NOTICE OF ANNUAL GENERAL MEETING OF INTER CARS S.A.

The Management Board of INTER CARS Spółka Akcyjna of Warsaw (the "**Company**"), acting pursuant to Art. 395 and Art. 399.1 in conjunction with Art. 402¹ and Art 402² of the Commercial Companies Code, convenes the Annual General Meeting of the Company for 2017 (the "**General Meeting**"), which will be held in the conference room on the fourth floor of the Company's registered offices at ul. Giełdowa 7/9, 01-211 Warsaw, Poland, at 10.00 am on June 21st 2018.

Agenda of the General Meeting:

- 1. Opening of the General Meeting
- 2. Appointment of the Chairperson
- 3. Confirmation that the General Meeting has been properly convened and has the capacity to pass resolutions
- 4. Adoption of the agenda
- 5. Presentation of:

a. Report of the Supervisory Board on assessment of the Company's financial statements for 2017, the Directors' Report on the Company's operations in 2017 and the Management Board's proposal regarding distribution of the Company's net profit for 2017;

b. Report of the Supervisory Board on its activities in 2017, along with the assessment of individual aspects of the activities in the context of the principles set out in the Code of Best Practice for WSE Listed Companies 2016;

- 6. Consideration of and voting on resolutions to receive the Directors' Report on the operations of the Company in 2017 and of the Company's financial statements for 2017;
- Consideration of and voting on resolutions to receive the Directors' Report on the operations of the Inter Cars Group in 2017 and of the consolidated financial statements of the Inter Cars Group for 2017;
- 8. Consideration of and voting on a resolution on distribution of the Company's profit;
- 9. Granting discharge to members of the Company's Management Board in respect of their performance of duties;

10. Granting discharge to members of the Company's Supervisory Board in respect of their performance of duties;

- 11. Consideration of and voting on a resolution to determine the amount of remuneration for members of the Supervisory Board's Audit Committee and other committees.
- 12. Consideration of and voting on a resolution to amend the Company's Articles of Association and to adopt the consolidated text of the Articles of Association.
- 13. Consideration of and voting on a resolution to grant consent to the disposal of an organised part of business, and to grant consent to the disposal of or execution of other legal transactions by Inter Cars Marketing Services Sp. z o. o. with respect to the trademarks relating to

motorcycling activities. 14. Closing of the General Meeting.

Information for shareholders

Right to participate in the General Meeting

Pursuant to Art. 406¹ of the Commercial Companies Code, the right to participate in the General Meeting applies only to persons who are Company shareholders 16 days prior to the date of the General Meeting, i.e. on June 5th 2018 (the "Record Date"), provided they request the entity keeping their securities account to issue a certificate to their name confirming the holder's right to participate in the General Meeting, in the period from the date of the notice of the General Meeting to the first weekday following the Record Date, i.e. by June 6th 2018.

The list of shareholders entitled to participate in the General Meeting will be drawn up on the basis of a record provided by the entity operating the depository for securities, i.e. Krajowy Depozyt Papierów Wartościowych S.A. The entity operating the depository for securities draws up the record on the basis of records submitted by entities authorised pursuant to the laws and regulations applicable to trading in financial instruments, such records to be submitted no later than twelve days prior to the date of the General Meeting. The records are prepared on the basis of certificates confirming the right to participate in the General Meeting of the Company.

The list of shareholders entitled to participate in the General Meeting will be available for inspection at the Company's offices at ul. Gdańska 15 in Cząstków Mazowiecki, 05-152 Czosnów, Poland, from 9.00 am to 4.00 pm, during three weekdays prior to the General Meeting, i.e. on June 18th–June 20th 2018. Shareholders of the Company may request that the list of shareholders be delivered to them free of charge via electronic mail; to receive the list, a shareholder must provide an email address to which the list will be sent. Shareholders may submit such a request by sending an email to Biuro.Zarzadu@intercars.eu. If a shareholder who makes such a request is not included in the list of shareholders entitled to participate in the General Meeting, the Company may require the shareholder to provide documents confirming their status as a shareholder in the Company as at the date of the request.

Certain shareholder rights at the General Meeting

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

(i) Request that certain items be placed on the agenda of the General Meeting; such a request should be submitted to the Company's Management Board no later than 21 days prior to the scheduled date of the General Meeting, i.e. by May 31st 2018, and should state the reasons for or contain a draft resolution concerning the proposed item. Such a request may be submitted via e-mail sent to Biuro.Zarzadu@intercars.eu;

(ii) Propose, prior to the date of the General Meeting and in writing or via e-mail sent to Biuro.Zarzadu@intercars.eu, draft resolutions regarding any matters on the agenda of the General Meeting or any matters which are to be placed on the agenda.

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

When communicating with the Company, a shareholder exercising these rights should attach to their request a deposit certificate issued by an appropriate entity, confirming that the shareholder holds a relevant number of shares in the Company's capital entitling them to submit the request or draft resolution (paper copy/scan). Additionally, in the case of shareholders who are legal persons or other entities whose representation requires that relevant documents be presented, the originals or copies of such documents must be attached to the request. The requirement to present/enclose the documents

specified above applies to shareholders who submit their requests in writing as well as to shareholders who submit their requests electronic form. Determination whether a request or proposed draft resolution was sent by the required deadline will be made based on the date of its receipt by the Company, and where such requests are sent by email – based on the date of entry of the request in the Company's electronic mail system.

