

Draft resolutions to be presented to the Ordinary General Meeting of Shareholders to be held on 10.06.2010.

The Management Board of Inter Cars S.A. hereby announces draft resolutions to be presented to the Ordinary General Meeting of Shareholders to be held on 10.06.2010 (Thu) at 10:30 in Warsaw at ul. Polna 22/13.

Resolution no.

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw hereby appoints the Chairman of the Meeting.

Resolution no.

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw hereby approves the agenda of the Meeting.

Resolution no. ...

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw hereby approves the Management Board's Report on the Company's operations in 2009.

Resolution no. ...

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw hereby approves the Management Board's Report on the operations of the Capital Group Inter Cars S.A. in 2009.

Resolution no. ...

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw hereby approves the Company's financial statements for the financial year 2009, in particular:

1. The Balance Sheet prepared as at 31 December 2009, showing total assets and liabilities of **PLN 1,224,197,000** (say: one billion two hundred and twenty four million one hundred and ninety seven thousand zlotys);
2. The Profit and Loss Account for the period from 01 January 2009 to 31 December 2009, showing a net profit of **PLN 60,707,000** (say: sixty million seven hundred and seven thousand zlotys);
3. The Statement of Changes in the Share Capital for the financial year from 01 January 2009 to 31 December 2009, showing an increase in the share capital of **PLN 73,316,000** (say: seventy three million three hundred and sixteen thousand zlotys);
4. The Cash Flow Statement for the financial year from 01 January 2009 to 31 December 2009, showing a net decrease in cash of **PLN 1,167,000** (say: one million one hundred and sixty seven thousand zlotys);
5. The Additional Information, including introduction and additional information and explanations.

Resolution no.

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw hereby approves the financial statements of the Capital Group Inter Cars S.A for the financial year 2009, in particular:

1. The Balance Sheet prepared as at 31 December 2009, showing total assets and liabilities of **PLN 1,272,993,000** (say: one billion two hundred and seventy two million nine hundred and ninety three thousand zlotys);
2. The Profit and Loss Account for the period from 01 January 2009 to 31 December 2009, showing a net profit of **PLN 68,222,000** (say: sixty eight million two hundred and twenty two thousand zlotys);
3. The Statement of Changes in the Share Capital for the financial year from 01 January 2009 to 31 December 2009, showing an increase in the share capital of **PLN 80,766,000** (say: eighty million seven hundred and sixty six thousand zlotys);
4. The Cash Flow Statement for the financial year from 01 January 2009 to 31 December 2009, showing a net decrease in cash of **PLN 2,442,000** (say: two million four hundred and forty two thousand zlotys);
5. The Additional Information, including introduction and additional information and explanations.

Resolution no.

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw, having regard to the Management Board's motion related to the distribution of profit and to the Supervisory Board's opinion in this respect hereby decides that the net profit of PLN 60,707,000 generated in 2009 shall be paid in full towards the supplementary capital.

Resolution no. ...

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw, acting pursuant to Art. 395 § 2.3 of the Code of Commercial Companies, hereby acknowledges the fulfilment by Mr. Krzysztof Oleksowicz of the duties of the President of the Company's Management Board in 2009.

Resolution no. ...

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw, acting pursuant to Art. 395 § 2.3 of the Code of Commercial Companies, hereby acknowledges the fulfilment by Mr. Rober Kierzek of the duties of the Vice-President of the Company's Management Board in 2009.

Resolution no.

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw, acting pursuant to Art. 395 § 2.3 of the Code of Commercial Companies, hereby acknowledges the fulfilment by Mr. Krzysztof Soszyński of the duties of the Vice-President of the Company's Management Board in 2009.

Resolution no. ...

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw, acting pursuant to Art. 395 § 2.3 of the Code of Commercial

Companies, hereby acknowledges the fulfilment by Mr. Wojciech Milewski of the duties of a Member of the Company's Management Board in 2009.

Resolution no. ...

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw, acting pursuant to Art. 395 § 2.3 of the Code of Commercial Companies, hereby acknowledges the fulfilment by Mr. Piotr Kraska of the duties of a Member of the Company's Management Board in 2009.

Resolution no. ...

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw, acting pursuant to Art. 395 § 2.3 of the Code of Commercial Companies, hereby acknowledges the fulfilment by Mr. Andrzej Oliszewski of the duties of the President of the Company's Supervisory Board in 2009.

Resolution no. ...

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw, acting pursuant to Art. 395 § 2.3 of the Code of Commercial Companies, hereby acknowledges the fulfilment by Mr. Michał Marczak of the duties of a Member of the Company's Supervisory Board in 2009.

Resolution no. ...

