

INTER CARS S.A. CAPITAL GROUP

*Interim Report
for the Period from 1st January to 30th June 2013*



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Statement of the members of the Management Board

Pursuant to the Ordinance of the Minister of Finance of 19 February 2009 on current and periodical information provided by issuers of securities, the Management Board of Inter Cars S.A. hereby declares that:

- the condensed interim consolidated financial statements and the condensed interim separate financial statements for the period from 1st January 2013 to 30th June 2013, and the comparable data were prepared, according to its best knowledge, in accordance with the existing accounting principles, and that they give a true and fair view of the assets and liabilities and financial position of the Inter Cars S.A. Capital Group and Inter Cars S.A., respectively, as well as their financial result.
- the comments to the interim report constituting an interim report on the activities of the Inter Cars Group gives a true and fair view of the development, achievements and situation of the Inter Cars Group.
- KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp. k., an entity authorized to audit financial statements, which reviewed the condensed interim consolidated financial statements of the Inter Cars Group and the condensed interim separate financial statements of Inter Cars S.A. was appointed in accordance with the provisions of law, and that this entity and the statutory auditor that performed the audit met the requirements entitling them to release an objective and independent audit report in compliance with the existing law.

Warsaw, 28th August 2013

Robert Kierzek

President of the Management Board

Krzysztof Oleksowicz

Member of the Management Board

Wojciech Twaróg

Member of the Management Board

Krzysztof Soszyński

Vice-President of the Management Board

Witold Kmiecik

Member of the Management Board

Financial highlights of the Inter Cars Group

| | for a six months' period ended on 30th June | | | |
|---|---|-------------------|-------------------|-------------------|
| | 2013 | | 2012 | |
| | PLN thousand | PLN thousand | EUR thousand | EUR thousand |
| Data regarding growth and profits | | | | |
| Sales margin | 31.5 | 31.3% | | |
| EBITDA (cumulatively for the past 12 months) | 198 791 | 198 324 | 47 174 | 46 945 |
| Net debt / EBITDA | 1,91 | 2,05 | | |
| Basic earnings rate per share (in PLN) | 4,34 | 3,42 | 1,00 | 0,80 |
| Diluted earnings rate per share (in PLN) | 4,34 | 3,42 | 1,00 | 0,80 |
| Operating profit | 86 500 | 75 019 | 20 527 | 17 758 |
| Net profit | 61 553 | 48 386 | 14 607 | 11 453 |
| Cash flows | | | | |
| Operating cash flows | 115 388 | 79 166 | 27 382 | 18 739 |
| Investing cash flows | (21 216) | (29 292) | (5 035) | (6 934) |
| Financing cash flows | (57 387) | (49 460) | (13 618) | (11 708) |
| Employment and branches | | | | |
| Employees | | | | |
| Parent company | 385 | 1 309 | | |
| Subsidiaries | 1 151 | 1 030 | | |
| Branches | | | | |
| Parent company | 156 | 149 | | |
| Subsidiaries | 131 | 115 | | |
| | as at | | as at | |
| | 30.06.2013 | 31.12.2012 | 30.06.2013 | 31.12.2012 |
| | In PLN | In PLN | In EUR | In EUR |
| | thousand | thousand | thousand | thousand |
| Consolidated statement of the financial position | | | | |
| Cash and cash equivalents | 73 733 | 36 948 | 17 032 | 9 038 |
| Balance sheet total | 1 752 818 | 1 548 391 | 404 883 | 378 746 |
| Credits, loans, finance lease | 453 518 | 495 383 | 104 758 | 121 174 |
| Equity attributable to the shareholders of the parent company | 821 062 | 757 247 | 189 657 | 185 227 |
| Non-controlling interest | | - | | - |

The EBITDA ratio is calculated as the total of the operating profit and depreciation for the reporting period.

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

- for the financial position statement items – the National Bank of Poland exchange rate of 30 June 2013 – 1 EUR = PLN 4.3292, exchange rate of 31st December 2012 – 1 EUR = PLN 4.0882.
- for the total income and cash flow statement items – an exchange rate constituting the average National Bank of Poland exchange rate announced on the last day of each month of the first 6 months of 2013 and 2012, respectively: 1 EUR = PLN 4.2140 and 1 EUR = PLN 4.2246.

THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS OF THE INTER CARS GROUP

Consolidated statement of the financial position

(in PLN'000)

| | 30.06.2013 | 31.12.2012 |
|---|--------------------|-------------------|
| | Not audited | |
| Assets | | |
| Property, plant and equipment | 220 183 | 226 030 |
| Investment property | 27 229 | 27 229 |
| Intangible assets | 158 109 | 141 845 |
| Investments in related entities | 13 | 3 795 |
| Investments available for sale | 301 | 301 |
| Receivables | 14 107 | 13 050 |
| Deferred corporate income tax assets | 22 459 | 19 771 |
| | 442 401 | 432 021 |
| Current assets | | |
| Inventories | 844 382 | 734 967 |
| Trade and other receivables | 392 302 | 343 522 |
| Corporate income tax receivables | - | 933 |
| Cash and cash equivalents | 73 733 | 36 948 |
| | 1 310 417 | 1 116 370 |
| TOTAL ASSETS | 1 752 818 | 1 548 391 |
| LIABILITIES | | |
| Share capital | 28 336 | 28 336 |
| Share premium account | 259 530 | 259 530 |
| Statutory reserve funds | 446 251 | 373 750 |
| Other capital reserves | 5 935 | 5 935 |
| Foreign exchange gains/losses | (138) | (2 400) |
| Retained earnings | 81 148 | 92 096 |
| Equity attributable to the shareholders of the parent entity | 821 062 | 757 247 |
| Non-controlling interest | - | - |
| Total equity | 821 062 | 757 247 |
| Long-term liabilities | | |
| Borrowings and finance liabilities | 36 474 | 34 997 |
| Deferred corporate income tax reserve | 303 | 322 |
| Other long term liabilities | 1 277 | 6 130 |
| | 38 054 | 41 449 |
| Short-term liabilities | | |
| Trade and other liabilities | 467 387 | 277 876 |
| Borrowings and finance lease | 417 044 | 460 386 |
| Employee benefits | 4 333 | 5 716 |
| Corporate income tax | 4 938 | 5 717 |
| | 893 702 | 749 695 |
| TOTAL LIABILITIES | 1 752 818 | 1 548 391 |

Consolidates statement of comprehensive income

(in PLN'000)

| | 1.01.2013 - 30.06.2013 | 1.01.2012 - 30.06.2012 |
|---|-----------------------------------|-----------------------------------|
| | <i>Not audited</i> | <i>Not audited</i> |
| Sales income | 1 627 837 | 1 421 858 |
| Sales costs | (1 115 144) | (977 056) |
| Gross sales profit | 512 693 | 444 802 |
| Other operating income | - | 3 989 |
| Selling costs, general and administration expenses | (230 901) | (208 537) |
| Distribution costs | (180 971) | (155 779) |
| Other operating expenses | (14 321) | (9 456) |
| Operating profit | 86 500 | 75 019 |
| Financial income | 1 135 | 1 601 |
| Foreign exchange gains/losses | (229) | (692) |
| Financing costs | (15 243) | (17 161) |
| Profit before tax | 72 163 | 58 767 |
| Corporate income tax | (10 610) | (10 381) |
| Net profit | 61 553 | 48 386 |
| OTHER COMPREHENSIVE INCOME | | |
| Foreign exchange gains /losses | 2 262 | (1 293) |
| Total other comprehensive income | 2 262 | (1 293) |
| COMPREHENSIVE INCOME | 63 815 | 47 093 |
| Net profit attributable to: | | |
| -the shareholders of the parent entity | 61 553 | 48 831 |
| -non-controlling interest | - | (445) |
| | 61 553 | 48 386 |
| Comprehensive income attributable to: | | |
| -the shareholders of the parent entity | 63 815 | 47 538 |
| -non-controlling interest | - | (445) |
| | 63 815 | 47 093 |
| Net profit | 61 553 | 48 386 |
| Weighted-average number of ordinary shares | 14 168 100 | 14 168 100 |
| Earnings per ordinary share (in PLN) | 4,34 | 3,42 |
| Weighted-average diluted number of ordinary shares | 14 168 100 | 14 168 100 |
| Diluted earnings per ordinary share (in PLN) | 4,34 | 3,42 |

Consolidated statement of changes in equity

for the period from 1st January 2013 to 30th June 2013

| <i>(in PLN'000)</i> | Share capital | Share premium account | Statutory reserve funds | Foreign exchange gains /losses | Other capital reserves | Retained earnings | Equity attributable to the shareholders of the parent entity | Non-controlling interest | Total equity |
|---|---------------|-----------------------|-------------------------|--------------------------------|------------------------|-------------------|--|--------------------------|----------------|
| as at 1 January 2013 | 28 336 | 259 530 | 373 750 | (2 400) | 5 935 | 92 096 | 757 247 | - | 757 247 |
| Statement of comprehensive income | | | | | | | | | |
| Net profit in the reporting period | - | - | - | - | - | 61 553 | 61 553 | - | 61 553 |
| Other comprehensive income | | | | | | | | | |
| Foreign exchange gains /losses | - | - | - | 2 262 | - | - | 2 262 | - | 2 262 |
| Total comprehensive income | - | - | - | 2 262 | - | 61 553 | 63 815 | - | 63 815 |
| Transactions with shareholders | | | | | | | | | |
| Distribution of prior period profit – allocation to reserve funds | - | - | 72 501 | - | - | (72 501) | - | - | - |
| As at 30 June 2013 (not audited) | 28 336 | 259 530 | 446 251 | (138) | 5 935 | 81 148 | 821 062 | - | 821 062 |

