019–<br>31/03/2019 |
|--|---------------------------|--------------------------|
| Cash flows from operating activities                                       |                           |                          |
| Profit (loss) before tax   | 16,022                    | 16,529                   |
| Adjustments:   |                           |                          |
| Depreciation and amortization  | 10,263                    | 14,850                   |
| Foreign exchange gains /losses   | 5,288                     | 639                      |
| (Profit / loss on investing activities                                     | (78)                      | (1,729)                  |
| Net interest and share in profits  | 8,768                     | 9,632                    |
| Net dividends  | -                         | -                        |
| Other adjustments, net   | (41)                      | (26)                     |
| Operating profit before changes in the working capital                     | 40,222                    | 39,895                   |
| Increase (decrease) in inventories   | (273,829)                 | (133,584)                |
| Change in receivables  | (81,793)                  | (65,610)                 |
| Change in short-term liabilities   | 408,116                   | 165,390                  |
| Cash generated by operating activities                                     | 92,716                    | 6,091                    |
| Corporate income tax paid  | (487)                     | (779)                    |
| Net cash from operating activities   | 92,228                    | 5,312                    |
| Cash flow from investment activities                                       |                           |                          |
| Proceeds from the sale of plant, property, equipment and intangible assets | 411                       | 30,958                   |
| Purchase of property, plant, equipment and intangible assets               | (2,063)                   | (11,270)                 |
| Purchase of financial assets in related and other entities                 | (1,841)                   | -                        |
| Repayment of loans granted   | 266                       | 5,623                    |
| Loans granted  | (1,700)                   | -                        |
| Interest received  | 288                       | 451                      |
| Dividends received   | 572                       |                          |
| Net cash from investing activities   | (4,067)                   | 25,762                   |
| Cash flow from financing activities  |                           |                          |
| (repayments) / proceeds from credits and leases                            | (14,152)                  | (6,590)                  |
| Liabilities on credits and loans   | (61,088)                  | (11,371)                 |
| Deposits received /(returned)  | (50)                      | 50                       |
| Interest paid  | (9,056)                   | (8,908)                  |
| Net cash from financing activities   | (84,296)                  | (26,869)                 |
| Net change in cash and cash equivalents                                    | 3,866                     | 4,205                    |
| Cash and cash equivalents at the beginning of the period                   | 17,967                    | 24,283                   |
| Cash and cash equivalents at the end of the period                         | 21,833                    | 28,488                   |



#### 1. Accounting principles

The accounting principles applied by Inter Cars are the same as those applied by the Group, with the exception of interest in subsidiaries, valued at the historical costs minus revaluation writedowns.

#### 2. Investments in subordinated entities

The following investments in subordinated entities took place in the first quarter 2020:

|  | 2020    | 2019    |
|--|---------|---------|
| As at 1 January (gross)  | 425,978 | 426,145 |
| Increase, including:   | 1,841   | -       |
| - increase in share capital in Inter Cars d o.o. Beograd<br>Rakovica | 846     | -       |
| - increase in share capital in Inter Cars Fleet Services Sp. z o.o.  | 995     | -       |
| As at 31 March (gross):  | 427,819 | 426,145 |
| - write-down on Inter Cars Ukraine                                   | -       | (7,000) |
| - impairment on Inter Cars Hungaria Kft.                             | (611)   | (611)   |
| - impairment on JC Auto s.r.o  | -       | (341)   |
| As at 31 March (net)   | 427,208 | 418,193 |
|  |         |         |

