

**Resolution No. 17/2018 of
April 26th 2018
of the Supervisory Board of INTER CARS
S.A. of Warsaw**

KRS No. 0000008734

concerning:

Supervisory Board's opinion on the draft resolution included in the agenda of the Annual General Meeting to determine the remuneration of members of the Supervisory Board's Audit Committee and other Supervisory Board committees.

The Supervisory Board of INTER CARS S.A. (the "**Company**"), in conjunction with principle II.Z.II of the Code of Best Practice for WSE Listed Companies 2016, resolves as follows:

Whereas:

- (i) On April 25th 2018, the Company's Management Board convened the Annual General Meeting for 2017, to be held on June 21st 2018. The agenda of the General Meeting includes, inter alia, consideration of and voting on a resolution to determine the remuneration of members of the Supervisory Board's Audit Committee and other Supervisory Board committees;
- (ii) Pursuant to the draft resolution, monthly gross remuneration for members of the Supervisory Board's Audit Committee for serving on the Committee would be established as follows: (i) PLN 5,000 (five thousand zloty) for serving as Chairman of the Audit Committee; and (ii) PLN 4,000 (four thousand zloty) for serving as member of the Audit Committee, irrespective of and in addition to the remuneration for serving as Chairperson or Member of the Supervisory Board;
- (iii) The draft resolution also provides for remuneration for Supervisory Board members who would serve on other Supervisory Board committees if such committees are appointed;
- (iv) In the opinion of the Management Board, the proposed amount of remuneration for members of the Audit Committee is justified by the increased number of responsibilities incumbent upon the Audit Committee members. The Management Board further points out that the proposed remuneration is adequate to the amount and quality of work performed by the Audit Committee members for the Company;
- (v) Pursuant to Art. 392.1 of the Commercial Companies Code and Art. 16.4.10 of the Company's Articles of Association, a resolution of the Annual General Meeting is required to set remuneration for members of the Audit Committee; and
- (vi) Pursuant to principle II.Z. 11 of the Code of Best Practice for WSE Listed Companies 2016, the Supervisory Board reviews and gives opinions on matters which are to be considered and voted on by the Annual General Meeting.

Section 1

In light of the above and having considered the draft resolution proposed to the Annual General Meeting, the Supervisory Board recommends that the Annual General Meeting passes a resolution to determine the remuneration for members of the Audit Committee and other committees of the Supervisory Board, in accordance with draft resolution No. 18 of the Annual General Meeting published in the Management Board's notice of April 25th 2018 to convene the Annual General Meeting for June 21st 2018.

Section 2

This Resolution shall become effective as of its date.

Supervisory Board of Inter Cars S.A.