Interim condensed consolidated financial statements of the Inter Cars S.A. Capital Group for the period from January 1st – 30th June 2013

for the period from 1st January 2012 to 30th June 2012

| <i>(in PLN'000)</i> | Share capital | Share premium account | Statutory reserve funds | Foreign exchange gains /losses | Other capital reserves | Retained profit | Equity attributable to the shareholders of the parent entity | Non-controlling interest | Total equity |
|--|---------------|-----------------------|-------------------------|--------------------------------|------------------------|-----------------|--|--------------------------|----------------|
| As at 1 January 2012 | 28 336 | 259 530 | 258 686 | (838) | 5 935 | 117 155 | 668 804 | (3 853) | 664 951 |
| Statement of comprehensive income | | | | | | | | | |
| Net profit in the reporting period | - | - | - | - | - | 48 831 | 48 831 | (445) | 48 386 |
| Other comprehensive income | | | | | | | | | |
| Foreign exchange gains /losses | - | - | - | (1 293) | - | - | (1 293) | - | (1 293) |
| Total comprehensive income | - | - | - | (1 293) | - | 48 831 | 47 538 | (445) | 47 093 |
| Transactions with shareholders | | | | | | | | | |
| Distribution of prior period profit dividend | - | - | - | - | - | (4 250) | (4 250) | - | (4 250) |
| Distribution of prior period profit - allocation to reserve capitals | - | - | 100 088 | - | - | (100 088) | - | - | - |
| As at 30 June 2012 (not audited) | 28 336 | 259 530 | 358 774 | (2 131) | 5 935 | 61 648 | 712 092 | (4 298) | 707 794 |

Consolidated statement of cash flows

(in PLN'000)

| | 1.01.2013 – 30.06.2013 | 1.01.2012 – 30.06.2012 |
|--|-----------------------------------|-----------------------------------|
| | <i>Not audited</i> | <i>Not audited</i> |
| Cash flows from operating activities | | |
| Profit before tax | 72 163 | 58 767 |
| Adjustments: | | |
| Depreciation and amortization | 19 838 | 18 378 |
| Foreign exchange gains/losses | 2 033 | (1 293) |
| (Profit) /loss on the sale of property, plant and equipment | (333) | 41 |
| Net interest | 10 166 | 14 649 |
| Other adjustments – net | 6 104 | (1 000) |
| Operating profit before changes in the working capital | 109 971 | 89 542 |
| Change in inventories | (109 416) | (31 397) |
| Change in receivables | (55 139) | (2 953) |
| Change in short-term liabilities | 188 128 | 42 916 |
| Cash generated by operating activities | 133 544 | 98 108 |
| Corporate income tax paid | (18 156) | (18 942) |
| Net cash from operating activities | 115 388 | 79 166 |
| Cash flow from investing activities | | |
| Proceeds from the sale of plant, property, equipment and intangible assets | 5 560 | 1 548 |
| Proceeds from the sale of shares | - | 2 200 |
| Purchase of property, plant, equipment and intangible assets | (30 153) | (32 607) |
| Purchase of shares in other entities | - | 208 |
| Repayment of loans granted | 7 097 | 2 423 |
| Loans granted | (4 008) | (3 201) |
| Interest received | 288 | 137 |
| Net cash from investing activities | (21 216) | (29 292) |
| Cash flow from financing activities | | |
| (Repayments) / proceeds from credits and loans | (44 480) | (31 201) |
| Interest paid | (10 421) | (14 859) |
| Payment of finance lease liabilities | (2 486) | (3 400) |
| Net cash from financing activities | (57 387) | (49 460) |
| Movement in net cash and cash equivalents | 36 785 | 414 |
| Cash and cash equivalents at the beginning of the period | 36 948 | 60 696 |
| Cash and cash equivalents at the end of the period | 73 733 | 61 110 |

Explanatory information to the interim condensed consolidated financial statements prepared for the period of six months ended on 30th June 2013

1. Information about the Inter Cars Capital Group

The scope of activity

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 utility vehicles.

Registered seat – the parent entity

Inter Cars S.A.

ul. Powsińska 64

02-903 Warszawa

Poland

Central Warehouse:

ul. Gdańska 15

05-152 Czosnów k/Warszawy

Contact details

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www.intercars.com.pl

Supervisory Board

Andrzej Oliszewski, President

Piotr Płoszajski

Maciej Oleksowicz

Michał Marczak

Jacek Klimczak

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

Robert Kierzek, President

Krzysztof Soszyński, Vice-President

Krzysztof Oleksowicz

Witold Kmiecik

Wojciech Twaróg

Statutory Auditor

KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp. k.

ul. Chłodna 51

00-867 Warszawa

1.1. 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 30th June 2013, contain information about the company, its subsidiaries referred to as the Inter Cars Capital Group ("the Group"), and on the Group's share in related entities.

Interim condensed consolidated financial statements of the Inter Cars S.A. Capital Group for the period from January 1st – 30th June 2013

(PLN'000)

The consolidated financial statements of the Inter Cars Capital Group for the period ended on 31st December 2012 are available at www.intercars.com.pl.

As at 30th June 2013, the following entities comprised the Inter Cars Capital Group: Inter Cars S.A. as the parent entity, and 23 other entities, including:

22 subsidiaries of Inter Cars S.A.

1 indirect subsidiary of Inter Cars S.A.

The Group also holds shares in a related entity.

| Name of entity | Registered seat | Objects | Consolidation method | % of the Group's share in the share capital | | |
|---------------------------------------|--------------------------------|--|----------------------|---|----------------|----------------|
| | | | | 30.06.2013 | 31.12.2012 | 30.06.2012 |
| Parent entity | | | | | | |
| Inter Cars S.A. | Warsaw | Import and distribution of spare parts for passenger cars and utility vehicles | Not applicable | Not applicable | Not applicable | Not applicable |
| Direct subsidiaries | | | | | | |
| Inter Cars Ukraine | Ukraine, Khmelnytskyi | Distribution of spare parts for passenger cars and utility vehicles | full | 100% | 100% | 70% |
| Q-service Sp. z o.o. | Częstków Mazowiecki | Advisory services, organization of trainings and seminars related to automotive services and the automotive market | full | 100% | 100% | 100% |
| Lauber Sp. z o.o. | Słupsk | Recovery of car parts | full | 100% | 100% | 100% |
| Inter Cars Česká republika s.r.o. | Czech Republic, Prague | Distribution of spare parts for passenger cars and utility vehicles | full | 100% | 100% | 100% |
| Feber Sp. z o.o. | Warsaw | Manufacture of motor vehicles, trailers and semi-trailers | full | 100% | 100% | 100% |
| IC Development & Finance Sp. z o.o. | Warsaw | Real estate development and lease | full | 100% | 100% | 100% |
| Armatus sp. z o.o. | Warsaw | Distribution of spare parts for passenger cars and utility vehicles | full | 100% | 100% | 100% |
| Inter Cars Slovenská republika s.r.o. | Slovakia, Bratislava | Distribution of spare parts for passenger cars and utility vehicles | full | 100% | 100% | 100% |
| Inter Cars Lietuva UAB | Lithuania, Vilnius | Distribution of spare parts for passenger cars and utility vehicles | full | 100% | 100% | 100% |
| JC Auto s.r.o. | Czech Republic, Karvina-Darkom | The Company does not carry out operating activities | full | 100% | 100% | 100% |
| JC Auto S.A. | Belgium, BrainL'Allued | Distribution of spare parts for passenger cars and utility vehicles | full | 100% | 100% | 100% |

Interim condensed consolidated financial statements of the Inter Cars S.A. Capital Group for the period from January 1st – 30th June 2013

(PLN'000)

| Name of entity | Registered seat | Objects | Consolidation method | % of the Group's share in the share capital | | |
|---|----------------------|--|----------------------|---|------------|------------|
| | | | | 31.03.2013 | 31.12.2012 | 31.03.2012 |
| Inter Cars Hungária Kft | Hungary, Budapest | Distribution of spare parts for passenger cars and utility vehicles | full | 100% | 100% | 100% |
| JC Auto s.r.l. | Italy, Milan | Distribution of spare parts for passenger cars and utility vehicles | full | 100% | 100% | 100% |
| Inter Cars d.o.o. | Croatia, Zagreb | Distribution of spare parts for passenger cars and utility vehicles | full | 100% | 100% | 100% |
| Inter Cars Romania s.r.l. | Romania, Cluj-Napoca | Distribution of spare parts for passenger cars and utility vehicles | full | 100% | 100% | 100% |
| Inter Cars Cyprus Limited | Cyprus, Nicosia | Distribution of spare parts for passenger cars and utility vehicles | full | 100% | 100% | 100% |
| Inter Cars Latvija SIA | Latvia, Riga | Distribution of spare parts for passenger cars and utility vehicles | full | 100% | 100% | 100% |
| Cleverlog-Autoteile GmbH | Germany, Berlin | Distribution of spare parts for passenger cars and utility vehicles | full | 100% | 100% | 100% |
| Inter Cars Bulgaria Ltd. | Bulgaria, Sofia | Distribution of spare parts for passenger cars and utility vehicles | full | 100% | 100% | 100% |
| Inter Cars Marketing Services Sp. z o.o. | Warsaw | Advertising, market and public opinion research, management of trademarks | full | 100% | 100% | 100% |
| ILS Sp. z o.o. | Nadarzyn | Logistics services | full | 100% | 100% | - |
| Inter Cars Malta Holding Limited | Malta | Assets management | full | 100% | - | - |
| Indirect subsidiaries | | | | | | |
| Inter Cars Malta Limited | Malta | Sale of spare parts and advisory services related to automotive services and the automotive market | full | 100% | - | - |
| Associated entities | | | | | | |
| SMiOC FRENOPLAST Bułhak i Cieślowski S.A. | Szczytno | Manufacture of friction linings and materials | equity method | 49% | 49% | 49% |

- As a result of a reorganization, on 2nd April 2013, Inter Cars S.A. made an in-kind contribution to ILS Sp. z o.o. with its registered seat in Kajetany (a wholly-owned subsidiary of Inter Cars S.A.) of an organized part of its enterprise in the form of a separate Logistic Division. The results of ILS Sp. z o.o. shall be analysed together with the other segments of the group.
- On 27th February 2013, Inter Cars S.A. purchased shares in the newly created company under the name of Inter Cars Malta Holding Limited, with its registered seat in Malta.

