

## FINANCIAL SUPERVISION AUTHORITY

## Current report no. 12/2013 K

Date of preparation: [2013-02-27]

short version of the Issuer name

INTERCARS

---

**Subject**

ADJUSTMENT-Resolutions adopted by the General Assembly of Shareholders on 26.02.2013. Legal basis

[Article. 56, passage 1, item 2 the Public Offering Act - current and temporary information]

**Content of the report:**

The company Inter Cars Pls. would like to inform that in current report no. 12/2013, which was made yesterday and the subject of which were Resolutions adopted by GAS on 26.02.2013, the item 11 in paragraph 16, passage 4 was mistakenly omitted from the uniform text of the Articles of Association.

As shown below, the Company makes public the full content of Resolution no. 6, which is included in the notarial report from GAS on 26.02.2013 and which contains the uniform text of the Articles of Association of Inter Cars Pls., taking into account the provision of item 11 in paragraph 16, passage 4., as shown below:

11) Expressing approval for sale or encumbrance of a company or an organized part of a company under the business name of Inter Cars Marketing Services Ltd. and Expressing approval for sale or encumbrance of industrial rights and trademarks of a company under the business name of Inter Cars Marketing Services Ltd., as well as Expressing approval for any change in the initial capital of the company under the business name Inter Cars Marketing Services Ltd. and expressing approval for sale or encumbrance of shares under the business name of Inter Cars Marketing Services Ltd.

**Resolution no. 6**

The Extraordinary General Assembly of Inter Cars S.A, based in Warsaw, hereby decides to adopt the uniform text of the Articles of Association, which was drawn up on 17 May 1999 in the presence of Andrzej Przybyła, notary public, in Warsaw, Reg. A no. 2927/99 with amendments, including the change made by Resolution no. 4 in the present report, reads as follows:

**.THE ARTICLES'****I. GENERAL PROVISIONS****5 1 -**

The Company operates under the name: „Inter Cars” Spółka

Akcyjna. §2.

The seat of the Company is Warsaw.

§3.

1. The Company is active in the Republic of Poland and abroad.

2. The Company may establish branches, subsidiaries and plants home and abroad, join other companies, cooperatives and economic organizations, as well as buy and sell shares of other companies.

§4.

The life of the Company is indefinite. II. The

Company's line of business is.

§5.

The Company's line of business is:

1) WHOLESALE AND RETAIL TRADE; REPAIR OF MOTOR VEHICLES PKD 45

2) WHOLESALE TRADE, EXCEPT OF MOTOR VEHICLES PKD 46

3) CROP AND ANIMAL PRODUCTION, HUNTING AND RELATED SERVICE ACTIVITIES PKD PKD 01.6.

