

**STATEMENT OF THE MANAGEMENT BOARD OF INTER CARS S.A. ON
COMPLIANCE WITH THE CODE OF BEST PRACTICE FOR WSE LISTED
COMPANIES IN 2009**

1. Corporate Governance Rules Adopted by Inter Cars S.A.

Inter Cars S.A. adopted corporate governance rules enunciated in the Code of Best Practice for WSE Listed Companies available at www.corp-gov.pl

2. Non-Compliance with Corporate Governance Rules

The Management Board of Inter Cars S.A. hereby declares that in 2009 the Company ensured compliance with the adopted corporate governance rules except as stated below:

- A. Rule No. I.1** A company should pursue a transparent and effective information policy using both traditional methods and modern technologies ensuring fast, secure and broad access to information. Using such communication methods to the broadest extent possible, the company should ensure adequate communication with investors and analysts, enable on-line broadcasts of General Meetings over the Internet, record General Meetings, and publish the recordings on the company website.

NOTE:

The Company pursues a transparent and effective information policy ensuring adequate communication with investors and analysts using traditional methods, which allows it to depart from the rule of recording and broadcasting General Shareholder Meetings via the Internet, and making the recordings available on the Company's website.

- B. Rule No. III.6** At least two members of the Supervisory Board should meet the criteria of being independent from the company and entities with significant connections with the company. The independence criteria should be applied under Annex II to the Commission Recommendation of February 15th 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board. Irrespective of the provisions of point b) of the said Annex, a person who is an employee of the company or an associated company cannot be deemed to meet the independence criteria described in the Annex. In addition, a relationship with a shareholder precluding the independence of a member of the Supervisory Board as understood in this rule is an actual and significant relationship with any shareholder who has the right to exercise at least 5% of all votes at the General Meeting.

NOTE:

Under the Company's Articles of Association, the Supervisory Board may comprise five to 13 members appointed by the General Shareholders Meeting. At present, the Supervisory Board is composed of five members. The Board members are elected in a vote held among all eligible stakeholders and shareholders of the Company. Information on the candidates for the Supervisory Board, including details on their professional experience and qualifications, is published ahead of the voting date, and presented to the shareholders during the General Shareholders Meeting. The Supervisory Board members are appointed based on an independent decision of the Company's shareholders present at the General

Shareholders Meeting, and there are no valid reasons for restricting the freedom of choice with respect to candidates for the Supervisory Board.

- C. Rule III.7** The Supervisory Board should establish at least an audit committee. The committee should include at least one member independent of the company and entities with significant connections with the company, who has qualifications in accounting and finance. In companies where the Supervisory Board consists of the minimum number of members required by law, the tasks of the committee may be performed by the Supervisory Board.

NOTE:

At present, the Supervisory Board is composed of five members, and performs the tasks of an audit committee.

- D. Rule III.8** Annex I to the Commission Recommendation of February 15th 2009 on the role of non-executive or supervisory directors (...) should apply to the tasks and the operation of the committees of the Supervisory Board.

NOTE:

Given that the Supervisory Board performs the tasks of an audit committee, and that the Management Board has no influence on the selection process of the Supervisory Board members, the Company departs from the recommendations included in Annex I to the Recommendation of the European Commission.

3. Key Characteristics of the Internal Control and Risk Management Systems Applied in Connection with Preparation of Separate and Consolidated Financial Statements.

The Company's financial statements and periodic reports are prepared by Chief Financial Officer in accordance with applicable laws and adopted accounting policies, and reviewed on a regular basis by the Management Board, which is a body responsible for the fairness and consistency of the presented information.

Financial statements are prepared by persons with an access to inside information, who are obliged to ensure full confidentiality of the information used as the basis for the financial statements from the time of obtaining access to such information until the publication of the financial statements. Financial information constituting the basis for the financial statements and for the periodic reports are sourced from the Company's accounting and financial system where business events are recorded in accordance with the adopted accounting policies (approved by the Management Board) based on the International Accounting Standards and International Financial Reporting Standards. The Company monitors changes in the legal and regulatory reporting requirements for listed companies, and prepares in advance for their incorporation in the internal regulations.

Upon their approval by the Management Board, the financial statements are reviewed by an independent qualified auditor selected by the Company's Supervisory Board from among highly reputable audit firms.

The Company's Finance Department, acting in consultation with the auditor, recommends actions aimed at enhancing the Company's internal control system and addressing the weak points identified during the audit of financial statements.