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.

2. Information about the accounting principles applied in the preparation of the condensed interim consolidated financial statements.

2.1. Declaration of compliance with IFRS

The condensed interim consolidated financial statements of the Inter Cars Capital Group and the condensed interim separate financial statements of Inter Cars S.A. (hereinafter referred to as "the

condensed interim financial statements") were prepared for the period of 6 months ended on 30th June 2013.

The condensed interim financial statements comply with the requirements of the International Accounting Standard IAS 34 "*Interim Financial Reporting*" related to interim financial statements, and do not contain all the information required for annual financial statements. The condensed interim financial statements should be read together with the annual financial statements (consolidated and separate, respectively).

The following standards, amendments to the existing standards and interpretations (adopted or in the process of adoption by the European Union) apply to the annual periods commencing on 1 January 2013:

- Amendments to the International Financial Reporting Standards 2009-2011 (applicable to annual periods commencing on 1st January 2013 or thereafter) ;
- Amendments to IFRS 1 "**Severe Hyperinflation and Removal of Fixed Dates for First-Time Adopters**" – apply to annual periods commencing on 1st January 2013 or thereafter;
- Amendments to IFRS 7 "**Financial Instruments: Disclosures – Offsetting Financial Assets and Liabilities**" – apply to annual periods commencing on 1st January 2013 or thereafter;
- IFRS 13 "**Measuring of the Fair Value**" – applies to annual periods commencing on 1st January 2013 or thereafter;
- Amendments to IAS 1 "**Presentation of Financial Statements: Presentation of Items of Other Comprehensive Income**" – apply to annual periods commencing on 1st July 2012 or thereafter;
- Amendments to IAS 12 "**Taxes – Deferred Income Tax: Future Recovery Underlying Assets**" – apply to annual periods commencing on 1st January 2013 or thereafter;
- Amendments to IAS 19 issued in 2011 – "**Employee Benefits**" – apply to annual periods commencing on 1st January 2013 or thereafter;
- INFRIC 20 "**Stripping Costs in the Production Phase of a Surface Mine**" – applies to annual periods commencing on 1st January 2013 or thereafter;

Application of the aforementioned standards and interpretations did not result in significant changes to the Group's accounting policy, nor in the presentation of information in the financial statements.

The new Standards, amendments to Standards and Interpretations presented below do not yet apply to annual periods ended on 31st December 2013, and were applied in the condensed interim consolidated financial statements. The Group intends to apply them with regard to periods for which they apply for the first time.

According to the Company's estimates, the standards, interpretations and amendments to the standards presented below would not have had a significant impact on the financial statements if they had been applied by the Company as at the balance sheet day.

Standards and Interpretations adopted by IASB and approved by the EU:

- IFRS 10 "**Consolidated Financial Statements**" (applicable to annual periods commencing on 1st January 2014 or thereafter),
- IFRS 12 "**Disclosure of Interest in Other Entities**" (applicable to annual periods commencing on 1st January 2014 or thereafter),
- Amendments to IFRS 10, IFRS 11 and IFRS 12: "**Consolidated Financial Statements, Joint Arrangements and Disclosure of Interest in Other Entities**" (applicable to annual periods commencing on 1st January 2014 or thereafter),
- IAS 28 (2011) "**Investments in Associates and Joint Ventures**" applicable to annual periods commencing on 1st January 2014 or thereafter),
- IFRS 11 "**Joint Arrangements**" (applicable to annual periods commencing on 1st January 2014 or thereafter),

- IAS 27 (2011) “**Separate Financial Statements**” (applicable to annual periods commencing on 1st January 2014 or thereafter),
- Amendments to IAS 32 “**Financial Instruments: Presentation – Offsetting financial assets and liabilities**” (applicable to annual periods commencing on 1st January 2014 or thereafter),

Standards and interpretations adopted by IASB awaiting EU’s approval as at 31st May 2013:

- IFRS 9 “**Financial Instruments**” (2009) (applicable to annual periods commencing on 1st January 2015 or thereafter),
- Amendments to IFRS 9 “**Financial Instruments**” (2010) (applicable to annual periods commencing on 1st January 2015 or thereafter),
- Amendments to IFRS 9 “**Financial Instruments**” and IFRS 7 “**Financial Instruments: Disclosures**” (applicable to annual periods commencing on 1st January 2015 or thereafter) ,
- Amendments to IFRS 10, IFRS 12 and IAS 27, “**Consolidated Financial Statements,**” “**Disclosure of Interest in Other Entities,**” “**Separate Financial Statements**” (applicable to annual periods commencing on 1st January 2014 or thereafter),
- Amendments to IAS 36 “**Impairment of Assets**” (applicable to annual periods commencing on 1st January 2014 or thereafter),
- IFRIC “**Levies**” (applicable to annual periods commencing on 1 January 2014 or thereafter) ,
- Amendments to IAS 39 “**Financial Instruments: Recognition and Measurement**” (applicable to annual periods commencing on 1st January 2014 or thereafter)

Preparation of financial statements in accordance with IFRS requires application of specific accounting estimates. It also requires from 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 2.3.

The condensed interim consolidated financial statements of the Inter Cars S.A. Capital Group and the condensed interim financial statements of Inter Cars S.A. were approved for publication by the Management Board on 28 August 2013.

2.2. Basis of preparing the condensed interim consolidated financial statements

The attached condensed interim financial statements were prepared in accordance with the same accounting standards as those applied to prepare the annual financial statements for the financial year ended on 31st December 2012.

Both the condensed interim consolidated financial statements of the Inter Cars S.A. Capital Group and the condensed financial statements of Inter Cars S.A. were prepared under the assumption that the entities in question will continue as a going concern in the foreseeable future. All values presented in the condensed interim financial statements are quoted in PLN, unless otherwise indicated.

2.3. Significant judgements and estimates

Preparation of the interim condensed consolidated financial statements in conformity with the EU IFRS requires the Company’s Management Board to exercise its judgment and estimates that affect the application of accounting policies and reported amounts of assets and liabilities, income and expenses. The judgments and estimates are verified on an ongoing basis. Changes to estimates are recognized in the period in which a change occurred.

In the reporting period in question there were no important changes in judgements or estimates described in the annual consolidated financial statements for 2012.

(PLN'000)

2.4. Seasonality

The demand for spare parts is seasonal. The peak season falls on the second and third quarters. The demand decreases at the beginning and at end of the year.

This is directly linked to the seasonal nature of some repairs for which the spare parts are required, and to the smaller number of repairs made by “do-it-yourself” clients during winter.

2.5. Foreign exchange rates applied to calculate the figures for the 1st half of 2013

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

| | 2013 | 2012 |
|---|--------|--------|
| Exchange rate as at 30 th June | 4,3292 | 4,2613 |
| Average exchange rate in the period from January 1 st to 30 th June | 4,2140 | 4,2246 |

The selected financial figures presented in EUR thousand were translated as follows:

- the figures resulting from the statement of comprehensive income – 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 statement of the financial position – the exchange rate as at 30th June constituting the average EUR exchange rate announced on 30th June by 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.

2.6. Business segments

The core business of the Inter Cars S.A. Capital Group is the sale of spare parts. In addition, the companies Feber, Lauber, IC Development and ILS Sp. z o.o. are active in other business segments, such as the manufacture of semi-trailers, recovery of spare parts, real estate development and logistics; however, if considered separately, they do not meet the criteria of operating segments.

The Inter Cars Capital Group applies uniform accounting principles to all segments. Transactions between particular segments are carried out at arm's length.

Revenues and financial result by operating segments

for the period of 6 months ended on 30th June 2013

| | Sale of spare parts | Other segments | Eliminations | Total |
|--------------------------|------------------------|-------------------|-----------------|---------------|
| External sales | 1 602 174 | 25 663 | - | 1 627 837 |
| Inter-segment sales | 6 355 | 56 165 | (62 520) | - |
| Profit before tax | 73 459 | 8 898 | (10 194) | 72 163 |

for the period of 6 months ended on 30th June 2012

| | Sale of spare parts | Other segments | Eliminations | Total |
|--------------------------|------------------------|-------------------|--------------|---------------|
| External sales | 1 400 335 | 21 523 | - | 1 421 858 |
| Inter-segment sales | 3 754 | 19 843 | (23 597) | - |
| Profit before tax | 53 900 | 90 | 4 777 | 58 767 |

(PLN'000)

Assets by operating segments

| | Status as at 30.06.2013 | Status as at 31.12.2012 |
|-----------------------------|----------------------------|----------------------------|
| Sale of spare parts segment | 1 628 923 | 1 381 587 |
| Other segments | 183 264 | 109 477 |
| Eliminations | (59 369) | (57 327) |
| | 1 752 818 | 1 548 391 |

3. Other information

3.1. Plant, property, equipment and intangible assets

During the reporting period, the Group purchased land of the total value of PLN 7,590 thousand, on which a new logistics and warehouse centre is to be built. The investments in new solutions related to the ERP system and the Motointegrator platform commenced in the previous periods were completed successfully in the current period, thus increasing the value of intangible assets by PLN 14,614 thousand.