- 4) MANUFACTURE OF PAPER STATIONERY PKD 17.23.Z
- 5) PRINTING AND REPRODUCTION OF RECORDED MEDIA PKD 18 3) MANUFACTURE OF BASIC METALS PKD 24
- 7) MANUFACTURE OF MACHINERY AND EQUIPMENT N.E.C. PKD 28
- 3) MANUFACTURE OF MOTOR VEHICLES, TRAILERS AND SEMI-TRAILERS PKD 293) MANUFACTURE OF OTHER TRANSPORT EQUIPMENT PKD 30
- 10) REPAIR AND INSTALLATION OF MACHINERY AND EQUIPMENT PKD 33
- 11) WASTE COLLECTION, TREATMENT AND DISPOSAL ACTIVITIES; MATERIALS RECOVERY PKD 38
- 12) RETAIL TRADE, EXCEPT OF MOTOR VEHICLES AND MOTORCYCLES PKD 47
- 13) LAND TRANSPORT AND TRANSPORT VIA PIPELINES PKD 49
- 14) WAREHOUSING AND SUPPORT ACTIVITIES FOR TRANSPORTATION PKD 52
- 15) PUBLISHING ACTIVITIES PKD 58
- 16) COMPUTER PROGRAMMING, CONSULTANCY AND RELATED ACTIVITIES PKD 62
- 17) INFORMATION SERVICE ACTIVITIES PKD 63
- 18) REAL ESTATE ACTIVITIES PKD 68
- 19) ACTIVITIES OF HEAD OFFICES; MANAGEMENT CONSULTANCY ACTIVITIES PKD 70
- 20) ARCHITECTURAL AND ENGINEERING ACTIVITIES; TECHNICAL TESTING AND ANALYSIS PKD 71
- 21) SCIENTIFIC RESEARCH AND DEVELOPMENT PKD 72
- 22) ADVERTISING AND MARKET RESEARCH PKD 73
- 23) OTHER PROFESSIONAL, SCIENTIFIC AND TECHNICAL ACTIVITIES PKD 74
- 24) RENTAL AND LEASING ACTIVITIES PKD 77
- 25) EMPLOYMENT ACTIVITIES PKD 78
- 26) TRAVEL AGENCY, TOUR OPERATOR AND OTHER RESERVATION SERVICE AND RELATED ACTIVITIES PKD 79
- 27) SERVICES TO BUILDINGS AND LANDSCAPE ACTIVITIES PKD 81
- 28) OFFICE ADMINISTRATIVE, OFFICE SUPPORT AND OTHER BUSINESS SUPPORT ACTIVITIES PKD 82
- 29) OTHER EDUCATION N.E.C. PKD 85.59.B
- 30) EDUCATIONAL SUPPORT ACTIVITIES PKD 85.60.Z
- 31) REPAIR OF COMPUTERS AND PERIPHERAL EQUIPMENT PKD 95.11.Z

If a licence or permit is required to undertake certain operations by the Company on the basis of separate regulations, the Company is obliged to obtain a license or permit before undertaking these operations or to fulfil other of statutory requirements required necessary to conduct given operations.

### III. THE CORPORATE CAPITAL. §6.

1. The initial capital of the Company amounts up to 27 472 200 PLN (in words: twenty seven million, three hundred and ninety-two thousand, two hundred Polish zlotys) and is divided into no more than 13 736 100 (in words: thirteen million, seven hundred and thirty six thousand, one hundred) shares of face value of 2 (two) zlotys each, including:
  - 1) 200 000 (two hundred thousand) bearer shares series A, which are marked with numbers 000001 to 200000,
  - 2) 7 695 600 (seven million, six hundred ninety-five thousand, six hundred) bearer shares series B, marked with numbers from 00200001 to 7895600,
  - 3) 104 400 (one hundred and four, four thousand) ordinary bearer shares series C, which are marked with numbers from 7895601 to B000000,
  - 4) 2 153 850 (two million, one hundred fifty-three thousand, eight hundred fifty) of bearer shares series D, marked with numbers from 8000001 to 10153850,
  - 5) 1 667 250 (one million, six hundred and sixty seven thousand, two hundred fifty) bearer shares series E, which are marked with numbers from 10153851 to 11821100,
  - 3) no more than 1 875 000 (one million, eight hundred and seventy-five thousand) bearer shares series G, which are marked with numbers from 11821101 to 13696100.
2. Replacing bearer shares with registered shares is excluded.
3. The conditional initial capital of the Company totals no more than 944 000 (nine hundred forty four thousand) PLN and covers no more than 157 333 (one hundred and fifty-three seven thousand, three hundred and thirty-three) of ordinary bearer shares series F1, no more than 157.333 (one hundred and fifty seven thousand, three hundred and thirty three) of ordinary bearer shares series F2 and no more than 157 334 (one hundred and fifty seven thousand, three hundred and thirty-four) of ordinary bearer shares series F3 of face value 2.00 (two) zlotys each.

### §7.

### §8.

1. Shares may be redeemed through the reduction in corporate capital.
2. The manner and conditions of shares redemption is determined in each case by the resolution of the General Assembly. §9.