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw, acting pursuant to Art. 395 § 2.3 of the Code of Commercial Companies, hereby acknowledges the fulfilment by Ms. Jolanta Oleksowicz-Bugajewska of the duties of a Member of the Company's Supervisory Board in 2009.

Resolution no. ...

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw, acting pursuant to Art. 395 § 2.3 of the Code of Commercial Companies, hereby acknowledges the fulfilment by Mr. Maciej Oleksowicz of the duties of a Member of the Company's Supervisory Board in 2009.

Resolution no. ...

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw, acting pursuant to Art. 395 § 2.3 of the Code of Commercial Companies, hereby acknowledges the fulfilment by Mr. Jacek Klimczak of the duties of a Member of the Company's Supervisory Board in 2009.

Resolution no.

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw, acting pursuant to Art. 385 § 1 of the Code of Commercial Companies, hereby dismissesfrom the Supervisory Board of the 4th term.

Resolution no.

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw, acting pursuant to Art. 385 § 1 of the Code of Commercial Companies, hereby appointsto the Supervisory Board of the 4th term.

Justification: *Having regard to the fact that the Supervisory Board has taken over the tasks previously reserved for the audit committee (within the meaning of the Act 7 May 2009 on Chartered Auditors, Entities Entitled to Audit Financial Statements, and Public Supervision) the intention of the Shareholders is to appoint the Supervisory Board members in such a way as to ensure that they apply to the fullest possible extent the above regulation in the part related to the composition of the audit committee and the independence of its members.*

Resolution no. ...

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw, acting pursuant to Art. 430 of the Code of Commercial Companies hereby changes the Company's Bylaws by:

- adding to § 5 item 39, reading as follows:
"Warehousing and storage of other goods (Polish Classification of Business Activity - PKD 52.10.B)"
- Deleting § 11.7

Justification: *Extension of the warehousing activity requires formal extension of the Company's objects specified in its Bylaws. The need of transparency of the Management Board's activities and the need to broaden the scope of responsibility of its particular members will be better exercised if the Company's representation rules comply with the code (representation by two members). Deletion of the special representation clause from the Bylaws (representation by one person in the case of the President of the Management Board) meets this need.*

Rsoution no. ...

The Ordinary General Meeting of Shareholders of Inter Cars S.A. with its registered seat in Warsaw, acting pursuant to §16.4 9) of the Company's Bylaws and with Art. 393 of the Code of Commercial Companies, having approved the changes to the Rules of the Supervisory Board of Inter Cars S.A., hereby approves the Uniform Text of the Rules of the Supervisory Board of Inter Cars S.A. as attached to this Resolution.

Justification: *Having regard to the fact that the Supervisory Board has taken over the tasks previously reserved for the audit committee (within the meaning of the Act 7 May 2009 on Chartered Auditors, Entities Entitled to Audit Financial Statements, and Public Supervision) the intention of the Shareholders was to reflect the said fact in the Rules. Therefore, item 9 has been added to § 7 "Rules of the Supervisory Board of Inter Cars S.A.," reading as follows*

"9. Execution of the tasks of the audit committee (within the meaning of the Act of 7 May 2009 on Chartered Auditors, Entities Entitled to Audit Financial Statements, and

Public Supervision) until an audit committee independent of the Supervisory Board is appointed (optionally).

Uniform text of the RULES of the SUPERVISORY BOARD of INTER CARS S.A.

§ 1

The Supervisory Board shall exercise supervision over the Company's activities in the manner stipulated by the Code of Commercial Companies, the Company's Bylaws, the Resolutions of the General Meeting of Shareholders - to the extent to which they bind the Supervisory Board, and by these Rules.

§ 2

1. The number of members of the Supervisory Board may vary from five to thirteen. They shall be appointed by the General Meeting of Shareholders. The General Meeting of Shareholders shall appoint the President of the Supervisory Board. The Vice-President shall be appointed by the Board from among the other members.
2. The number of members of the Supervisory Board shall be decided by the General Meeting. In the case of voting in separate groups, the number of Members of the Supervisory Board shall be thirteen.
3. The term of the Supervisory Board shall be five (5) years. All members of the Supervisory Board shall be appointed for a common term.
4. Members of the Supervisory Board may be reappointed for subsequent terms.

§ 3

1. Mandates of members of the Supervisory Board shall expire on the date of the General Meeting of Shareholders convened to approve the financial statements for the last financial year in which they performed their duties.
2. Members of the Supervisory Board shall perform their duties in person.

§4

1. President of the Supervisory Board shall manage the work of the Board, convene and chair its meetings. In the event of a temporary inability to perform his duties as the President of the Supervisory Board, they shall be taken over by the Vice-President of the Board.
2. The Supervisory Board shall meet at least once every quarter.
3. President of the Supervisory Board shall be obliged to convene a meeting within two weeks of receiving a motion to this effect submitted by:
 - the Management Board,
 - a member of the Management Board.