Attending the General Meeting and exercising voting rights

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

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

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

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

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

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

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

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

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

(ii) for a proxy who is not a natural person $-a \operatorname{copy} of$ the valid entry in the relevant register or another document confirming the authority of a natural person(s) to represent the shareholder at the General Meeting (e.g. a complete sequence of powers of proxy), as well as the original or a copy of an identity card, passport, or another official identity document of a natural person(s) authorised to represent the proxy at the General Meeting. The documents must be certified as true by a notary public or another authorised entity.

The proxy vote form and the form of written voting instruction for the proxy referred to in Art. $402^{3}1.5$ of the Commercial Companies Code may be provided by the Company at a shareholder's request sent to ul. Gdańska 15, Cząstków Mazowiecki, 05-152 Czosnów, Poland. The Company will send the forms by post, free of charge. It is not obligatory to use the proxy forms referred to above to grant powers of proxy.

Shareholders are also advised that if a shareholder grants a power of proxy along with a voting instruction, the Company will not verify whether the proxy exercises the voting rights in line with the

instructions received from the shareholder. Therefore, the voting instructions should be given only to the proxy.

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

Documentation and other materials for the General Meeting

A person entitled to participate in the General Meeting may obtain the full text of the documentation which is to be submitted to the General Meeting, including draft resolutions or – if no resolutions are to be voted on – comments of the Company's Management Board and Supervisory Board on matters placed or to be placed on the agenda, prior to the scheduled date of the General Meeting by accessing the Company's website at: http://inwestor.intercars.com.p1/, the Authorities/General Meeting of Shareholders tab; the documentation may also be obtained at the Company's offices at ul. Gdańska 15, Cząstków Mazowiecki, 05-152 Czosnów, Poland, on business days between 9.00 am and 4.00 pm until the date of the General Meeting.

Registration of General Meeting participants

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

Other information

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

Draft Resolutions of the General Meeting

Item 2 of the agenda:

"Resolution No. 1

of the Annual General Meeting of Inter Cars Spółka Akcyjna held on June 21st 2018 to appoint the Chairperson of the General Meeting

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

Item 4 of the agenda:

"Resolution No. 2 of the Annual General Meeting of Inter Cars Spółka Akcyjna held on June 21th 2018 to approve of the agenda for the General Meeting

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

Item 6 of the agenda:

"Resolution No. 3 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21st 2018 to receive the Directors' Report on the Company's operations and the Company's financial statements

Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the 'Company"), acting pursuant to Art. 395.2.1 of the Commercial Companies Code, and having previously reviewed and considered the Directors' Report on the Company's operations in the financial year 2017 and the Company's financial statements for the financial year 2017, as well as the Supervisory Board's report on assessment of these documents, resolves to receive:

- I. the Directors' Report on the Company's operations in the financial year 2017,
- II. the Company's audited financial statements for the financial year 2017, comprising:
- a) Balance sheet as at December 31st 2017, showing total assets and total equity and liabilities of PLN 2,999,502 thousand (two billion, nine hundred and ninety-nine million, five hundred and two thousand złoty);

- b) Statement of profit or loss for the period January 1st–December 31st 2017, showing net profit of PLN **101,058** thousand (one hundred and one million, fifty-eight thousand złoty);
- c) Statement of changes in equity for the financial year January 1st–December 31st 2017, showing an increase in equity of PLN **90,999** thousand (ninety million, nine hundred and ninety-nine thousand złoty);
- d) Statement of cash flows for the financial year January 1st–December 31st 2017, showing a net increase in cash of PLN **5,325** thousand (five million, three hundred and twenty-five thousand złoty);
- e) Supplementary information, comprising the introduction and notes to the financial statements.

Section 2

This resolution shall become effective as of its

date." Item 7 of the agenda:

"Resolution No. 4 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21st 2018 to receive the Directors' Report on the operations of the Inter Cars Group and the consolidated financial statements of the Inter Cars Group

Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company"), acting pursuant to Art. 395.5 of the Commercial Companies Code, and having previously reviewed and considered the Directors' Report on the operations of the Inter Cars Group in the financial year 2017 and the financial statements of the Inter Cars Group for the financial year 2017, resolves to receive:

- I. the Directors' Report on the operations of the Inter Cars Group in the financial year 2017,
- II. the audited consolidated financial statements of the Inter Cars Group for the financial year 2017, comprising:
- a) Consolidated balance sheet of the Inter Cars Group as at December 31st 2017, showing total assets and total equity and liabilities of PLN **3,402,978** thousand (three billion, four hundred and two million, nine hundred and seventy-eight thousand złoty);
- b) Consolidated statement of profit or loss of the Inter Cars Group for the financial year January 1st– December 31st 2017, showing net profit of PLN 216,428 thousand (two hundred and sixteen million, four hundred and twenty-eight thousand złoty);
- c) Statement of changes in consolidated equity of the Inter Cars Group for the financial year January 1st–December 31st 2017, showing an increase in equity of PLN **192,020** thousand (one hundred and ninety-two million, twenty thousand złoty);
- d) Consolidated statement of cash flows of the Inter Cars Group for the financial year January 1st– December 31st 2017, showing a net increase in cash of PLN **39,489** thousand (thirty-nine million, four hundred and eighty-nine thousand złoty);
- e) Supplementary information, comprising the introduction and notes to the consolidated financial statements.