The founders of the Company are:

1. Krzysztof Teofil Oleksowicz,
2. Piotr Tadeusz Oleksowicz,

3. Andrzej Aleksander Oliszewski.

#### IV. BODIES OF THE COMPANY.

##### §10.

The Company bodies are:

1. Board.
2. Supervisory Board.
3. General Meeting. A

##### BOARD.

##### §11-

1. The Board consists of two to nine members, who are appointed and dismissed by a resolution of the Supervisory Board, except for the original Board of Directors, which was established in the founding deed of the Company.
2. . Members of the Board of Directors are appointed for a period of a common term of office.
3. The Board of Directors manages the Company and represents the Company in court and outside court.
4. The scope of operation of the Board includes all matters of the Company which are not provided for in this Articles of Association or in legal regulations as competences of the General Meeting or the Supervisory Board.
5. The Board of Directors manages property and rights of the Company, performing their duties with diligence required in business trading, with strict observance of legal regulations.
3. Resolutions of the Board of Directors are adopted with a majority of votes. If the number of votes is equal, the President of the Board shall have the casting vote. The scope of rights and obligations of the Board of Directors, as well as its operating procedures are determined by the statute. The regulations are adopted by the Board of Directors and approved by the Supervisory Board. 7. Principles of remuneration for members of the Board of Directors are determined by the Supervisory Board.

##### B.SUPERVISORY BOARD

##### §12.

1. The Supervisory Board consists of five to thirteen members, who are appointed by the General Assembly. The General Assembly appoints the Chairman of the Supervisory Board. The Supervisory Board appoints Deputy Chairman from among other members.
2. The number of members of the Supervisory Board is fixed by the General Meeting. In the event of voting with separate groups, the number of members of the Supervisory Board is thirteen.
3. The Supervisory Board's term of office is 5 years. Term of office of the Supervisory Board is common for all members.
4. Supervisory Board members can be appointed for subsequent terms §13.
1. Resolutions of the Supervisory Board will be adopted with an absolute majority of votes in the presence of at least half of the members of the Supervisory Board. For validity of resolutions of the Supervisory Board it is required to invite to the meeting all members of the Board.
2. Meetings of the Supervisory Board are held at least once a quarter. Meetings are convened with a prior written notice containing information on the place, time and proposed agenda of the meeting and served to all members at least 7 (seven) days prior to the date of the meeting. Meetings of the Supervisory Board are convened by its Chairman on their own initiative or at the request of a member of the Supervisory Board.
3. Resolutions of the Supervisory Board may be made also without convening meeting - in writing or using means of direct remote communication, if all members of the Supervisory Board have been informed of the content of draft resolution and have given their consent to such voting procedure.
4. Resolution of the Supervisory Board on suspending for important reasons in activities particular members of the Board of Directors as well as resolution on appointing a member of the Board for temporary performance of functions of member of the Board of Directors is adopted with a majority of 4/5 (four fifths) of the votes, in the presence of at least 4/5 (four fifths) of the composition of the Supervisory Board.

##### § 14.

1. The Supervisory Board exercises supervision over operations of the Company as provided for in the Code of **Commercial** Companies, this Articles of Association and in the Regulations of the Supervisory Board **adopted** by the General Meeting.
2. The Supervisory Board has in particular the following competence:
  - 1) financial statements audit of the Company,
  - 2) examination of the Board of Directors' statement and its conclusions with regard to profit share and coverage of losses, as well as submission of annual reports on the results of this examination to the General Assembly,
  - 3) selection of the chartered auditor to examine the financial statement of the Company, on the basis of the offers received by the Board,
  - 4) appointment and dismissal of the Members of the Management Board,
  - 5) President the Board is elected from among the members of the Board, or alternatively the Vice-President of the Board, 3) concluding agreements with members of the Company's Board of Directors,
  - 7) determination of remuneration principles for the members of the Board of Directors,
- B) permission to buy or sale a real estate, perpetual use or share in a real estate. § 15.

The Supervisory Board members can receive remuneration for participating in its operations. The remuneration rate for certain Supervisory Board members is fixed by the General Assembly.

##### C.GENERAL MEETING §16.

1. The General Assembly shall be the highest authority in the Company.
2. The General Assembly operates under the Code of Commercial Companies and order of sessions passed by itself.

3. Competences of the General Meeting include matters set forth in regulations of the Code of Commercial Companies, excluding these matters that, according to the Articles of Association, belong to the competences of other bodies of the Company.