#### 3. Transactions with related entities in the condensed standalone financial statements

|  | Sales revenues                   |                                  | Purchase                         | of goods and services     |
|--|----------------------------------|----------------------------------|----------------------------------|---------------------------|
|  | 1/01/2020 <b>–</b><br>31/03/2020 | 1/01/2019 <b>–</b><br>31/03/2019 | 1/01/2020 <b>–</b><br>31/03/2020 | 1/01/2019 –<br>31/03/2019 |
| Inter Cars Ukraine LLC                                 | 36,986                           | 25,377                           | -                                | -                         |
| Q-Service Sp. z o.o.                                   | 2                                | 208                              | 54,919                           | 71,909                    |
| Lauber Sp. z o.o.                                      | 2,357                            | 2,151                            | 24,601                           | 10,323                    |
| Inter Cars Česká republika s.r.o.                      | 41,914                           | 37,260                           | 1,231                            | 1,119                     |
| Inter Cars Slovenská republika s.r.o.                  | 46,081                           | 37,469                           | 1,338                            | 907                       |
| Feber Sp. z o.o.                                       | 196                              | 237                              | 1,062                            | 3,741                     |
| Inter Cars Lietuva UAB                                 | 46,820                           | 49,235                           | 1,046                            | 2,607                     |
| IC Development & Finance Sp. z o.o.                    | 5                                | 10                               | 122                              | 195                       |
| Inter Cars Italia srl.                                 | 1,758                            | 4,137                            | 28                               | 28                        |
| Inter Cars d.o.o.                                      | 27,006                           | 26,789                           | 1,663                            | 639                       |
| JC Auto S.A.   | 73                               | -                                | -                                | 3,254                     |
| Inter Cars Hungária Kft.                               | 28,670                           | 20,011                           | 1,067                            | 548                       |
| Inter Cars Romania s.r.l.                              | 54,432                           | 46,394                           | 643                              | 488                       |
| Armatus sp. z o.o.                                     | 1                                | 1                                | 147                              | 282                       |
| Cleverlog-Autoteile GmbH                               | 24,944                           | 20,667                           | 144                              | 102                       |
| Inter Cars Latvija SIA                                 | 24,970                           | 27,660                           | 798                              | 954                       |
| Inter Cars Bulgaria EOOD                               | 24,161                           | 17,370                           | 409                              | 363                       |
| Inter Cars Marketing Services Sp. z o.o.               | 60                               | 74                               | 19,461                           | (17,387)                  |
| ILS Sp. z o.o.   | 1,084                            | 1,258                            | 85,035                           | 90,410                    |
| Q-Service Truck Sp. z o.o.                             | 207                              | 142                              | 5,200                            | 5,260                     |
| Inter Cars Malta Limited                               | 30                               | 1                                | 87,619                           | 122,575                   |
| Inter Cars INT d.o.o. (Slovenia)                       | 1,951                            | 2,091                            | 126                              | 92                        |
| Inter Cars Eesti OÜ                                    | 4,580                            | 4,766                            | 382                              | 264                       |
| Inter Cars Piese Auto s.r.l.                           | 3                                | 2                                | -                                | -                         |
| Inter Cars Greece                                      | 2,078                            | 1,140                            | 51                               | -                         |
| Inter Cars United Kingdom - AUTOMOTIVE TECHNOLOGY LTD. | 4,286                            | -                                | -                                | -                         |
|  | 374,653                          | 324,450                          | 287,091                          | 298,673                   |

Transactions with related entities in the condensed standalone financial statements (continued)