Section 2

This resolution shall become effective as of its date."

Item 8 of the agenda:

"Resolution No. 5 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21st 2018 on distribution of the Company's profit.

Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company"), acting pursuant to Art. 395.2.2 of the Commercial Companies Code, and taking into consideration the relevant proposal put forward by the Management Board, on which the Supervisory Board issued a positive opinion, resolves to distribute the Company's profit for 2017 in such a manner that out of its total amount of PLN 101,058,048.99 (one hundred and one million, fifty-eight thousand, forty-eight złoty, 99/100), an amount of PLN 10,059,351.00 (ten million, fifty-nine thousand, three hundred and fifty-one złoty), i.e. PLN 0.71 (seventy-one grosz) per share, will be paid to shareholders as dividend, while the balance of PLN 90,998,697.99 (ninety million, nine hundred and ninety-eight thousand, six hundred and ninety-seven złoty, 99/100) will be transferred to statutory reserve funds.

Section 2

The Annual General Meeting, acting pursuant to Art. 348.3 of the Commercial Companies Code, and taking into consideration the relevant proposal put forward by the Management Board, on which the Supervisory Board issued a positive opinion, resolves to set the dividend record date for June 29th 2018, and the dividend payment date for July 13th 2018.

Section 3

This resolution shall become effective as of its

date. " Item 9 of the agenda:

"Resolution No. 6 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21th 2018 to grant discharge in respect of performance of duties to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Robert Kierzek in respect of his performance of duties as President of the Company's Management Board in the period January 1st–April 30th 2017 and as Vice President of the Company's Management Board in the period May 1st–December 31st 2017.

Section 2

This resolution shall become effective as of its date. "

"Resolution No. 7 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21th 2018 to grant discharge in respect of performance of duties to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Maciej Krzysztof Oleksowicz in respect of his performance of duties as Member of the Company's Management Board in the period January 1st–April 30th 2017 and as President of the Company's Management Board in the period May 1st–December 31st 2017.

This resolution shall become effective as of its date. "

"Resolution No. 8 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21th 2018 to grant discharge in respect of performance of duties to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Krzysztof Soszyński in respect of his performance of duties as Vice President of the Company's Management Board in the period January 1st–December 31st 2017.

Section 2

This resolution shall become effective as of its date. "

"Resolution No. 9 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21th 2018 to grant discharge in respect of performance of duties to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Krzysztof Teofil Oleksowicz in respect of his performance of duties as Member of the Company's Management Board in the period January 1st–December 31st 2017.

Section 2

This resolution shall become effective as of its date."

"Resolution No. 10 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21th 2018 to grant discharge in respect of performance of duties to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Wojciech Tadeusz Twaróg in respect of his performance of duties as Member of the Company's Management Board in the period January 1st–December 31st 2017.

Section 2

This resolution shall become effective as of its date. "

"Resolution No. 11 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21th 2018 to grant discharge in respect of performance of duties to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Piotr Dariusz Zamora in respect of his performance of duties as Member of the Company's Management Board in the period January 1st–December 31st 2017.

Section 2

This resolution shall become effective as of its date."

"Resolution No. 12 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21th 2018 to grant discharge in respect of performance of duties to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Tomáš Kaštil in respect of his performance of duties as Member of the Company's Management Board in the period January 1st–December 31st 2017.

Section 2

This resolution shall become effective as of its date. "

Item 10 of the agenda:

"Resolution No. 13 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21th 2018 to grant discharge in respect of performance of duties to a Supervisory Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Andrzej Oliszewski in respect of his performance of duties as Chairman of the Company's Supervisory Board in the period January 1st–December 31st 2017.

Section 2

This resolution shall become effective as of its date."

"Resolution No. 14 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21th 2018 to grant discharge in respect of performance of duties to a Supervisory Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Jacek Klimczak in respect of his performance of duties as Member of the Company's Supervisory Board in the period January 1st–December 31st 2017.

Section 2

This resolution shall become effective as of its date."

"Resolution No. 15 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21th 2018 to grant discharge in respect of performance of duties to a Supervisory Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Michał Marczak in respect of his performance of duties as Member of the Company's Supervisory Board in the period January 1st–December 31st 2017.

Section 2

This resolution shall become effective as of its date."

"Resolution No. 16 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21th 2018 to grant discharge in respect of performance of duties to a Supervisory Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Tomasz Rusak in respect of his performance of duties as Member of the Company's Supervisory Board in the period January 1st–December 31st 2017.

Section 2

This resolution shall become effective as of its date."

"Resolution No. 17 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21th 2018 to grant discharge in respect of performance of duties to a Supervisory Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Piotr Płoszajski in respect of his performance of duties as Member of the Company's Supervisory Board in the period January 1st–December 31st 2017.

Section 2

This resolution shall become effective as of its date."

Item 11 of the agenda:

"Resolution No. 18 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21st 2018

concerning determination of the remuneration for members of the Supervisory Board's Audit Committee and other

Supervisory Board committees

The Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company"), acting pursuant to Art. 392.1 of the Commercial Companies Code and Art. 16.4.10 of the Company's Articles of Association, hereby resolves as follows:

Section 1

The monthly gross remuneration payable to members of the Audit Committee of the Company's Supervisory Board shall be as follows: (i) PLN 5,000 (five thousand złoty) for serving as Chairperson of the Supervisory Board's Audit Committee; and (ii) PLN 4,000 (four thousand złoty) for serving as a member of the Supervisory Board's Audit Committee. The remuneration shall be paid every month in arrears, not later than on the 25th day of each month, in addition to the remuneration for serving as Chairman or member of the Company's Supervisory Board, as of the date of appointment to the Audit Committee of the Company's Supervisory Board.