4. The following matters require resolutions of the General Meeting:

- 1) Any change in the Company's initial capital, as well as creation, making contribution to and spending other capitals, funds and reserves,
- 2) issue of replacement bonds and bonds with the right of priority,
- 3) Status changes,
- 4) Redemption of shares,
- 5) sale of the company or its organised part,
- 5) liquidation, division, merging, resolution and transformation of the Company,
- 7) sharing of profit, coverage of losses and creation of capitals reserve. B) election and dismissal of Supervisory Board members,
- 9) approving the Regulations of the Supervisory Board,
- 10) establishing of remuneration principles of the Supervisory Board, including remuneration for Supervisory Board members who are delegated to perform permanent and individual supervision,
- 11) granting permission to sell or encumber a company or an organized part of a company under the business name Inter Cars Marketing Services Ltd. and granting permission to sell or encumber industrial rights and trademarks under the business name Inter Cars Marketing Services Ltd. and expressing approval for any change in the Company's initial capital, under the business name Inter Cars Marketing Services Ltd. and expressing approval to sell or encumber shares under the business name of Inter Cars Marketing Services Ltd.

5. Purchase and sale of real estate, perpetual use or shares in real estate does not require the General Assembly approval.

§17.

The General Meeting is convened by the Board of Directors or, in cases and following the procedure determined in the Code of Commercial Companies, other entities. The General Meeting may be held in the seat of the company or in Cząstków Mazowiecki (commune of Czostnów, Mazovian Province) or in Kajetany (commune of Nadarzyn, Mazovian Province). §18.

Unless the Code of Commercial Companies or any provisions of this Articles of Association do not provide for stricter conditions, the resolutions of the General Meeting are adopted with an absolute majority of votes.

#### V. MANAGEMENT OF THE COMPANY.

§19.

1. The Company creates the reserve capital on the terms provided in the Code of Commercial Companies and other capitals (funds) required by legal regulations. Pursuant to the resolution of the General Assembly, the Company may establish other reserve capitals (funds).

2. The amount of deductions for these funds, the manner of their use and their dissolution are determined by the General Assembly.

§20.

The financial year of the Company is the calendar year.

§21.

The General Assembly may allocate the net profit of the Company for the purpose of:

- 1) deductions for supplementary capital,
- 2) dividend,
- 3) deductions for making contributions to other reserve or target capitals (funds) established in the Company,
- 4) for other purposes defined by a resolution of the General Assembly. §22.

The Company's Board of Directors shall sign the agreement with the entity carrying out the audit of financial statement of the Company and selected by the Supervisory Board.

§23.

1. The Company makes announcements required by the law in the Court and Commercial Monitor".
2. The Articles of Association shall apply to all cases not regulated by provisions of the Code of Commercial Companies."

The resolution was adopted in open ballot, with addition that in favour of the Resolution 9,100,246 votes were cast, 9,100,246 shares from among total 14,168,100 of shares in the initial capital of the Company took part in the ballot, i.e. 34.23% of the initial capital, from among all shares taking part in the ballot valid votes were cast, i.e. total 3,100,246 valid votes, no votes against or abstaining were cast, against the Resolution no objections were filed.

INTER CARS SA

**SIGNATURES OF THE REPRESENTATIVES OF**

Date	Full name	Position/Function	Signature
2013-02-27	Robert Klerzek	President of the Management Board	
2013-02-27	Krzysztof Soszyński	Vice President of the Management Board	

(full name of the Issuer) INTERCARS trade (tra)

(abbreviated name of the Issuer) 02-903 Warsaw (sektor according to. GPWwW - wie classification)

(Postal code) Powsińska (place) 64

(Street) 714-19-18 (number)  
714-19-16

(phone) [intercars.com.pl](http://intercars.com.pl) (fax)

[bzarzadu@intercarscom.pl](mailto:bzarzadu@intercarscom.pl)

(e-mail) 014992887 (www)  
118-14-52-946

NIP (Tax Identification  
Number)

REGON (National Business  
Registry Number)