The Company's Finance Department and heads of other departments prepare periodic reports for the Management Board as part of the management reporting process, which provide an overview of key financial data and operating ratios of individual business segments.

4. Shareholders Holding, Directly or Indirectly, Significant Blocks of Shares, including Information on the Number of Shares Held, Percentage of the Share Capital, Number of Voting Rights Attached, and Share in the Total Vote at the General Shareholders Meeting.

No.	Shareholder	Number of shares	Number of votes	% of share capital	% of the total vote at GM
1.	Krzysztof Oleksowicz	4,972,271	4,972,271	35.10%	35.10%
2.	Andrzej Oliszewski	1,502,370	1,502,370	10.60%	10.60%
3.	ING Otwarty Fundusz Emerytalny	1,007,628	1,007,628	7.11%	7.11%
4.	AIG Otwarty Fundusz Emerytalny	1,187,431	1,187,431	8.38%	8.38%
5.	AVIVA Otwarty Fundusz Emerytalny	898,963	898,963	6.35%	6.35%

5. Holders of Securities Conferring Special Control Rights, including Description of any such Rights.

There are no securities conferring special control rights with respect to the Company. There are no restrictions with respect to the transfer of the Company shares or limitations on the voting rights attached to them.

6. Any Restrictions on Voting Rights, such as Limitations of the Voting Rights of Holders of a Given Percentage or Number of Votes, Deadlines for Exercising Voting Rights, or Systems Whereby, with the Company's Cooperation, the Financial Rights Attaching to Securities are Separated from the Holding of Securities.

The Company's Articles of Association do not provide for any limitations on the voting rights of holders of a given percentage or number of votes.

7. Rules Governing the Appointment and Removal from Office of the Company's Management Personnel and Such Personnel's Powers, Including in Particular the Power to Make Decisions to Issue or Buy Back Shares.

The Management Board members are appointed, removed from office and suspended by the Supervisory Board in accordance with the Commercial Companies Code and the Company's Articles of Association.

8. Amendments to the Issuer's Articles of Association

In order to be valid, an amendment to the Company's Articles of Association requires:

- the General Shareholders Meeting's resolution adopted by three-fourths (3/4) of the votes cast (Art. 415 of the Commercial Companies Code), drawn up in the form of a notarial deed (a material change in the Company's business requires a resolution adopted by two-thirds (2/3) of the votes (Art. 416 of the Commercial Companies Code));
- an entry in the National Court Register (Art. 430 of the Commercial Companies Code).

9. Manner of Operation of the General Shareholders Meeting, Its Key Powers and Description of the Shareholders' Rights along with the Procedure for their Exercise, including in Particular the Principles Specified in the Rules of Procedure for the General Shareholders Meeting

The Management Board of Inter Cars S.A. declares that the General Shareholders Meeting acts in accordance with the Company's Articles of Association, the Commercial Companies Code and the Rules of Procedure for the General Shareholders Meeting, which is posted on the Company's website.

The powers of the General Shareholders Meeting include matters provided for in the Commercial Companies Code, with the exception of those matters, which in accordance with the Articles of Association fall within the powers of other bodies of the Company. The following matters require the General Shareholders Meeting's resolution: change of the Company's share capital, creation, increase and allocation of other capitals, funds and reserves, issue of convertible bonds and bonds conferring pre-emptive rights, amendment of the Articles of Association, retirement of shares, sale of business or an organised part thereof, liquidation, demerger, merger, dissolution or transformation of the Company, distribution of profit, coverage of loss, creation of capital reserves, appointment and removal from office of Supervisory Board members, approval of the Rules of Procedure for the Supervisory Board, defining rules of remuneration of Supervisory Board members, including the remuneration of Supervisory Board members delegated to exercise continuous supervision in person. Acquisition and disposal of property, perpetual usufruct rights or interest in property does not require the approval of the General Shareholders Meeting.

The General Shareholders Meeting is called by the Management Board or, in cases provided for and in accordance with the procedure specified in the Commercial Companies Code, by other bodies. The General Shareholders Meeting may be held at the Company's registered office or in Cząstków Mazowiecki (Czosnów commune, Province of Warsaw) or in Kajetany (Nadarzyn commune, Province of Warsaw). Unless more restrictive terms and conditions are specified in the Commercial Companies Code or the Articles of Association, resolutions of the General Shareholders Meeting are adopted by an absolute majority of votes cast.