Section 2

If any other Supervisory Board committees are established, the chairperson and members of such committees shall receive remuneration for serving on such committees in the amounts and on the terms defined in Section 1 above.

Section 3

This resolution shall become effective as of its date."

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

The proposed amount of remuneration for members of the Audit Committee of the Supervisory Board (the "Audit Committee") for serving on the Audit Committee is justified by the increased number of duties incumbent on its members, and greater responsibility associated with those duties. In the Management Board's opinion, the proposed remuneration is appropriate given the amount and quality of work performed for the Company by members of the Audit Committee. The draft resolution also provides for similar remuneration for Supervisory Board members serving on other committees of the Supervisory Board should such committees be established.

Item 12 of the agenda:

"Resolution No. 19 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21th 2018 to amend the Company's Articles of Association and to adopt the consolidated text of the Articles of Association The Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company"), acting pursuant to Art. 430.1 of the Commercial Companies Code and Art. 16.4.3 of the Company's Articles of Association (the "Articles of Association"), hereby resolves as follows:

Section 1

In Art. 5 of the Articles of Association, sections 32)–39) shall be added, reading as follows: "32)

Other monetary intermediation (PKD 64.19.Z),

33) Finance leasing (PKD 64.91.Z),

34) Other credit granting (PKD 64.92.Z),

35) Other financial service activities, not elsewhere classified, except insurance and pension funds (PKD 64.99.Z),

36) Other activities auxiliary to financial services, except insurance and pension funding (PKD 66.19.Z);

37) Risk assessment and estimation of losses (PKD 66.21.Z);

38) Activities of insurance agents and brokers (PKD 66.22.Z),

39) Other activities auxiliary to insurance and pension funding (PKD 66.29.Z)."

Section 2

Pursuant to Art. 430.5 of the Commercial Companies Code, the Extraordinary General Meeting authorises the Company's Supervisory Board to prepare the consolidated text of the amended Articles of Association and to incorporate other editorial changes related to the amendment of the Articles of Association specified in this Resolution.

Section 3

In connection with the amendment to Art. 5, the consolidated text of the Articles of Association is adopted, reading as follows:

"ARTICLES OF ASSOCIATION

I. GENERAL PROVISIONS

Article 1

The Company's name shall be Inter Cars Spółka Akcyjna.

Article 2

The Company's registered office shall be in Warsaw.

Article 3

1. The Company may operate in Poland and abroad.

2. The Company may form branches, affiliates and establishments in Poland and outside Poland, and join other companies, cooperatives and business organisations. The Company may also acquire and dispose of shares and other equity interests in other companies.

Article 4

The Company's duration shall be unlimited.

II. PRINCIPAL BUSINESS

Article 5

The Company's principal business shall include:

- 1) Wholesale and retail trade in motor vehicles; repair of motor vehicles (PKD 45),
- 2) Wholesale trade, except of motor vehicles (PKD 46),
- 3) Support activities to agriculture and post-harvest crop activities (PKD 01.6),
- 4) *Manufacture of paper stationery (PKD 17.23.Z),*
- 5) Printing and reproduction of recorded media (PKD 18),
- 6) Manufacture of basic metals (PKD 24),
- 7) Manufacture of machinery and equipment n.e.c. (PKD 28),
- 8) *Manufacture of motor vehicles, trailers and semi-trailers, except of motorcycles (PKD 29),*
- 9) Manufacture of other transport equipment (PKD 30),
- 10) Repair and installation of machinery and equipment (PKD 33),
- 11) Waste collection, treatment and disposal activities; materials recovery (PKD 38),
- 12) Retail trade, except of motor vehicles (PKD 47),
- 13) Land transport and transport via pipelines (PKD 49),
- 14) Warehousing and support activities for transportation (PKD 52),

- 15) Publishing activities (PKD 58),
- 16) Computer programming, consultancy and related activities (PKD 62),
- 17) Information service activities (PKD 63),
- 18) Real estate activities (PKD 68),
- 19) Activities of head offices; management consultancy activities (PKD 70),
- 20) Architectural and engineering activities; technical testing and analysis (PKD 71),
- 21) Scientific research and development (PKD 72),
- 22) Advertising and market research (PKD 73),
- 23) Other professional, scientific and technical activities (PKD 74),
- 24) Rental and leasing activities (PKD 77),
- 25) Employment activities (PKD 78),
- 26) Travel agency, tour operator reservation service and related activities (PKD 79),
- 27) Services to buildings and landscape activities (PKD 81),
- 28) Office administrative, office support and other business support activities (PKD 82),
- 29) Other education n.e.c. (PKD 85.59.B),
- 30) Educational support activities (PKD 85.60.Z),
- 31) Repair and maintenance of computers and peripheral equipment (PKD 95.11.Z),
- 32) Other monetary intermediation (PKD 64.19.Z),
- 33) Finance leasing (PKD 64.91.Z),
- 34) Other credit granting (PKD 64.92.Z),
- 35) Other financial service activities, except insurance and pension funding n.e.c. (PKD 64.99.Z),
- 36) Other activities auxiliary to financial services, except insurance and pension funding (PKD 66.19.Z),

- 37) Risk and damage evaluation (PKD 66.21.Z),
- 38) Activities of insurance agents and brokers (PKD 66.22.Z),
- 39) Other activities auxiliary to insurance and pension funding (PKD 66.29.Z).

