

Warsaw, 14th May 2010

NOTICE OF GENERAL MEETING OF SHAREHOLDERS

The Management Board of Inter Cars S.A., having its registered seat in Warsaw, entered into the National Court Register kept by the District Court for the capital city of Warsaw, XIII Commercial Department of the National Court Register, under the number KRS 000008734, pursuant to Art. 399 § 1 and Art. 402 of the Code of Commercial Companies, and § 17.1 of the Company's Bylaws, hereby convenes an Ordinary Meeting of Shareholders to be held in Warsaw, Notary Office of Majchrzak Marek Pieper Tomasz Kancelaria Notarialna s.c., at 22 Polna street, flat 13, 00-630 Warsaw on 10th June 2010, at 10:30.

The agenda of the General Meeting of Shareholders:

1. Opening of the meeting
2. Appointment of the Chairman of the Meeting
3. Declaration of validity of the Meeting and its capability to adopt resolutions.
4. Approval of the agenda.
5. Examination and approval of the Management Board's report on the Company's activities in 2009.
6. Examination and approval of the Management Board's report on the activities of the Capital Group Inter Cars S.A. in 2009.
7. Examination and approval of the Company's financial statements for 2009.
8. Examination and approval of the consolidated financial statements of the Capital Group Inter Cars S.A. for 2009.
9. Distribution of the Company's profit.
10. Acknowledgment of the fulfilment of duties by the Members of the Company's Management Board and Supervisory Board in 2009.
11. Changes of Members of Supervisory Board
12. Examination and approval of changed Rules of Supervisory Board.
13. Implementation and approval of changes in Company's Bylaws by:
 - Adding in § 5 point 39 which is as follows:
"Warehousing and storage of other goods(PKD 52.10.B)"
 - Crossing out § 11.7
14. Closing of the Meeting.

Information on entitlement to attend the General Meeting:

The General Meeting of Shareholders of INTER CARS S.A. may be attended by persons being the Company's shareholders on the day of registration of their attendance, i.e. on 25.05.2010.

The persons holding registered shares, as well as pledgees and users entitled to vote, shall have the right to attend the general Meeting of the Company provided that their names are shown in the share register on the day of registration for attendance at the General Meeting, i.e. on 25.05.2010.

Holders of dematerialized bearer shares shall apply to the entity managing the securities account for a certificate entitling to attend the General Meeting. They shall do so no earlier than following the announcement of the meeting (i.e. 14.05.2010) and no later than on the first weekday following registration of attendance at the General Meeting (i.e. 26.05.2010).

The list of bearer share holders entitled to attend the General Meeting shall be made by the Company based on the list prepared by the entity managing the securities deposit in accordance with the regulations on the trade of

financial instruments. The aforementioned entity shall make the said list based on the lists provided to it by entities authorized to do so by the said regulations no later than twelve days prior to the General Meeting. The lists provided to the entity managing the securities deposit shall be made based on certificates entitling to participate in the General Meeting.

The list of shareholders entitled to participate in the General Meeting shall be made available at the Company's Logistics Centre in Cząstków Mazowiecki, ul. Gdańska 15, 05152 Czosnów, three days prior to the General Meeting. A Shareholder shall be entitled to request that a copy of the list of shareholders entitled to attend the General Meeting be sent to him by email free of charge. To this effect, such Shareholder shall provide an email address to which the list shall be sent. If such Shareholder's name is not on the list of Shareholders entitled to attend the General Meeting, the Company may demand that he provide evidence proving that he is entitled to attend the Meeting.

A Shareholder or Shareholders representing at least one twentieth of the Company's share capital may demand that specific matters be included in the agenda of the General meeting. A demand to this effect shall be submitted to the Management Board of the Company in writing or by e-mail no later than twenty one days prior to the General Meeting.

Such demand should include a justification or a draft resolution regarding a suggested item or matter to be added to the agenda. A Shareholder or Shareholders demanding that specific matters be included in the agenda of the Meeting shall attach to their demand a deposit certificate issued by a competent authority, confirming that they hold an amount of the share capital of the Company required to submit the aforementioned demand (on paper / scan). Additionally, in the case of an institutional Shareholder or Shareholders, corporate shareholders or otherwise, whose representation requires submission of appropriate documents in accordance with the principles of their representation, such documents or their copies must be attached to the aforementioned demand. The obligation to submit the said documents regards their copies sent by post or e-mail, in an appropriate form / a paper document or a copy thereof or a copy or a scan thereof converted to PDF/.