|  | Receivables as at |            | Liabilitie | es as at   |
|--|-------------------|------------|------------|------------|
|  | 31/03/2020        | 31/12/2019 | 31/03/2020 | 31/12/2019 |
| Inter Cars Ukraine LLC                                 | 78,879            | 64,095     | -          | -          |
| Q-Service Sp. z o.o.                                   | -                 | 175        | 43,747     | 32,045     |
| Lauber Sp. z o.o.                                      | 24,551            | 21,237     | 18,297     | 11,240     |
| Inter Cars Česká republika s.r.o.                      | 56,534            | 52,403     | 42         | 117        |
| Inter Cars Slovenská republika s.r.o.                  | 44,227            | 36,467     | 1,376      | -          |
| Feber Sp. z o.o.                                       | 139               | 20         | 6,620      | 5,311      |
| Inter Cars Lietuva UAB                                 | 51,255            | 46,453     | 50         | -          |
| IC Development & Finance Sp. z o.o.                    | 71                | 66         | 1,462      | 1,535      |
| Inter Cars Italia srl.                                 | (8,668)           | 520        | 834        | 752        |
| Inter Cars d.o.o.                                      | 153,655           | 140,756    | 2,655      | 864        |
| JC Auto S.A.   | 76                | -          | 1          | 403        |
| Inter Cars Hungária Kft.                               | 57,584            | 46,695     | 156        | 18         |
| Inter Cars Romania s.r.l.                              | 284,969           | 293,387    | 45         | 65         |
| Armatus sp. z o.o.                                     | 1                 | 1          | (161)      | (250)      |
| Cleverlog-Autoteile GmbH                               | 2,944             | 2,700      | 155        | -          |
| Inter Cars Latvija SIA                                 | 48,096            | 46,698     | 110        | 189        |
| Inter Cars Bulgaria EOOD                               | 61,799            | 47,053     | 92         | -          |
| Inter Cars Marketing Services Sp. z                    | 57                | 3          | 105 100    | 02 424     |
| 0.0.   | 37                | 3          | 105,492    | 93,121     |
| ILS Sp. z o.o.   | 415               | 3,262      | 25,467     | 47,701     |
| Q-Service Truck Sp. z o.o.                             | 140               | 73         | 1,498      | 1,483      |
| Inter Cars Malta Holding Limited                       | 20                | 19         | -          | -          |
| Inter Cars Malta Limited                               | 26                | (6)        | 141,343    | 107,392    |
| Inter Cars INT d.o.o. (Slovenia)                       | 1,305             | 1,597      | 354        | 236        |
| Inter Cars Eesti OÜ                                    | 3,856             | 2,359      | 340        | 6          |
| Inter Cars Piese Auto s.r.l.                           | (86)              | (83)       | -          | -          |
| Inter Cars Greece                                      | 2,746             | 1,252      | 61         | 6          |
| ILS Latvijas filialie                                  | 42                | 52         | -          | -          |
| Intermeko Europe Sp. z o.o.                            | 1                 | 11         | -          | 41         |
| Inter Cars d o.o. (Bosnia)                             | 183               | 168        | -          | -          |
| Inter Cars United Kingdom - AUTOMOTIVE TECHNOLOGY LTD. | 3,103             | 3,291      | -          | -          |
| Inter Cars Cyprus Ltd.                                 | 4                 | 4          |            | <u>-</u>   |
| Gross  | 867,901           | 810,705    | 350,018    | 302,260    |
| Reserves for returns                                   | (70,296)          | (70,296)   |            |            |
| Net  | 797,605           | 740,409    | 350,018    | 302,260    |

| 0.441       |    |       |     |            |  |
|-------------|----|-------|-----|------------|--|
| Settlements | on | ioans | and | porrowings |  |

| Receivables from subsidiaries                     | 31/03/2020 | 31/12/2019 |
|---|------------|------------|
| Lauber Sp. z o.o.                                 | 8,802      | 8,777      |
| IC Development & Finance Sp. z o.o.               | 17,801     | 17,776     |
| Inter Cars Bulgaria EOOD                          | 1,031      | 965        |
| Q-Service Truck sp z o.o.                         | 1,958      | 502        |
| Inter Cars Malta                                  | 12,838     | 12,838     |
| Inter Cars Greece                                 | 61         | 57         |
| Inter Cars d o.o. Beograd Rakovica                | 923        | 857        |
| Gross receivables on loans                        | 43,414     | 41,772     |
| Liabilities towards subsidiary companies on loans |            |            |
| Inter Cars Marketing Services Sp. z o.o.          | 506        | 6,393      |
| Inter Cars Cyprus Ltd.                            | 90,436     | 84,247     |
|   | 90,942     | 90,640     |



### 4. Contingent liabilities and sureties

Sureties and guarantees granted by Inter Cars S.A. as at 31 March 2020 amounted in total to: PLN 182,541 thousand.

In the first quarter of 2019, the Company did not grant any credit or loan sureties nor guarantees of a material value to any entity or a subsidiary of such entity.