If a licence or permit is required under other regulations to launch a business activity, the Company shall obtain the relevant licence or permit prior to commencing such activity, or shall fulfil other statutory requirements specified for that activity.

III. SHARE CAPITAL

Article 6

- The Company's share capital shall amount to PLN 28,336,200 (twenty-eight million, three hundred and thirty-six thousand, two hundred złoty) and shall be divided into 14,168,100 (fourteen million, one hundred and sixty-eight thousand, one hundred) ordinary bearer shares with a par value of PLN 2 (two złoty) per share, including:
 - 1) 200,000 (two hundred thousand) Series A ordinary bearer shares,
 - 7,695,600 (seven million, six hundred and ninety-five thousand, six hundred zloty) Series
 B ordinary bearer shares,
 - 3) 104,400 (one hundred and four thousand, four hundred) Series C ordinary bearer shares,
 - 2,153,850 (two million, one hundred and fifty-three thousand, eight hundred and fifty zloty) Series D ordinary bearer shares,
 - 5) 1,667,250 (one million, six hundred and sixty-seven thousand, two hundred and fifty) Series E ordinary bearer shares,
 - 6) 1,875,000 (one million, eight hundred and seventy-five thousand) Series G ordinary bearer shares,
 - 7) 157,333 (one hundred and fifty-seven thousand, three hundred and thirty-three) Series F1 ordinary bearer shares,
 - 8) 157,333 (one hundred and fifty-seven thousand, three hundred and thirty-three) Series F2 ordinary bearer shares,
 - 9) 157,334 (one hundred and fifty-seven thousand, three hundred and thirty-four) Series F3 ordinary bearer shares.
- 2. Bearer shares may not be converted into registered shares.

Article 7

All Shareholders shall have the pre-emptive rights to acquire new shares in proportion to the number of Company shares held, unless the General Meeting waives the Shareholders' pre-emptive rights in whole or in part.

Article 8

- 1. Shares may be retired by way of reducing the share capital.
- 2. The manner and terms of retirement of shares shall be specified in each case by a resolution of the General Meeting.

Article 9

The founders of the Company are:

- 1. Krzysztof Teofil Oleksowicz,
- 2. Piotr Tadeusz Oleksowicz,
- 3. Andrzej Aleksander Oliszewski.

IV. GOVERNING BODIES

Article 10

The Company's governing bodies are:

- 1. the Management Board,
- 2. the Supervisory Board,
- 3. *the General Meeting.*

A. MANAGEMENT BOARD

Article 11

- 1. The Management Board shall be composed of three to nine members who are appointed and dismissed by way of a resolution of the Supervisory Board. The number of members of the Management Board shall be established by the Supervisory Board.
- 2. The term of office of the Management Board shall be 4 (four) years. Members of the Management Board shall be appointed for a joint term of office.
- 3. The Management Board shall manage the Company and represent it in and out of court.
- 4. Any matters not reserved for the General Meeting or the Supervisory Board under these Articles of Association or applicable laws shall fall within the scope of powers and responsibilities of the Management Board.

- 5. The Management Board manages the Company's assets and rights to a standard of care required in commercial activity and in strict compliance with applicable laws.
- 6. Resolutions of the Management Board shall be passed by an absolute majority of votes cast with a quorum of at least half of the Management Board members. The scope of rights and duties of the Management Board and the manner of its work shall be defined by the Rules of Procedure for the Management Board. The Rules of Procedure for the Management Board shall be adopted by the Management Board and approved by the Supervisory Board.
- 7. Subject to the provisions of these Articles of Association and the Rules of Procedure for the Management Board, any matters which do not fall outside the ordinary course of the Company's business shall not require a resolution of the Management Board. However, if before settling any matter referred to above a Management Board member raises an objection, a resolution of the Management Board shall be required to approve the matter.
- 8. The Management Board members may participate in passing Management Board resolutions by casting their votes in writing through another member of the Management Board. Votes cannot be cast in writing with respect to any matters placed on the agenda during a Management Board meeting.
- 9. *Management Board resolutions may also be passed in writing or with the use of means of remote communication.*

10. The terms of remuneration for members of the Management Board are established by the Supervisory Board.

B. SUPERVISORY BOARD

Article 12

- 1. The Supervisory Board may be composed of five to thirteen members appointed by the General Meeting. The General Meeting appoints the Chairman of the Supervisory Board. From among the remaining Supervisory Board members, the Supervisory Board shall appoint the Deputy Chairman.
- 2. The number of Supervisory Board members shall be determined by the General Meeting. In the event of block voting, the Supervisory Board shall be composed of thirteen members.
- 3. The term of office the Supervisory Board is five years. All members of the Supervisory Board shall be appointed for a joint term of office.
- 4. *Members of the Supervisory Board may be reappointed for subsequent terms.*

Article 13

1. Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes with a quorum of at least half of the members of the Supervisory Board. Resolutions of the Supervisory

Board shall only be valid if all members of the Supervisory Board have been invited to the meeting.