10. Composition and Activities of the Issuer's Management, Supervisory and Administrative Bodies or of their Committees; Changes in their Composition in the Previous Financial Year

Composition and Manner of Operation of the Management Board

Composition of the Management Board in the period January 1st–December 31st 2009 was as follows:

- Krzysztof Oleksowicz – President of the Management Board,
- Robert Kierzek – Vice-President of the Management Board,
- Krzysztof Soszyński – Vice-President of the Management Board,
- Wojciech Milewski – Member of the Management Board,
- Piotr Kraska – Member of the Management Board.

The Management Board's term of office is three years. The members of the Management Board are appointed for a joint term of office. The Management Board manages the Company and represents it in and out of court. The Management Board is responsible for all matters which are not specified in the Company's Articles of Association or legal regulations as falling in the scope of powers of the General Shareholders Meeting or the Supervisory Board. The Management Board manages the Company's assets and rights, performing its duties with due care and ensuring strict legal compliance. Resolutions of the Management Board are adopted by a majority of votes cast. In the event of a voting tie, the President of the Management Board has the casting vote. The scope of the Management Board's powers and duties as well as the manner of its operation are specified in the Rules of Procedure for the Management Board. The Rules of Procedure are adopted by the Management Board and approved by the Supervisory Board. The full text of the Rules of Procedure is published on the Company's website. The following persons are authorised to make representations and sign documents on behalf of the Company: the President of the Management Board acting alone or two Management Board members acting jointly or one Management Board member acting jointly with a proxy. The rules of remuneration of the Management Board members are determined by the Supervisory Board.

Composition and Manner of Operation of the Supervisory Board

As at December 31st 2009, the Supervisory Board of Inter Cars S.A. was composed of five members:

- Andrzej Oliszewski – Chairman of the Supervisory Board,
- Maciej Oleksowicz – Member of the Supervisory Board,
- Jolanta Oleksowicz-Bugajewska – Member of the Supervisory Board,
- Jacek Klimczak – Member of the Supervisory Board,
- Michał Marczak – Member of the Supervisory Board.

The Supervisory Board may comprise five to 13 members appointed by the General Shareholders Meeting. The General Shareholders Meeting appoints the Chairperson of the Supervisory Board and the Deputy Chairman is appointed by the Supervisory Board from among the other members. The number of Supervisory Board members is determined by the General Shareholders Meeting. In the case of block voting, the number of members of the Supervisory Board is thirteen. The Supervisory Board members are appointed for a joint five-year term of office, and may be reappointed.

Supervisory Board's resolutions are adopted by an absolute majority of votes in the presence of at least 50% of the Supervisory Board members. Resolutions are effective if all members of the Supervisory Board are invited to the Supervisory Board's meeting. Meetings of the Supervisory Board are held at least once every three months. Meetings are convened by a written notification which specifies the time, venue and proposed agenda, delivered to all members at least 7 (seven) days prior to the date of the meeting. Meetings of the Supervisory Board are convened by the Chairperson on his/her own initiative or upon a request submitted by a Supervisory Board member. Resolutions of the Supervisory Board may be adopted without convening a meeting in writing or using means of remote communication, provided that all Supervisory Board members have been notified of the contents of relevant draft resolution and approved such manner of voting. Supervisory Board's resolutions concerning suspension, for justified reasons, of certain Management Board members, as well as resolutions concerning temporary delegation of a Management Board member's duties to a member of the Supervisory Board, are adopted by 4/5 (four fifths) of votes cast, in the presence of at least 4/5 (four fifths) of Supervisory Board members.

The Supervisory Board provides supervision over the Company's operations in accordance with the Commercial Companies Code, the Company's Articles of Association and the Rules of Procedure for the Supervisory Board adopted by the General Shareholders Meeting. The powers of the Supervisory Board include in particular: review of the Company's financial statements, review of the Directors' report and their recommendations regarding distribution of profit and coverage of loss, submission of annual reports on the findings of the review to the General Shareholders Meeting, selection of an auditor of the Company's financial statements based on proposals received from the Management Board, appointment and removal from office of Management Board members, appointment of the President of the Management Board from among the Management Board members and the Vice-President of the Management Board, if any, execution of contracts with Management Board members, determining the rules of remuneration of Management Board members, and approval of acquisition or disposal of property, perpetual usufruct rights or interest in property.