§5

1. Meetings of the Supervisory Board shall be convened by a written notice containing information about the place, time and proposed agenda of a meeting, served on all members at least seven (7) days prior to a meeting.
2. A meeting of the Supervisory Board may be held without having been formally convened, provided that all the members are present and none of them objects to the meeting.

§6

1. Resolutions of the Supervisory Board shall be adopted by an absolute majority of

votes with at least half of the members of the Supervisory Board present. Resolutions of the Supervisory Board shall be deemed duly adopted if all members of the Supervisory Board have been invited to a meeting.

2. A member of the Supervisory Board may vote in writing through the agency of another member of the Board.
3. Matters not included in the agenda may not be subject to a vote unless all members of the Board are present and none of them raises any objections.
4. Resolutions of the Supervisory Board may be adopted without convening a meeting of the Supervisory Board – in writing or using means of remote communication, if all members of the Supervisory Board have been informed about the content of a draft resolution and have approved of such manner of voting
5. A resolution of the Supervisory Board on suspending from duties for important reasons individual members of the Management Board and a resolution on delegating a member of the Supervisory Board to temporarily perform the duties of a member of the Management Board shall be adopted by a majority of 4/5 (four fifths) of the votes cast, with at least 4/5 (four fifths) of the members of the Supervisory Board present.
6. Resolutions of the Supervisory Board shall be adopted in an open ballot.
7. Personal matters shall be subject to a secret ballot.

§ 7

The scope of powers of the Supervisory Board shall include in particular:

1. auditing of the Company's financial statements,
2. audit of the Management Board's report on the Company's operations and its motions regarding the use of profits to cover the loss, as well as submission to the General Meeting of annual reports on the results of such audit,
3. appointment, on the basis of offers received by the Management Board, of a chartered auditor to audit the Company's financial statements,
4. appointment and removal from office of members of the Management,
5. appointment of President of the Management Board from among its members, and, optionally, Vice-President of the Management Board,
6. conclusion of contracts with the members of the Management Board of the Company,
7. determining the rules of setting the remuneration of the members of the Company's Management Board,
8. expressing a consent for the sale or purchase of a real property, right of perpetual usufruct of or a share of a real property,
9. acting as an audit committee (within the meaning of the Act of 7 May 2008 on Chartered Auditors, Entities Authorized to Audit Financial Statements, and Public Supervision) until an audit commission independent of the Supervisory Board is appointed.

§ 8

1. Minutes shall be taken of all meetings of the Supervisory Board
2. Minutes shall be taken by the Secretary of the Supervisory Board or a person appointed by the President of the Supervisory Board. The minutes of the resolutions adopted pursuant to § 6.3 of these Rules shall be taken as specified by the President of the Supervisory Board.
3. The original copy of minutes and attachments thereto shall be kept in the minutes

book kept by the Secretary of the Board.

4. Minutes shall include the following:

- date and place of a meeting
- a list of members of the Supervisory Board attending a meeting (names and functions)
- a statement of validity of a meeting
- approved agenda of a Meeting
- the course of a meeting, including the text of resolutions adopted therein, the number of votes cast per each resolution,
- dissenting opinions,
- name of the person taking the minutes

§9

1. The Supervisory Board may express opinions about all Company matters, submit enquiries and motions to the Management Board, as well as come forth with initiatives.
2. The Management Board shall provide feedback to the Supervisory Board regarding the latter's opinions, motions, initiatives or enquiries, no later than within 21 days of receipt thereof.

§10

Meetings of the Supervisory Board may be attended by the members of the Management Board, and -subject to the Supervisory Board's consent - other persons whose participation in a meeting is justified by its subject. In particular, the Supervisory Board may choose to appoint a person to chair a single meeting or to act as the Chairman for a specified period of time in accordance with the instructions of the President.

§11

1. The Supervisory Board shall act collectively.
2. The Supervisory Board may delegate its members to perform certain supervisory activities individually.

§ 12

1. The Company shall provide the Supervisory Board with administrative support.
2. The Company shall bear the costs of activity of the Supervisory Board.
3. Members of the Supervisory Board shall be entitled to receive remuneration for their participation in the Board's work. The amount of the remuneration for each member of the Board shall be determined by the General Meeting of Shareholders.
4. Any documented expenses borne by the members of the Supervisory Board in connection with the performance of their activities for the Board shall be refunded to the extent specified by the General Meeting of Shareholders.

§13

Any changes hereto shall be subject to a resolution of the General Meeting of Shareholders.

§14

These Rules shall become effective as at the date of their adoption by the General Meeting of Shareholders.