- 2. Meetings of the Supervisory Board are held at least once a quarter. Meetings shall be convened by means of a written notice specifying the venue, time, and proposed agenda for the meeting, which shall be delivered to all members of the Supervisory Board at least 7 (seven) days prior to the date of the meeting. Meetings of the Supervisory Board shall be convened by the Chairman of the Supervisory Board on the Chairman's own initiative or upon request of a member of the Supervisory Board.
- 3. Resolutions of the Supervisory Board may be adopted without convening a meeting of the Supervisory Board – by written ballot or with the use of means of remote communication, provided that all members of the Supervisory Board have been informed about the contents of the draft resolution and have consented to such manner of voting.
- 4. A resolution of the Supervisory Board to suspend a member of the Management Board from duties for a good reason and a resolution to delegate a member of the Supervisory Board to temporarily perform the duties of a member of the Management Board shall be adopted by a majority of 4/5 (four fifths) of the votes cast with a quorum at least 4/5 (four fifths) of the members of the Supervisory Board.

Article 14

- 1. The Supervisory Board exercises supervision over the Company's activities in the manner stipulated by the Commercial Companies Code, the Articles of Association, and the Rules of Procedure for the Supervisory Board, adopted by the General Meeting.
- 2. Matters reserved for the Supervisory Board include in particular:
 - 1) assessment of the Company's financial statements,
 - 2) assessment of the Directors' Report and the Management Board's proposals on the distribution of profit or coverage of loss, and submission of annual reports on the assessment results to the General Meeting,
 - appointment of an auditor to audit the Company's financial statements on the basis of proposals received by the Management Board,
 - 4) appointment and dimissal of members of the Management Board,
 - 5) appointment from among members of the Management Board of the President of the

Management Board, and optionally a Vice President of the Management Board,

- 6) execution of contracts with members of the Management Board,
- 7) *determination of the terms of remuneration for members of the Management Board,*
- 8) approval of disposal or acquisition of real property, perpetual usufruct right or interest in

real property.

Article 15

Members of the Supervisory Board may receive remuneration for serving in that capacity.

The remuneration for individual members of the Supervisory Board shall be established by the General Meeting.

C. GENERAL MEETING

Article 16

- **1.** *The General Meeting is the supreme governing body of the Company.*
- 2. The General Meeting shall act on the basis of the Commercial Companies Code and Rules of Procedure adopted by the General Meeting.
- 3. The scope of the General Meeting's powers shall cover matters specified in the Commercial Companies Code, excluding matters which these Articles of Association reserve for other bodies of the Company.
- 4. The following matters shall require a resolution of the General Meeting:
 - increase or reduction of the Company's share capital; creation, increase and use of other funds, accounts and reserves,
 - 2) issue of convertible bonds or bonds with pre-emptive rights,
 - 3) amendments to these Articles of Association,
 - 4) *retirement of shares,*
 - 5) disposal of the Company's business or its organised part,
 - 6) *liquidation, division, merger, dissolution, and transformation of the Company,*
 - 7) distribution of profit, coverage of loss, and establishment of capital reserves,
 - 8) appointment and removal from office of members of the Supervisory Board,
 - 9) approval of the Rules of Procedure for the Supervisory Board,
 - 10) determination of the terms of remuneration for members of the Supervisory Board, including amounts of remuneration for Supervisory Board members delegated to individually perform certain supervisory functions on a permanent basis,
 - 11) granting an approval to dispose of or encumber the business or an organised part of the business of Inter Cars Marketing Services Sp. z o.o., granting an approval to dispose of or encumber the industrial property rights or trade and industry marks of Inter Cars Marketing Services Sp. z o.o., granting an approval to any change in the share capital of Inter Cars Marketing Services Sp. z o.o., and granting an approval to dispose of or encumber shares in Inter Cars Marketing Services Sp. z o.o.
- 5. Acquisition or disposal of property, a perpetual usufruct right or interest in property does not require the General Meeting's approval.

Article 17

A General Meeting shall be convened by the Management Board or – in the circumstances and in the manner specified in the Commercial Companies Code – by other entities. A General Meeting may be held in the Company's registered office, or in Cząstków Mazowiecki (Czosnów Commune, Province of Warsaw), or in Kajetany (Nadarzyn Commune, Province of Warsaw).

Article 18

Unless the Commercial Companies Code or these Articles of Association stipulate stricter terms, resolutions of the General Meeting shall be passed by an absolute majority of the votes cast.

Article 18a.