3.2. Investments in related entities

In the opinion of the Management Board, there are grounds to create an impairment write-down on shares and receivables due to a loan of PLN 5, 338 thousand granted to the affiliated company Frenoplast.

3.3. Inventories

| | 30.06.2013 | 31.12.2012 |
|------------------------------------|-------------------|-------------------|
| Materials | 19 221 | 17 903 |
| Half-products and work in progress | 5 524 | 4 484 |
| Finished goods | 10 893 | 8 294 |
| Merchandise | 808 744 | 704 286 |
| | 844 382 | 734 967 |
| Merchandize | 834 446 | 731 117 |
| Rebates on goods | (25 550) | (25 697) |
| Revaluation write-downs on goods | (152) | (1 134) |
| | 808 744 | 704 286 |

3.4. Trade and other receivables

| | 30.06.2013 | 31.12.2012 |
|--|-------------------|-------------------|
| Trade | 371 831 | 320 745 |
| Taxis, grants, tariffs, social and health insurance and other benefits | 15 987 | 16 840 |
| Loans granted | 4 898 | 8 316 |
| Other receivables | 15 358 | 16 232 |
| Short term trade and other receivables – gross | 408 074 | 362 133 |
| Revaluation write-down on receivables | (15 772) | (18 611) |
| Short-term trade and other receivables – net | 392 302 | 343 522 |

Changes in trade revaluation write-downs

| | 30.06.2013 | 31.12.2012 |
|--|-------------------|-------------------|
| Status as at the beginning of the period | (18 611) | (19 833) |
| Increase | (45) | (2 428) |
| Used | 2 884 | 3 650 |
| Status as at the end of the period | (15 772) | (18 611) |

(PLN'000)

Compared to 31 December 2012, there were significant changes to the Group's credit risk management policy, and the decrease in the revaluation write-down results from a more efficient recoverability of overdue amounts.

3.5. Equity

Equity includes funds and capital reserves created in accordance with the applicable laws and regulations, i.e. statutory provisions and provisions of the Company's Articles of Association . The share capital comprises 14,168,100 shares with the total par value of PLN 28,336,200. Its amount remained unchanged in the reporting period. The share premium account also remained unchanged at PLN 259,530,475.

3.6. Dividend

The profit of the parent entity for the financial year ended on 31st December 2012 was – by virtue of a resolution of the General Shareholders Meeting – allocated to statutory reserve funds, in the amount of PLN 72,501 thousand. During the reporting period, the parent entity did not pay a dividend.

3.7. Liabilities due to borrowings and other debt instruments

The consortium credit facility agreement

On 22nd November 2012, annexes were signed to the consortium credit agreement, postponing the deadline for the repayment of the credit in such a way that long-term part should be repaid by 29th November 2013, while the short-term part – by 23rd November 2013, see the table below.

Furthermore, pursuant to this annex, Inter Cars Marketing Services Sp. z o.o., joined the agreement as a co-debtor.

On 2 April 2012, an annex was signed to the consortium credit agreement, pursuant to which ILS Sp. z o.o. joined the agreement as a co-debtor.

The credit interest rate is variable and shall depend on the WIBOR, EURIBOR and LIBOR rates plus bank margins (determined based on the market conditions) for each interest period.

| Bank credits | Amount acc. to the agreement (limit) In PLN thousand | Balance sheet value as at 30.06.2013 In PLN thousand | Repayment date |
|-----------------|---|---|----------------------------|
| Bank consortium | 480 000 | 409 885 | Short-term part 29.11.2013 |
| | | 409 885 | |

The Company did not issue any bonds during the reporting period.

Cash flow hedges

As at 30th June 2013, the Group did not have any open futures contracts serving as cash flow hedges.

3.8. Contingent liabilities, security and future liabilities (including those resulting from operating lease contracts)

Contingent liabilities, security and future liabilities (including those resulting from operating lease contracts) did not change significantly compared to those described in the financial statements prepared as at 31st December 2012.

(PLN'000)

3.9. Transactions with associates

All transactions with associates are carried at arm's length. The parent entity transacts with entities related to the members of the Supervisory Board and the Management Board and their family members. The value of these transactions is shown in the table below.

| | <u>1.1.2013- 30.06.2013</u> | <u>1.1.2012- 30.06.2012</u> |
|--|---------------------------------|---------------------------------|
| <i>Remuneration of the members of the Supervisory Board and the Management Board</i> | | |
| Remuneration of the members of the Supervisory Board and the Management Board | 109 | 111 |
| Remuneration of the Management Board | <u>5 147</u> | <u>4 023</u> |
| | <u>5 256</u> | <u>4 134</u> |
| | <u>1.1.2013- 30.06.2013</u> | <u>1.1.2012- 30.06.2012</u> |
| <i>Transactions with related entities</i> | | |
| Revenue from sales to related entities | 760 | 858 |
| Purchase of goods and services from related entities | 4 416 | 6 138 |
| | <u>30.06.2013</u> | <u>30.06.2012</u> |
| <i>Settlements with related entities</i> | | |
| Receivables from related entities | 709 | 445 |
| Liabilities to related entities | 49 | 225 |

3.10. Events subsequent to the reporting date with a potential material bearing on the Company's future financial results.

On 16 July 2013, the Supervisory Board of Inter Cars S.A. appointed Mr. Wojciech Twaróg a Member of the Management Board.

Warsaw, 28th August 2013

Robert Kierzek

President of the Management Board

Krzysztof Soszyński

Vice-President of the Management Board

Wojciech Twaróg

Member of the Management Board

Krzysztof Oleksowicz

Member of the Management Board

Witold Kmieciak

Member of the Management Board

Julita Pałyska

Chief Accountant

MANAGEMENT BOARD'S REPORT ON THE ACTIVITIES OF THE CAPITAL GROUP

1. Organizational structure of the Inter Cars Group, including entities subject to consolidation

The parent company, Inter Cars S.A. (hereinafter referred to as “the Company” / “the parent entity”) is registered in Poland. The condensed interim consolidated financial statements of the Inter Cars S.A. Capital Group for the period from 1st January to 30th June 2013 contain the details of the parent entity and its subsidiaries referred to as the Inter Cars S.A. Capital Group (hereinafter referred to as “the Group”) and the Group’s interest in related entities.

The financial statements of the following entities were subject to consolidation (“the Capital Group”):

- the parent entity: Inter Cars S.A., with its registered seat in Warsaw,
- subsidiaries: Inter Cars Ukraine LLC, with its registered seat in Khmelnytskyi, Ukraine (100% of Inter Cars S.A.’s interest in the company’s capital), Lauber Sp. z o.o., with its registered seat in Słupsk (100%), Q-Service Sp. z o.o., with its registered seat in Warsaw (100%), Inter Cars Česká Republika, with its registered seat in Prgaue (100%), Feber Sp. z o.o., with its registered seat in Warsaw (100%), Inter Cars Slovenska Republika, with its registered seat in Bratislava (100%), Inter Cars Lietuva UAB, with its registered seat in Vilnius (100%), IC Development & Finance Sp. z o.o., with registered seat in Warsaw (100%), Armatus Sp. z o.o., with its registered seat in Warsaw (100%), JC Auto s.r.o., with its registered seat in Karvina - Darkow (100%), Inter Cars Hungária Kft, with its registered seat in Budapest (100%), JC Auto S.A., with its registered seat in Braine L’Allued (100%), Inter Cars d.o.o., with its registered seat in Zagreb (100%), JC Auto s.r.l., with its registered seat Milan (99%) (1% held by JC Auto s.r.o.), Inter Cars Romania s.r.l., with its registered seat in Cluj-Napoca (100%), Inter Cars Cyprus Limited, with its registered seat in Nicosia (100%), Inter Cars Latvija SIA, having its registered seat in Riga (100%), Inter Cars Bulgaria, with its registered seat in Sophia (100%), Cleverlog Autoteile GmbH, with its registered seat in Reinbek (100%), Inter Cars Marketing Services Sp. z o.o., with its registered seat in Warsaw (100%), ILS Sp; z o.o., with its registered seat in Nadarzyn (100%), Inter Cars Malta Holding Limited, with its registered seat in Quormi (100%).