A written demand including the required attachments shall be submitted in Cząstków Mazowiecki, ul. Gdańska 15, 05 152 Czosnów, or sent by registered mail to the following address: Cząstków Mazowiecki, ul. Gdańska 15, 05152 Czosnów, or – if in electronic format – sent to the following e-mail address: Biuro.Zarzadu@intercars.eu

A demand shall be deemed submitted correctly depending on the date on which it is delivered to the Company or – in the case of a demand sent by e-mail – depending on the date such e-mail is received by the Company. The Management Board shall forthwith, no later, however, than eighteen days prior to the General Meeting, announce changes to the agenda introduced upon the aforementioned demand, where the new agenda shall be announced in accordance with the rules of convening the General Meeting.

A Shareholder or Shareholders representing at least one fifth of the Company's share capital shall be entitled prior to the Meeting to come forth with their draft resolutions regarding the matters on the agenda or matters to be included in the agenda prior to the General Meeting. The above-mentioned draft resolutions must be communicated to the Company in writing or by-email prior to the General Meeting as they are required to be published by the Company on its website. A Shareholder or Shareholders submitting their draft resolutions regarding matters included in the agenda of the General Meeting or matters to be included in the agenda prior to the General Meeting shall be required to attach to the above-mentioned application a certificate /deposit certificate/issued by a competent authority, confirming that a Shareholder or Shareholders hold a sufficient amount of share capital entitling them to submit the application. Additionally, in the case of an institutional Shareholder or Shareholders, corporate shareholders or otherwise, whose representation requires submission of appropriate documents in accordance with the principles of their representation, such documents or their copies must be attached to the aforementioned demand. The obligation to submit the said documents regards their copies sent by post or e-mail, in an appropriate form / a paper document or a copy thereof or a copy or a scan thereof converted to PDF/.

A written demand including the required attachments shall be submitted in Częstków Mazowiecki, ul. Gdańska 15, 05 -152 Czosnów, or sent by registered mail to the following address: Częstków Mazowiecki, ul. Gdańska 15, 05152 Czosnów, or – if in electronic format – sent to the following e-mail address: Biuro.Zarzadu@intercars.eu

A demand shall be deemed submitted correctly depending on the date on which it is delivered to the Company or – in the case of a demand sent by e-mail – depending on the date such e-mail is received by the Company.

The Company shall immediately publish the above-mentioned draft resolutions on its website.

During the General Meeting each Shareholder may submit draft resolutions regarding the matters included in the agenda of the Meeting.

A Shareholder may attend the General Meeting and vote in person or through a representative. A Representative shall exercise all rights of a Shareholder at the General meeting, unless a power of attorney provides otherwise. A Representative may grant a further power of attorney, if entitled to do so under his power of attorney. A Representative may represent more than one Shareholder and vote differently on behalf of each Shareholder. A Shareholder of a public company with shares on more than one securities account may appoint separate Representatives to exercise his rights resulting from shares on each account. A Shareholder not being an individual may attend the General Meeting and vote through a person authorized to make declarations of will on his behalf, or through a Representative. A power of attorney to attend the General Meeting and to vote shall be granted in writing or by e-mail.

A Member of the Management Board and an employee of the Company may represent Shareholders at the General Meeting. In the case of representation by a member of the management board, a member of the supervisory board, a liquidator, a Company employee or any other member of the Company's authorities, or an employee of the Company or a co-operative related to the Company, a power of attorney shall entitle a Representative to represent a shareholder only at one General Meeting. A Representative shall be obliged to inform a Shareholder of any circumstances which cause or may cause a conflict of interest. Granting further powers of attorney is not allowed.

The Management Board hereby decides that granting and revoking a power of attorney shall be communicated to the Company by e-mail in such a way as to allow the Company to verify the validity of the powers of attorney granted.

In the case of granting a power of attorney by e-mail, a Shareholder shall inform the Company thereof by sending an e-mail to the following address: Biuro.Zarzadu@intercars.eu.