- The voting rights of shareholders holding over 33% (thirty-three per cent) of total voting rights at the Company shall be limited so that none of these shareholders can exercise at a General Meeting more than 33% (thirty-three per cent) of total voting rights existing at the Company as at the General Meeting date. The above limitation shall not apply for the purpose of determining the obligations of buyers of major holdings of shares, as provided for in the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (the "Public Offering Act").
- 2. For the purposes of the voting cap pursuant to Art.18a.1, the voting rights of shareholders linked by a parent-subsidiary relationship shall be aggregated as specified below.
- 3. A shareholder within the meaning of Art. 18a.1 shall be any person, including its parent or subsidiary, that is entitled, directly or indirectly, to vote at the General Meeting, on the basis of any legal title, including persons who do not hold any Company shares, in particular usufructuaries, pledgees, or holders of rights under depositary receipts, as defined in the Act on Trading in Financial Instruments of July 29th 2005, as well as persons entitled to participate in the General Meeting despite having disposed of their shareholdings after the record date.
- 4. For the purposes of this section, a parent or a subsidiary shall be any person who:

a. meets the relevant criteria set forth in Article 4.1.4 of the Commercial Companies Code; or

- b. is a parent, a subsidiary, or both a parent and a subsidiary, within the meaning of the Act on Competition and Consumer Protection of February 16th 2007; or
- c. is a parent, a higher-tier parent, a subsidiary, a lower-tier subsidiary, a jointlycontrolled entity or both a parent (including a higher-tier parent) and a subsidiary (including a lower-tier subsidiary and a jointly-controlled entity) within the meaning of the Accounting Act of September 29th 1994; or
- d. exerts (in the case of a parent) or is subject to (in the case of a subsidiary) decisive influence within the meaning of the Act on the Transparency of Financial Relations between State Authorities and State-Controlled Enterprises, and on Financial Transparency of certain Enterprises, dated September 22nd 2006; or

- e. whose voting rights conferred by Company shares, held directly or indirectly, are aggregated with the voting rights of other person or persons pursuant to the Act on Public Offering in connection with the holding, disposal or acquisition of major holdings of Company shares.
- 5. Shareholders whose voting rights are aggregated or reduced in accordance with the rules specified in Art. 18a.2–6 shall be jointly referred to as a "Shareholder Grouping". The aggregation of voting rights shall consist in adding up all voting rights held by individual shareholders comprising a Shareholder Grouping. The reduction of voting rights shall consist in decreasing the total number of voting rights held at the General Meeting by shareholders comprising a Shareholder Grouping. The reduction of voting rights shall be made as follows:
 - a. for each shareholder in the Shareholder Grouping the percentage of voting rights held by that shareholder in the aggregated number of voting rights of the entire Shareholder Grouping is calculated;
 - b. the number of voting rights equivalent to 33% (thirty-three per cent) of total voting rights existing at the Company as at the General Meeting date is calculated;
 - c. for each shareholder their percentage of total voting rights specified in Art. 18a.6a) is multiplied by the number of voting rights specified in Art. 18a.6b);
 - d. the number of voting rights for each shareholder in the Shareholder Grouping after the said reduction is the result obtained pursuant to Art. 18a.6c) rounded up to one voting right;
 - e. the voting cap shall also apply to shareholders absent from the General Meeting.
- 6. In order to determine the basis for aggregation or reduction of voting rights, each of the Company's shareholders, the Management Board, the Supervisory Board, and individual members of these bodies, as well as the Chairperson of the General Meeting, may request that a Company shareholder who recorded its participation in the General Meeting disclose whether it is a parent or a subsidiary of any other Company shareholder within the meaning of Art. 18a.4.
- 7. When in doubt, the provisions on the voting cap shall be interpreted in accordance with Art. 65.2 of the Civil Code.
- 8. The voting cap referred to in this Article 18a shall expire if one of the shareholders acquires (in its own name and for its own account) and registers for the General Meeting shares conferring over 50% (fifty per cent) of total voting rights at the Company out of which all the shares whose number results in exceeding 33% (thirty-three per cent) of total voting rights at the Company and all the shares above this threshold are acquired by that shareholder through a tender offer concerning all shares in the Company, announced in accordance with the Public Offering Act."

V. MANAGEMENT OF THE COMPANY'S BUSINESS

Article 19

- The Company shall create statutory reserve funds in accordance with the Commercial Companies Code, and other capitals (funds) required by law. Pursuant to a resolution of the General Meeting, the Company may also create other capital reserves (funds).
- 2. The amount of contributions to these funds, as well as the manner of their use and release, shall be determined by the General Meeting.

Article 20

The Company's financial year shall be a calendar year.

Article 21

The General Meeting may allocate the Company's net profit

to:

- *1) statutory reserve funds,*
- 2) *dividends*,
- 3) other capital reserves (funds) or special accounts established at the Company,
- 4) *other purposes specified by a resolution of the General Meeting.*

Article 22

The Company's Management Board shall sign an agreement with an auditor of financial statements designated by the Supervisory Board.

Article 23

1. The Company shall publish all its announcements required by law in the official gazette 'Monitor Sądowy i Gospodarczy'.

2. Any matters not provided for in these Articles of Association shall be governed by applicable provisions of the Commercial Companies Code."

Section 4

This resolution shall become effective as of its date."

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

In the opinion of the Management Board, the proposed amendments to the Company's Articles of Association are in the Company's interest. The principal objective of the proposal to amend the Company's Articles of Association by expanding the Company's business profile as set out in Art. 5 is to facilitate further development of the Company's business by supporting the sale of automotive parts, accessories and services, i.e. the Company's principal business activity. Facilitating the Company's customers', especially automotive repair shops', access to a wide range of financial and insurance services is consistent with the Inter Cars Group's strategy and may be an ancillary activity

intended to boost the Company's sales performance.

The proposed amendments to the Articles of Association stem from the need to adapt the Company's business defined in its Articles of Association to the Company's day-to-day needs in the area of sales support, with due regard to the Polish Classification of Activities (PKD), and do not represent any significant change of the Company's principal business activity within the meaning of Art. 416 of the Commercial Companies Code.