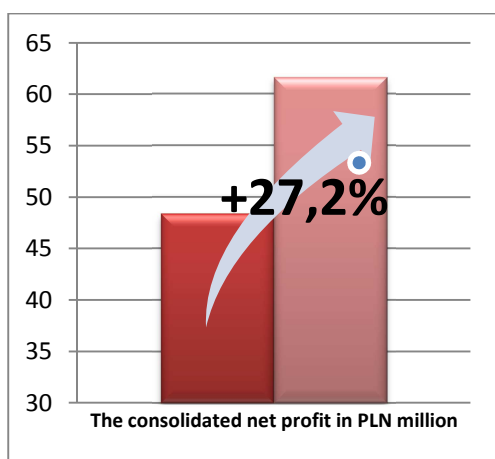
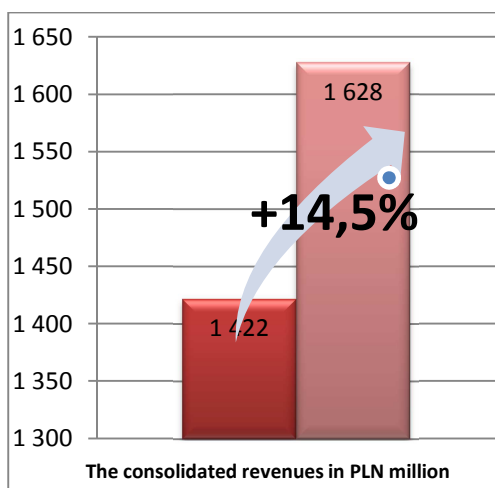
2. Basis of preparing the condensed interim consolidated financial statements

The condensed interim consolidated financial statements of the Inter Cars S.A. Capital Group were prepared for the period of 6 months ended on 30th June 2013.

These condensed interim consolidated financial statements comply with the requirements of the International Accounting Standard IAS 34 “*Interim Financial Reporting*” related to interim financial statements, and do not contain all the information required for annual financial statements. These condensed interim financial statements should be read together with the annual financial statements.

3. Overview of the Group's operations on consolidated and separate basis for the period from January 1st – 30th June 2013

Overview of the financial results of the Inter Cars Group for the first half of 2013



- The consolidated revenues on the Group's sales increased by **14.5%** compared to the same period of 2012.
- Export sales understood as direct sales (from Inter Cars S.A.) to overseas contractors (mainly from Eastern European markets) and to overseas distribution companies increased by 19% compared to the same period of the previous year, where:

- direct sales to overseas contractors in the first half of 2013 amounted to PLN 121 m, i.e. a 2% growth, where these revenues were much higher than expected,
- sales by overseas distribution companies in the first half of 2013 amounted to PLN 408 m, i.e. accounting for a 25% growth.

As a result, the sales of the overseas distribution companies have been more dynamic than the export sales of Inter Cars S.A.

The revenues of Inter Cars at home accounted for app. 64% (compared to 67% after the first half of 2012) of the total revenues of the Capital Group (taking into account consolidation exclusions). The Polish market remains the basic sales market for the Capital Group.

- The consolidated margin on the sale of goods increased from 31.3% to 31.5%, i.e. by **0.2 %** after six months of 2013. In comparable periods, the impact of exchange rate gains / losses on the margin was very small (0.05%).
- The consolidated margin on the operating activities for the first half of 2013 **increased by 15.3%** compared to the same period of the previous year.
- The consolidated net profit for 6 months of 2013 **increased by 27.2%** compared to the same period of the previous year.
- The costs of sales and administration for 6 months of 2013 decreased by 0.05% and amounted to 14.2% compared to the same period of the previous year.
- The effective tax rate for the Group for 6 months of 2013 cumulatively was 14.7%.
- Cash generated by operating activities amounted to **PLN 115 m**. A significant improvement in the cash flows results mainly from an improved stock turnover. The stock turnover for the Group was **136 days** – a difference of **5 days** compared to the same period of the previous year.

Interim report on the activities of the Inter Cars S.A. Capital Group

for the period from January 1st – June 30th 2013

(PLN'000)

Revenues increased in all geographical markets. The Company has been consistently 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 dynamics in the 1st half of 2013 – compared to the same period of the previous year – (after translation to PLN and consolidation exclusions) was recorded by companies in the following countries: Bulgaria (a growth of 353%), Latvia (103%), Romania (43%), Croatia (27%), Lithuania (24%) and Ukraine (20%), Slovakia (2%) and the Czech Republic (10%).

The underlying financial data of the Inter Cars S.A. Group in the 1st half of 2013 were as follows:

| ('000) | <i>for the period of 6 months ended on 30th June</i> | | | |
|-------------------------------|---|-----------|----------|----------|
| | 2013 | 2012 | 2013 | 2012 |
| | PLN | PLN | EURO | EURO |
| Sales revenues | 1 627 837 | 1 421 858 | 386 293 | 336 566 |
| Gross profit (loss) on sales | 512 693 | 444 802 | 121 664 | 105 289 |
| Net financial revenues/ costs | (14 337) | (16 252) | (3 402) | (3 847) |
| Operating profit (loss) | 86 500 | 75 019 | 20 527 | 17 758 |
| Net profit (loss) | 61 553 | 48 386 | 14 607 | 11 453 |
| Other financial data | | | | |
| Operating cash flows | 115 388 | 79 166 | 27 382 | 18 739 |
| Investing cash flows | (21 216) | (29 292) | (5 035) | (6 934) |
| Financing cash flows | (57 387) | (49 460) | (13 618) | (11 708) |
| Basic profit per share | 4 ,34 | 3,42 | 1,03 | 0,81 |
| Sales margin | 31,5% | 31,3% | | |
| EBITDA margin | 6,5% | 6,6% | | |

| Consolidated statement of the financial position | <i>as at</i> | | | |
|--|--------------|------------|------------|------------|
| | 30.06.2013 | 31.12.2012 | 30.06.2013 | 31.12.2012 |
| | PLN | PLN | EUR | EUR |
| Cash and cash equivalents | 73 733 | 36 948 | 17 032 | 9 038 |
| Balance sheet total | 1 752 818 | 1 548 391 | 404 883 | 378 746 |
| Borrowings and finance lease | 453 518 | 495 383 | 104 758 | 121 174 |
| Equity attributable to the shareholders of the parent entity | 821 062 | 757 247 | 189 657 | 185 227 |
| Non-controlling interest | - | - | - | - |

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

- for the financial position statement items – the National Bank of Poland exchange rate of 30th June 2013 – 1 EUR = PLN 4.3292, exchange rate of 31st December 2012 – 1 EUR = PLN 4.0882
- for the total income and cash flow statement items – an exchange rate constituting the average National Bank of Poland exchange rate announced on the last day of each month of the first six months of 2013 and 2012, respectively: 1 EUR = PLN 4.2140 and 1 EUR = PLN 4.2246.

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

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

| ('000) | <i>for the period of 6 months ended on 30th June</i> | | | |
|---|---|------------|------------|------------|
| | 2013 | 2012 | 2013 | 2012 |
| Separate statement of comprehensive income | | | | |
| | PLN | PLN | EURO | EURO |
| Sales revenues | 1 409 748 | 1 242 916 | 334 539 | 294 209 |
| Gross profit (loss) on sales | 385 739 | 330 735 | 91 537 | 78 288 |
| License fees | (21 532) | (3 501) | (5 110) | (746) |
| Net financial revenues / costs | (3 564) | 1 157 | (846) | 274 |
| Operating profit (loss) | 47 203 | 59 320 | 11 201 | 14 042 |
| Net profit (loss) | 35 601 | 51 002 | 8 448 | 12 073 |
| Other financial data | | | | |
| Operating cash flows | 111 315 | 73 185 | 26 416 | 17 324 |
| Investing cash flows | (28 810) | (8 971) | (6 837) | (2 124) |
| Financing cash flows | (57 004) | (58 980) | (13 527) | (13 961) |
| Basic profit per share | 2,51 | 3,60 | 0,60 | 0,85 |
| Sales margin | 27,4% | 26,6% | | |
| | | | | |
| | <i>as at</i> | | | |
| | 30.06.2013 | 31.12.2012 | 30.06.2013 | 31.12.2012 |
| | PLN | PLN | EUR | EUR |
| Separate statement of the financial position | | | | |
| Cash and cash equivalents | 38 291 | 12 790 | 8 845 | 3 129 |
| Balance sheet total | 1 681 285 | 1 484 993 | 388 359 | 363 239 |
| Borrowings and finance lease | 438 584 | 480 660 | 101 308 | 117 573 |
| Equity | 734 423 | 698 822 | 169 644 | 170 936 |

The sales revenues in the 1st half of 2013 were **13.4% higher** than in the same period of 2012.

The gross sales profit (for the 1st half of 2013) was 16.6% higher than in the same period of 2012. By contrast, the gross profit for the 1st half of 2013 was 27.8% lower than in the same period of 2012, mainly as a result of an increase in the licence fee costs. In 2012 a licence fee was charged for 1 month. **The sales margin** for the 1st half of 2013 was 27.4% (compared to 26.6% in the 1st half of 2012).

Distribution service costs – the share of the branch managing entity in the margin. 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. In 2013, the Company incurred PLN 10,186 thousand of these costs, compared to PLN 14,627 thousand in the same period of 2012.

Liabilities resulting from credits, loans, debt securities and finance lease as at 30th June 2013 amounted to PLN 438,584 thousand, i.e. 9% less compared to PLN 480,660 thousand as at 31st December 2012.

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

The major events affecting the current and future business activity

- Consolidated EBITDA for the period of 12 months cumulatively for the period ended on 30th June 2013 was PLN 198,791 thousand (cumulatively, as operating profit plus depreciation) and was higher by PLN 467 thousand compared to 2012.
- The net debt /EBITDA ratio was 1.91 compared to 2.05 as at 30th June 2012.
- The newly created company ILS renders top level logistics and warehousing services mainly to the Inter Cars Group companies and the Group's business partners (suppliers of spare parts). The competitive advantage of ILS sp. z o.o. is its vast logistics chain covering Eastern and Central European Countries, and the frequency of deliveries.
- In July 2013, the sales revenues of Inter Cars S.A. reached a record amount of PLN 283 m (the highest monthly sales in the Company's history). The highest revenues in history were recorded also by companies in Ukraine, Slovakia, Latvia, Romania and Bulgaria.