A sample notification form and a power of attorney form can be downloaded from the Company's website: www.intercars.eu, "Relacje Inwestorskie – WZA" tab. The form shall be filled in according to the instructions and sent to the Company's e-mail address provided above. In the case of an institutional Shareholder, corporate shareholder or otherwise, whose representation requires submission of appropriate documents in accordance with the regulations, such documents must be attached to a power of attorney or the notification of granting a power of attorney in an appropriate digital form: / a paper document or a copy thereof or a copy or a scan thereof converted to PDF/.

A power of attorney to attend General Meeting and to vote shall be delivered by e-mail the latest 48 hours prior the General Meeting in order to make it possible for the Company to verify the validity of the powers of attorney granted.

Powers of attorney shall be verified by:

- a) Checking if the power of attorney documents are complete, especially in the case of multiple powers of attorney,

- b) Checking the correctness of the information entered into the form and by comparing it against the information included in the list of persons entitled to attend the General Meeting,
- c) Checking the compliance of the rights of persons granting a power of attorney on behalf of corporations against the documents entered in the National Court Register.
- d) Confirming the personal data of a Shareholder or Shareholders by e-mail or by phone, in the case of a power of attorney sent and confirmed by e-mail.

In the course of verification of the validity of powers of attorney granted by e-mail and identification of a Shareholder, the Company may ask a Shareholder to send to it by e-mail a scan of a power of attorney (PDF or an image file). Shall there be any doubts arising, or any other situation which might need some time for explaining, the Company can take other actions in order to verify the Shareholder or Shareholders and verify the validity of documents.

The Company shall attach paper copies of powers of attorney to the minutes of the General Meeting.

Pursuant to article 412 § 6, the above-mentioned rules shall also apply to a revocation of a power of attorney.

Upon a Shareholder's request sent to the following address: Cząstków Mazowiecki, ul. Gdańska 15, 05152 Czosnów, the Company shall send to him by post, free of charge, a sample form of a voting authorization or voting instruction for a Representative.

In the case of an open ballot, the above mentioned form, having been filled in by a Shareholder, may serve as a Representative's ballot, provided that the latter has been authorized to use such form for this purpose by a Shareholder. In the case of a secret ballot, a filled-in form shall be treated only as a written voting instruction for a Representative and shall be kept thereby.

If a Representative votes using the form, he must submit it to the Chairman of the General Meeting no later than before the end of a vote on a resolution which he has been authorized to vote on using the form. The Chairman of the General Meeting shall inform its attendees that a vote has been cast using the form, thus validating such vote.

The form used in voting shall be attached to the minutes record. In the case of a vote count performed by digital vote counting devices, the form entitling a Representative to vote shall not apply.

The Company's bylaws do not provide for the possibility of attending the General Meeting or casting votes through digital communication means or by post.

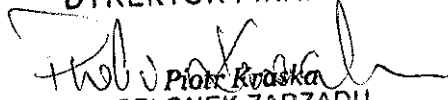
The day of registration of attendance at the General Meeting shall be 25.05.2010 ("Registration Day")

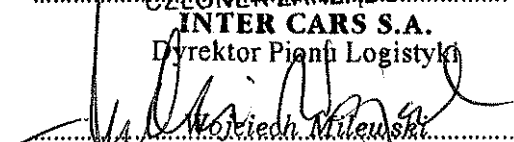
All documents presented to General Shareholders Meeting, including draft of resolutions, are available at: www.intercars.com.pl at Investor Relations subpage.

Any comments by the Management Board or the Supervisory Board regarding the matters included in the agenda of the General Meeting or matters to be included in the agenda prior to the General Meeting shall be published on the Company's website forthwith.

All information regarding GSM are made available at: www.intercars.com.pl at Investor Relations subpage and on e-mail request to: **Biuro.Zarzadu@intercars.eu**

INTER CARS S.A.
DYREKTOR FINANSOWY


.....
Piotr Kozłowski
CZŁONEK ZARZĄDU.....


.....
Wojciech Milewski
Dyrektor Pionu Logistyki
CZŁONEK ZARZĄDU

(podpisy osób reprezentujących spółkę)