Item 13 of the agenda:

"Resolution No. 20 of the Annual General Meeting of INTER CARS Spółka Akcyjna held on June 21st 2018

to approve the disposal of an organised part of business and the disposal by Inter Cars Marketing Services Sp. z o.o. of the trademarks relating to the motorcycle business or performance by Inter Cars Marketing Services Sp. z o.o. of other legal transactions regarding those trademarks

The Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company"), acting pursuant to Art. 393.3 in conjunction with Art. 415.1 of the Commercial Companies Code and Art. 16.4.5 and Art. 16.4.11 of the Company's Articles of Association, hereby resolves as follows:

Section 1

The General Meeting hereby approves the disposal of an organised part of the Company's business comprising tangible and intangible assets, liabilities, and rights under agreements, constituting an organisationally, financially and functionally separate department engaged in retail and wholesale distribution of motorcycles, motorcycle parts, gear and accessories (the "**Motorcycle Department**").

Section 2

The Motorcycle Department shall be disposed of as a non-cash contribution in exchange for shares due to the Company in the share capital of a subsidiary (the "SPV") which will operate as a joint venture undertaken with other investors, with the Company holding an interest of approximately 65% in the SPV. The Company's exact percentage shareholding in the SPV will depend on the valuation of the Motorcycle Department, with the proviso that it may be no less than 50%.

Section 3

The General Meeting hereby grants its consent for the subsidiary Inter Cars Marketing Services Sp. z o.o. of Warsaw (National Court Register (KRS) No. 0000385181) ("**ICMS**") to dispose of, encumber, create limited property rights in and grant a licence to use (including an exclusive licence) the rights to trademarks held by ICMS and specified in detail in <u>Appendix 1</u> to this Resolution to a company in which the Company will hold at least a 50% equity interest, or directly to the Company.

Section 4

The Management Board is hereby authorised to accomplish the objective of this resolution, particularly by drafting the list of assets making up the Motorcycle Department, setting the date of disposal (contribution) of the Company's Motorcycle Department to the SPV, and taking all practical and legal steps necessary to accomplish it.

Section 5

This resolution shall become effective as of its date.

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

On April 25th 2018, the Company and Liberty Motors S.A. executed a term sheet providing for the establishment of a joint venture investment in an SPV (the "**Term Sheet**"), as reported by the Company in Current Report No. 8/2018 of April 25th 2018. The joint venture requires prior approval from the Company's General Meeting.

In the opinion of the Management Board, the contribution of the Motorcycle Department to the SPV will deliver a number of benefits to the Company, including optimisation of its motorcycle business, in particular in the area of sales of motorcycles and distribution of motorcycle spare parts, accessories and gear. The Management Board believes that establishing the SPV and running a joint venture with Liberty Motors S.A. – which has a long-standing experience in the motorcycle sector – will help to more effectively leverage the Company's potential with a view to driving further growth of the Inter Cars Group's motorcycle segment based on a new business venture.

Moreover, under Art. 393.3 of the Commercial Companies Code and Art. 16.4.5 of the Company's Articles of Association, disposal of an organised part of business, i.e. the Motorcycle Department, must be approved by resolution of the General Meeting.

Furthermore, in accordance with Art. 16.4.11 of the Company's Articles of Association and Art. 14.5 of the articles of association of Inter Cars Marketing Services Sp. z o.o. ("ICMS"), ICMS needs the consent of the Company's General Meeting to dispose of, encumber, create limited property rights in or grant a licence to use (including an exclusive licence) the rights to trademarks.

In the opinion of the Management Board, the transfer or encumbrance for the benefit of the SPV or the Company, or the grant of an exclusive licence to the Company or the SPV to use the trademarks relating to the motorcycle business, is an indispensable component of the transaction described in the Term Sheet and is aimed at facilitating proper operation of the Group's motorcycle business through the SPV, based on the Inter Motors brand and the new brands 'I'm Inter Motors' and 'I'm Ready'.

Therefore, the Management Board requests that Resolution No. 20 be adopted and the consent be granted by the General Meeting for the disposal by the Company of the Motorcycle Department to the SPV and for the disposal to the SPV or the Company of the trademarks relating to the motorcycle business or for entering into any of the abovementioned legal transactions in relation to those trademarks.

Appendix 1 – List of trademarks

Trademarks notified/registered for the benefit of ICMS					
Image	Name	Notification No. Registration No.	Classes	Notification date Registration date	Office
Im	I'M INTER MOTORS	017373705	9,12,18,25,28,35,37,39,41	20/10/2017 23/04/2018	EUIPO
	I'M INTER MOTORS	Z.477926	9,12,18,25,28,35,37,39,41	19/10/2017	PL
	I'M INTER MOTORS	(Z.477926 BAZA)	9,12,18,25,28	-	WIPO
INTER MOTORS	Inter motors FABRYKA ADRENALINY	Z.292208 R.208603	9,12,18,25,37,42	09/03/2005 16/07/2008	PL
	I'M READY	Z.478123	9,12,18,25,28,35,37,39,41	23/10/2017	PL
Im	I'M	017373689	9,12,18,25,28,35,37,39,41	20/10/2017 23/04/2018	EUIPO
Im	I'M	Z.477928	9,12,18,25,28,35,37,39,41	19/10/2017	PL