5. The effects of changes in the composition of the entity

During the reporting period, there were no significant changes to the composition of the Inter Cars Group other than the in-kind contribution made to ILS Sp. z o.o., in which the Company holds 100% interest.

On 19th October 2012, Inter Cars S.A. formed a logistics company under the name of ILS Sp. z o.o. The company was created not only to perform services for the group, but also to perform logistics services as a consignment warehouse to spare parts manufacturers. This activity supports the performance of the business objectives of the Inter Cars Group, including the building of a new model of managing regional warehouses.

On 2nd April 2013, Inter Cars S.A. sold to ILS Sp. z o.o. with its registered seat in Kajetany (a wholly-owned subsidiary of Inter Cars S.A.) an organized part of its enterprise, i.e. a separate Logistics Division. The sale was effected by way of a transfer by Inter Cars S.A. of a contribution to fully cover the PLN 56,995,000.00 share capital Increase of ILS Sp. z o.o., made on 2nd April 2013, with ILS Sp. z o.o. remaining a wholly-owned subsidiary of Inter Cars S.A.

On 27th February 2013, Inter Cars S.A. purchased shares of Inter Cars Malta Holding Limited, with its registered seat in Malta.

6. The Management Board's standpoint on the feasibility of meeting the previously published forecasts of financial results for 2013.

The Capital Group Inter Cars S.A. did not publish any forecasts of financial results.

7. The List of shareholders holding at least 5% of the total number of votes as at the date of release of these statements.

| Shareholder | Number of shares / votes | Total nominal value (in PLN) | Percentage of share capital held (%) | Percentage of total vote held (%) |
|----------------------------------|--------------------------|------------------------------|--------------------------------------|-----------------------------------|
| Krzysztof Oleksowicz | 4 482 271 | 8 964 542 | 31,64% | 31,64% |
| Andrzej Oliszewski | 1 352 370 | 2 704 740 | 9,55% | 9,55% |
| Amplico OFE | 850 000 | 1 700 000 | 6,00% | 6,00% |
| ING | 1 214 728 | 2 429 456 | 8,57% | 8,57% |
| AVIVA Otwarty Fundusz Emerytalny | 1 429 607 | 2 859 214 | 10,09% | 10,09% |
| AXA OFE | 943 491 | 1 886 982 | 6,66% | 6,66% |
| Total | 10 272 467 | 20 544 934 | 72,50% | 72,50% |

Interim report on the activities of the Inter Cars S.A. Capital Group

for the period from January 1st – June 30th 2013

(PLN'000)

By the date of release of these financial statements, the Company has not received any other shareholding notifications

8. Changes in major holdings of the Company shares

There were no changes in major holdings of the Company shares since the date of the most recent quarterly report

9. 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 a total of 5,877,809 shares, constituting 41.49% 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.

| Shareholder | Number of shares | Total nominal value | Percentage of share capital held | Percentage of total vote held |
|----------------------|------------------|---------------------|----------------------------------|-------------------------------|
| | | (zł) | (%) | (%) |
| Krzysztof Oleksowicz | 4 482 271 | 8 964 542 | 31,64% | 31,64% |
| Andrzej Oliszewski | 1 352 370 | 2 704 740 | 9,55% | 9,55% |
| Robert Kierzek | 29 834 | 59 668 | 0,21% | 0,21% |
| Krzysztof Soszyński | 9 834 | 19 668 | 0,07% | 0,07% |
| Wojciech Milewski | 2 500 | 5 000 | 0,02% | 0,02% |
| Witold Kmiecik | 1 000 | 2 000 | 0,01% | 0,01% |
| Total | 5 877 809 | 11 755 618 | 41,49% | 41,49% |

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:

| Shareholder | Shares held as at 15.05.2013 | Increases | Decreases | Shares held as at 28.08.2013 |
|---------------------|------------------------------|-----------|---------------|------------------------------|
| | Krzysztof Oleksowicz | 4 482 271 | - | - |
| Andrzej Oliszewski | 1 402 370 | - | 50 000 | 1 352 370 |
| Robert Kierzek | 29 834 | - | - | 29 834 |
| Krzysztof Soszyński | 9 834 | - | - | 9 834 |
| Wojciech Milewski | 2 500 | - | - | 2 500 |
| Witold Kmiecik | 1 000 | - | - | 1 000 |
| Total | 5 927 809 | - | 50 000 | 5 877 809 |

10. Information on court, arbitration and administrative proceedings

In 2013, no proceedings have been brought before any court or administrative body with respect to any liabilities or claims of Inter Cars S.A. or its subsidiary undertakings, whose aggregate value would represent 10% or more of the Company's equity.

Furthermore, no proceedings are pending before any court or administrative body with respect to any liabilities or claims of Inter Cars S.A. or its subsidiary undertakings whose aggregate value would represent 10% or more of the Company's equity.

11. 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."

12. 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 Q3 2013 include:

- ✓ *trends in the foreign exchange rates, mainly EUR, USD and YEN against PLN, UAH, HUF, CZK, SKK, LTL, HRK, RON, BGN and LTV;*
- ✓ *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.*

13. Key threats and risks affecting the remaining months of the financial year

The risks regarding Q3 2013, specified by the Management Board affect also the other months of 2013, as specified in section 12.

14. Information on conclusion by the Company or its subsidiaries of a single or more transactions with related entities if such transactions are jointly or separately material and were not concluded at arm's length.

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

15. Information on sureties issued by the Company or its subsidiary in respect of loans or borrowings or guarantees issued – jointly to a single entity or its subsidiary, where the total value of such sureties or guarantees is equivalent to at least 10% of the Company's equity.

Interim report on the activities of the Inter Cars S.A. Capital Group

for the period from January 1st – June 30th 2013

(PLN'000)

| <i>(PLN'000)</i> To: | Period covered | Status as at | |
|--------------------------|----------------|-------------------|-------------------|
| | | 30.06.2013 | 31.12.2012 |
| Inter Cars Hungaria Kft. | 2016-01-31 | 2 371 | 2 289 |
| Lauber Sp. z o.o. | 2014-01-13 | 197 | 197 |
| Feber Sp. z o.o. | Indefinitely | 952 | 899 |
| Inter Cars Ukraina | 2013-12-27 | 216 | 204 |
| Q-Service Sp. z o.o. | 2013-12-31 | 1 299 | 1 226 |
| Feber Sp. z o.o. | 2013-12-20 | 2 598 | - |
| Inter Cars Bulgaria Ltd. | 2015-07-05 | 272 | 257 |
| Inter Cars Ukraina | 2013-12-31 | 649 | - |
| Inter Cars Latvija | 2013-12-31 | 216 | - |
| | | 8 770 | 5 072 |

All guarantees were issued by the parent entity to its subsidiaries free of charge. Only the guarantee issued to INTER CARS Hungária Kft. was issued to collateralize a bank loan repayment. This bank loan was granted by Uni Credit Bank Hungary Zrt. for the total amount of CHF 676 thousand. The guarantee issued by Inter Cars S.A. was for the same amount as the bank loan. Other guarantees are aimed at securing the repayment of other trade liabilities.

Warsaw, 28th August 2013

Robert Kierzek

President of the Management Board

Krzysztof Oleksowicz

Member of the Management Board

Wojciech Twaróg

Member of the Management Board

Krzysztof Soszyński

Vice-President of the Management Board

Witold Kmieciak

Member of the Management Board

Interim condensed separate financial statements of Inter Cars S.A.

for the period from January 1st – 30th June 2013

*(PLN'000)***INTERIM CONDENSED SEPARATE FINANCIAL STATEMENTS OF INTER CARS S.A. FOR THE PERIOD FROM JANUARY 1st – 30th JUNE 2013****Separate statement of financial position***(in PLN'000)*

| | 30.06.2013 | 31.12.2012 |
|--|--------------------|-------------------|
| | Not audited | |
| ASSETS | | |
| Non-current assets | | |
| Property, plant and equipment | 139 564 | 166 050 |
| Intangible assets | 151 373 | 134 904 |
| Investment property | 2 121 | 2 121 |
| Investments in subsidiaries | 154 007 | 111 699 |
| Investments available for sales | 258 | 258 |
| Receivables | 19 832 | 23 313 |
| | 467 155 | 438 345 |
| Current assets | | |
| Inventory | 669 045 | 582 224 |
| Trade and other receivables | 506 794 | 451 634 |
| Cash and cash equivalents | 38 291 | 12 790 |
| | 1 214 130 | 1 046 648 |
| TOTAL ASSETS | 1 681 285 | 1 484 993 |
| LIABILITIES | | |
| Equity | | |
| Share capital | 28 336 | 28 336 |
| Share premium account | 259 530 | 259 530 |
| Statutory reserve funds | 404 697 | 332 196 |
| Other capital reserves | 5 935 | 5 935 |
| Retained earnings | 35 925 | 72 825 |
| | 734 423 | 698 822 |
| Long-term liabilities | | |
| Loan, borrowing and finance lease liabilities | 22 718 | 21 286 |
| Deferred corporate income tax reserve | 502 | 2 857 |
| | 23 220 | 24 143 |
| Short-term liabilities | | |
| Trade and other liabilities | 507 320 | 298 272 |
| Loans, borrowings, debt security and finance lease liabilities | 415 866 | 459 374 |
| Employee benefits | 456 | 2 659 |
| Deferred corporate income tax | - | 1 723 |
| | 923 642 | 762 028 |
| TOTAL LIABILITIES | 1 681 285 | 1 484 993 |

Interim condensed separate financial statements of Inter Cars S.A.

for the period from January 1st – 30th June 2013

*(PLN'000)***Separate statement of comprehensive income**

| | 1.01.2013 - 30.06.2013 | 1.01.2012 - 30.06.2012 |
|---|-----------------------------------|-----------------------------------|
| | <i>Not audited</i> | <i>Not audited</i> |
| Sales revenue | 1 409 748 | 1 242 916 |
| Cost of sales | (1 024 009) | (912 181) |
| Gross profit on sales | 385 739 | 330 735 |
| Other operating income | - | 1 637 |
| Selling costs, general and administration expenses | (167 678) | (144 882) |
| Costs of distribution services | (140 666) | (120 884) |
| License fees | (21 532) | (3 501) |
| Other operating expenses | (8 660) | (3 785) |
| Operating profit | 47 203 | 59 320 |
| Financial income | 10 868 | 17 717 |
| Foreign exchange gains/losses | (230) | (780) |
| Financial expenses | (14 202) | (15 780) |
| Profit before tax | 43 639 | 60 477 |
| Corporate income tax | (8 038) | (9 475) |
| Net profit | 35 601 | 51 002 |
| OTHER COMPREHENSIVE INCOME | | |
| Total other comprehensive income, net | - | - |
| COMPREHENSIVE INCOME | 35 601 | 51 002 |
| Net profit | 35 601 | 51 002 |
| Weighted-average number of ordinary shares | 14 168 100 | 14 168 100 |
| Earnings per ordinary share (in PLN) | 2,51 | 3,60 |
| Weighted-diluted number of ordinary shares | 14 168 100 | 14 168 100 |
| Diluted earnings per ordinary share (in PLN) | 2,51 | 3,60 |

Interim condensed separate financial statements of Inter Cars S.A.
for the period from January 1st – 30th June 2013
(PLN'000)

Separate statement of changes in equity

for the period from 1st January 2013 to 30th June 2013

| <i>(in PLN'000)</i> | Share capital | Share premium account | Statutory reserve capital | Other capital reserves | Retained profit | Total |
|--|---------------|--------------------------|------------------------------|---------------------------|-----------------|----------------|
| As at 1 January 2013 | 28 336 | 259 530 | 332 196 | 5 935 | 72 825 | 698 822 |
| Statement of comprehensive income | | | | | | |
| Net profit in the reporting period | - | - | - | - | 35 601 | 35 601 |
| Total comprehensive income | | | | | 35 601 | 35 601 |
| Transactions with shareholders | | | | | | |
| Distribution of prior period profit -- allocation to reserve capitals | - | - | 72 501 | - | (72 501) | - |
| Distribution of prior period profit -- dividend | - | - | - | - | - | - |
| As at 30 June 2013 (not audited) | 28 336 | 259 530 | 404 697 | 5 935 | 35 925 | 734 423 |

for the period from 1st January 2012 to 30th June 2012

| <i>(in PLN'000)</i> | Share capital | Share premium account | Statutory reserve capital | Other capital reserves | Retained profit | Total |
|---|---------------|--------------------------|------------------------------|---------------------------|-----------------|----------------|
| As at 1st January 2012 | 28 336 | 259 530 | 232 108 | 5 935 | 104 662 | 630 571 |
| Statement of comprehensive income | | | | | | |
| Net profit in the reporting period | - | - | - | - | 51 002 | 51 002 |
| Total comprehensive income | | | | | 51 002 | 51 002 |
| Transactions with shareholders | | | | | | |
| Distribution of prior period profit – allocation to reserve capitals | - | - | 100 088 | - | (100 088) | - |
| Distribution of prior period profit – dividend | - | - | - | - | (4 250) | (4 250) |
| As at 30th June 2012 (not audited) | 28 336 | 259 530 | 332 196 | 5 935 | 51 326 | 677 323 |

Interim condensed separate financial statements of Inter Cars S.A.
for the period from January 1st – 30th June 2013
(PLN'000)

Separate statement of cash flows

(in PLN'000)

| | 1.01.2013 – 30.06.2013 | 1.01.2012 – 30.06.2012 |
|--|-----------------------------------|-----------------------------------|
| | <i>Not audited</i> | <i>Not audited</i> |
| Operating cash flows | | |
| Profit before tax | 43 639 | 60 477 |
| Adjustments: | | |
| Depreciation and amortization | 10 963 | 11 862 |
| Foreign exchange gains /losses | (562) | (721) |
| (Profit)/ loss on the sale of property, plant and equipment | (291) | (43) |
| Net interest | 8 879 | 12 405 |
| Net dividends | (9 356) | (15 159) |
| Other adjustments, net | 5 307 | - |
| Operating profit before changes in the working capital | 58 579 | 68 821 |
| Change in inventories | (85 629) | (40 236) |
| Change in receivables | (56 042) | 11 514 |
| Change in short-term liabilities | 204 810 | 47 875 |
| Cash generated by operating activities | 121 718 | 87 974 |
| Corporate income tax paid | (10 402) | (14 789) |
| Net cash from operating activities | 111 315 | 73 185 |
| Cash flow from investing activities | | |
| Proceeds from the sale of plant, property, equipment and intangible assets | 2 510 | 1 472 |
| Purchase of plant, property, equipment and intangible assets | (20 534) | (22 620) |
| Purchase /(sale) of shares in affiliated and subordinated entities | 156 | 2 200 |
| Repayment of loans granted | 5 129 | 195 |
| Loans granted | (4 950) | (5 020) |
| Interest received | 497 | 153 |
| Dividends received | 9 356 | 15 159 |
| Other items, net | (20 975) | (510) |
| Cash from investing activities | (28 810) | (8 971) |
| Cash flow from financing activities | | |
| Interest paid | (10 186) | (14 572) |
| Payment of finance lease liabilities | (2 007) | (3 596) |
| (Repayments)/ proceeds from credits and loans | (44 811) | (40 812) |
| Net cash from financing activities | (57 004) | (58 980) |
| Net change in cash and cash equivalents | 25 501 | 5 234 |
| Cash and cash equivalents at the beginning of the period | 12 790 | 18 147 |
| Cash and cash equivalents at the end of the period | 38 291 | 23 381 |

The additional information section constitutes an integral part of the interim condensed consolidated and separate financial statements

Interim condensed separate financial statements of Inter Cars S.A.

for the period from January 1st – 30th June 2013

(PLN'000)

Explanatory information to the abbreviate standalone financial statements prepared for the period of 6 months ended on 30 June 2013**1.1. 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 write-downs.

1.2. Investments in subordinated entities

| | |
|--|----------------|
| Investments in subordinated entities as at 31.12.2012 | 111 699 |
| Write-down on shares of Frenoplast | (3 782) |
| Reversal of the write-down on shares | 683 |
| Purchase of shares in INTER CARS MALTA HOLDING LIMITED | 19 |
| In-kind contribution to ILS Sp. z o.o. | 45 388 |
| Investments in subordinated entities as at 30.06.2013 | 154 007 |

In the opinion of the Managements Board there were grounds to create a write-down on shares and receivables due to a loan of PLN 5,338 thousand granted to Frenoplast, a related entity.

1.3. Transactions with related entities in the condensed separate financial statements

| | Sales income | | Purchase of goods and services | |
|--|-----------------------------------|-----------------------------------|---------------------------------------|-----------------------------------|
| | 01.01.2013- 30.06.2013 | 01.01.2012- 30.06.2012 | 01.01.2013- 30.06.2013 | 01.01.2012- 30.06.2012 |
| Inter Cars Ukraine LLC | 13 106 | 9 525 | - | - |
| Q-Service Sp. z o.o. | 1 074 | 3 223 | 34 113 | 33 458 |
| Lauber Sp. z o.o. | 2 419 | 3 335 | 11 410 | 10 980 |
| Inter Cars Ceska Republika | 31 067 | 27 093 | 1 221 | 2 162 |
| Inter Cars Slovenska Republika | 33 496 | 29 470 | 2 528 | 385 |
| Feber Sp. z o.o. | 359 | 370 | 18 397 | 8 119 |
| Inter Cars Lietuva UAB | 45 276 | 37 657 | 3 877 | 1 392 |
| IC Development & Finance Sp. z o.o. | - | - | 568 | 655 |
| JC Auto s.r.l. | 3 941 | 4 366 | 2 255 | 985 |
| Inter Cars d.o.o. | 13 916 | 10 131 | 382 | 6 |
| JC Auto S.A. | 162 | 1 | 2 106 | 1 073 |
| INTER CARS Hungária Kf. | 10 738 | 6 168 | 794 | 540 |
| Inter Cars Romania s.r.l. | 47 363 | 30 463 | 4 467 | 1 860 |
| Armatus sp. z o.o. | 26 | 58 | - | 808 |
| Cleverlog Autoteile BmbH | 105 | 30 | - | - |
| Inter Cars Latvija SIA | 11 277 | 6 130 | 104 | 53 |
| Inter Cars Bulgaria Ltd. | 1 733 | 729 | 189 | - |
| Inter Cars Marketing Services Sp. z o.o. | 43 | 3 | 27 371 | 3 205 |
| ILS Sp. z o.o. | 3 509 | - | 28 463 | - |
| | 219 610 | 168 752 | 138 245 | 66 681 |

Interim condensed separate financial statements of Inter Cars S.A.

for the period from January 1st – 30th June 2013

(PLN'000)

| <i>Settlements</i> | Receivables as at | | Liabilities as at | |
|---|--------------------------|-------------------|--------------------------|-------------------|
| | 30.06.2013 | 31.12.2012 | 30.06.2013 | 31.12.2012 |
| Inter Cars Ukraine LLC | 15 608 | 13 817 | - | - |
| Q-service Sp. z o.o. | 339 | 4 915 | 53 451 | 46 911 |
| Lauber Sp. z o.o. | 2 058 | 2 177 | 1 191 | 2 408 |
| Inter Cars Ceska Republika | 18 087 | 17 416 | 104 | 850 |
| Inter Cars Slovenska Republika | 7 024 | 4 870 | 59 | 267 |
| Feber Sp. z o.o. | 5 177 | 5 299 | 2 048 | 1 360 |
| Inter Cars Lietuva UAB | 12 279 | 14 256 | 1 530 | 179 |
| Armatus sp. z o.o. | 5 | 77 | 123 | - |
| IC Development & Finance Sp. z o.o. | - | - | 243 | 467 |
| JC Auto s.r.l. | 9 973 | 7 624 | 617 | - |
| Inter Cars d.o.o. | 39 857 | 34 621 | 393 | 110 |
| JC Auto S.A. | - | 1 891 | 588 | 1 796 |
| INTER CARS Hungária Kft. | 30 390 | 19 996 | 83 | 42 |
| JC Auto s.r.o. | 4 185 | 3 952 | - | - |
| Inter Cars Romania s.r.l. | 79 557 | 64 292 | 2 426 | 672 |
| Inter Cars Latvija SIA | 5 937 | 4 055 | 19 | 4 |
| Inter Cars Cyprus Ltd. | - | - | 3 298 | 3 110 |
| Cleverlog-Autoteile GmbH | 96 | 51 | - | - |
| Inter Cars Bulgaria Ltd. | 3 705 | 2 183 | 2 | 3 |
| Inter Cars Marketing Services Sp. z o.o. | 34 | 512 | 33 068 | 26 223 |
| ILS Sp. z o.o. | 820 | - | 23 137 | - |
| Inter Cars Malta Holding Limited | 19 | - | - | - |
| Inter Cars Malta Limited | 5 801 | - | - | - |
| Gross receivables from subsidiaries | 240 951 | 202 004 | 122 380 | 84 402 |
| Impairment provision for receivables (JC Auto s.r.o.) | (4 185) | (3 951) | - | - |
| Net receivables from subsidiaries | 236 766 | 198 053 | 122 380 | 84 402 |

Settlements on loans and borrowings

| <i>Receivables from subsidiaries</i> | 30.06.2013 | 31.12.2012 |
|--|-------------------|-------------------|
| Lauber Sp. z o.o. | 8 786 | 6 787 |
| Feber Sp. z o.o. | 23 849 | 23 415 |
| IC Development & Finance Sp. z o.o. | 26 734 | 27 124 |
| SMiOC FRENOPLAST Buřhak i Cieřlowski S.A | 1 557 | 3 000 |
| Inter Cars Bulgaria Ltd. | 1 059 | 1 002 |
| Gross receivables on loans and borrowings | 61 985 | 61 328 |
| <i>Impairment provision for loans and borrowings</i> | (1 557) | - |
| Net receivables on loans and borrowings | 60 428 | 61 328 |

Liabilities to subsidiaries

| | | |
|--------------------|------------|------------|
| Armatus Sp. z o.o. | 159 | 469 |
| | 159 | 469 |

The additional information section constitutes an integral part of the interim condensed consolidated and separate financial statements

Interim condensed separate financial statements of Inter Cars S.A.

for the period from January 1st – 30th June 2013

*(PLN'000)***Guarantees and sureties granted by Inter Cars S.A. to related entities.**

| <i>(in PLN'000)</i> To: | Period covered | Status as at | |
|----------------------------|----------------|-------------------|-------------------|
| | | 30.06.2013 | 31.12.2012 |
| Inter Cars Hungaria Kft. | 2016-01-31 | 2 371 | 2 289 |
| Lauber Sp. z o.o. | 2014-01-13 | 197 | 197 |
| Feber Sp. z o.o. | Indefinitely | 952 | 899 |
| Inter Cars Ukraina | 2013-12-27 | 216 | 204 |
| Q-Service Sp. z o.o. | 2013-12-31 | 1 299 | 1 226 |
| Feber Sp. z o.o. | 2013-12-20 | 2 598 | - |
| Inter Cars Bulgaria Ltd. | 2015-07-05 | 272 | 257 |
| Inter Cars Ukraina | 2013-12-31 | 649 | - |
| Inter Cars Latvija | 2013-12-31 | 216 | - |
| | | 8 770 | 5 072 |

Transactions with the members of the Supervisory Board and the Management Board and members of their families.

| | 1.1.2013- 30.06.2013 | 1.1.2012- 30.06.2012 |
|--|---------------------------------|---------------------------------|
| <i>Transactions with related entities</i> | | |
| Income on sales to related entities | 760 | 858 |
| Purchase of goods and services from related entities | 4 416 | 6 138 |
| | 30.06.2013 | 30.06.2012 |
| <i>Settlements with related entities</i> | | |
| Receivables from related entities | 709 | 445 |
| Liabilities to related entities | 49 | 225 |

Warsaw, 28th August 2013-----
Robert Kierzek-----
President of the Management Board-----
Krzysztof Oleksowicz-----
Member of the Management Board-----
Krzysztof Soszyński-----
Vice-President of the Management Board-----
Witold Kmieciak-----
Member of the Management Board-----
Wojciech Twaróg-----
Member of the Management Board-----
Julita Pałyska-----
Chief Accountant

The additional information section constitutes an integral part of the interim condensed consolidated and separate financial statements



KPMG Audyt
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This document is a free translation of the Polish original. Terminology current in Anglo-Saxon countries has been used where practicable for the purposes of this translation in order to aid understanding. The binding Polish original should be referred to in matters of interpretation.

**INDEPENDENT AUDITORS' REPORT
ON REVIEW OF THE INTERIM
FINANCIAL STATEMENTS
FOR THE PERIOD
FROM 1 JANUARY 2013 TO 30 JUNE 2013**

To the Shareholders of Inter Cars S.A.

Introduction

We have reviewed the accompanying 30 June 2013 condensed consolidated interim financial statements of Inter Cars S.A. Capital Group with its parent company's registered office in – Warsaw, ul. Powsińska 64 (“the condensed consolidated interim financial statements”), which comprise:

- the condensed consolidated statement of financial position as at 30 June 2013,
- the condensed consolidated statement of comprehensive income for the six-month period ended 30 June 2013,
- the condensed consolidated statements of changes in equity for six-month period ended 30 June 2013,
- the condensed consolidated statements of cash flows for six-month period ended 30 June 2013, and
- notes to the interim financial statements.

Management of the Parent Entity is responsible for the preparation and presentation of these condensed consolidated interim financial statements in accordance with the IAS 34 *Interim Financial Reporting* as adopted by the European Union. Our responsibility is to express a conclusion on these condensed consolidated interim financial statements, based on our review.

Scope of Review

We conducted our review in accordance with the National Standard on Auditing no. 3 *General principles of review of the financial statements/condensed financial statements and conducting of other assurance services* issued by the National Council of Certified Auditors and the International Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with national standards on auditing and



International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying 30 June 2013 condensed consolidated interim financial statements are not prepared, in all material respects, in accordance with IAS 34 *Interim Financial Reporting* as adopted by the European Union.

On behalf of KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k.
registration number 3546
ul. Chłodna 51, 00-867 Warsaw

Signed on the Polish original

.....
Miroslaw Matusik
Key Certified Auditor
Registration No. 90048
Limited Liability Partner with power of attorney

28 August 2013



KPMG Audyt
Spółka z ograniczoną
odpowiedzialnością sp.k.
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**INDEPENDENT AUDITORS' REPORT
ON REVIEW OF THE INTERIM
FINANCIAL STATEMENTS
FOR THE PERIOD
FROM 1 JANUARY 2013 TO 30 JUNE 2013**

To the Shareholders of Inter Cars S.A.

Introduction

We have reviewed the accompanying 30 June 2013 condensed separate interim financial statements of Inter Cars S.A., with its registered office in Warsaw, ul. Powińska 64 ("the condensed separate interim financial statements"), which comprise:

- the condensed separate statement of financial position as at 30 June 2013,
- the condensed separate statement of comprehensive income for the six-month period ended 30 June 2013,
- the condensed separate statements of changes in equity for six-month period ended 30 June 2013,
- the condensed separate statements of cash flows for six-month period ended 30 June 2013, and
- notes to the interim financial statements.

Management of the Entity is responsible for the preparation and presentation of these condensed separate interim financial statements in accordance with the IAS 34 *Interim Financial Reporting* as adopted by the European Union. Our responsibility is to express a conclusion on these condensed separate interim financial statements, based on our review.

Scope of Review

We conducted our review in accordance with the National Standard on Auditing no. 3 *General principles of review of the financial statements/condensed financial statements and conducting of other assurance services* issued by the National Council of Certified Auditors and the International Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in



scope than an audit conducted in accordance with national standards on auditing and International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying 30 June 2013 condensed separate interim financial statements are not prepared, in all material respects, in accordance with IAS 34 *Interim Financial Reporting* as adopted by the European Union.

On behalf of KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k.
registration number 3546
ul. Chłodna 51, 00-867 Warsaw

Signed on the Polish original

.....
Miroslaw Matusik
Key Certified Auditor
Registration No. 90048
Limited Liability Partner with power of attorney

28 August 2013