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File ref. no. A 1294/2013

NOTARIAL DEED

On this twenty sixth of February two thousand and six (26.02.2013), I, Marek Majchrzak, a notary public in Warsaw, arriving from my office located at 22/13 Polna street to the office located in Cząstków Mazowiecki at 15 Gdańska street, prepared minutes of resolutions adopted by the Extraordinary Meeting of Shareholders of a joint stock company under the name of Inter Cars Spółka Akcyjna, having its registered seat in Warsaw (address: 02-903 Warszawa, ul. Powsińska 64), entered into the register of enterprises kept by the District Court for the capital city of Warsaw, XII Commercial Department of the National Court Register under the number: 0000008734.

MINUTES

(...)

"Resolution no. 6

Chairman of the meeting ordered that a vote would be held on Resolution no. 6 reading as follows:

The Extraordinary Shareholders Meeting of Inter Cars S.A., having its registered seat in Warsaw, hereby resolves to adopt the uniform text of the Company's Articles of Association, drawn up in Warsaw on 17th May 1999, before Andrzej Przybyła, a notary public, file ref. no.: A 2927/99,

as amended, providing for an amendment introduced by virtue of Resolution no. 4 specified herein, reading as follows:

"ARTICLES OF ASSOCIATION

I. GENERAL PROVISIONS

§ 1 .

The Company's name shall be "Inter Cars Spółka Akcyjna."

§ 2.

The Company's seat shall be in Warsaw.

§ 3.

1. The Company shall operate in the territory of the Republic of Poland and abroad.

2. The Company shall be entitled to create its divisions and branches in Poland and abroad, hold shares in other companies, cooperatives and business entities, as well as purchase and sell stocks and shares of other companies.

§ 4.

The duration of the Company shall be unlimited.

II. OBJECTS OF THE COMPANY

§ 5.

The objects of the Company shall be:

- 1) wholesale and retail sale of cars;
repair of cars (PKD 45),
- 2) wholesale trade, excluding trading of cars (PKD 46) ,
- 3) provision of agriculture supporting services -
following harvest (PKD 01.6),
- 4) manufacture of stationary (PKD 17.23.Z),
- 5) printing and copying of recorded data carriers (PKD
18),
- 6) manufacture of metals (PKD 24),
- 7) manufacture of machines and devices, otherwise not
classified (PKD 28),
- 8) manufacture of cars, trailers and semitrailers,
excluding motorcycles (PKD 29),

- 9) manufacture of other transport equipment (PKD 30),
- 10) repair, maintenance and installation of machines and devices(PKD 33),
- 11) collection, processing and neutralization of wastes; recycling(PKD 38),
- 12) retail trade excluding retail trade of cars(PKD 47),-
- 13) land and pipeline transport(PKD 49),
- 14) warehousing and provision of transport supporting services (PKD 52),
- 15) publishing (PKD 58),
- 16) software and IT consulting, and related activity (PKD 62),
- 17) provision of information-related services (PKD 63),-
- 18) provision of real estate market services (PKD 68), -----
- 19) activity of head offices; management consulting (PKD 70), -----
- 20) activity related to architecture and engineering; technical research and analyses (PKD 71), -----
- 21) scientific research and development works (PKD 72),--
- 22) advertising, market and public opinion research (PKD 73),-
- 23) other professional, scientific and technical activity (PKD 74), -----
- 24) lease and rental (PKD 77), -----
- 25) employment-related activity (PKD 78), -----
- 26) travel agency activity and other booking services, and related activity (PKD 79), -----
- 27) cleaning services and services related to the handling of green areas (PKD 81),

- 28) office administration and other business activity supporting services (PKD 82),
- 29) other non-school education otherwise not classified (PKD 85.59.B),
- 30) education supporting activity (PKD 85.60.Z),
- 31) repair and maintenance of computers and peripheral devices (PKD 95.11.Z).

If, pursuant to separate regulations, performance of a given type of business activity requires a license or a permit, the Company shall obtain it prior to commencement of such activity, or comply with any other statutory requirements.

III. SHARE CAPITAL.

§ 6.

1. The Company's share capital shall not exceed PLN 27,472,200 (say: twenty seven million four hundred and seventy two thousand two hundred zlotys) and shall be divided into no more than 13,736,100 (say: thirteen million seven hundred thirty six thousand one hundred zlotys) shares of nominal value of PLN 2 (say: two zlotys) each, including:

- 1) 200,000 (say: two hundred thousand) A-series bearer shares numbered 000001 to 200000,
- 2) 7,695,600 (say: seven million six hundred and ninety five thousand six hundred) B-series bearer shares numbered 00200001 to 7895600,
- 3) 104,400 (say: one hundred and four thousand four hundred) C series common bearer shares numbered 7895601 to 8000000, -----
- 4) 2,153,850 (two million one hundred and fifty three thousand eight hundred and fifty) D-series bearer shares numbered 8000001 to 10153850,
- 5) 1,667,250 (one million six hundred and sixty seven thousand two hundred and fifty) E-series bearer shares numbered 10153851 to 11821100,

6) no more than 1,875,000 (one million eight hundred and seventy five thousand) G-series bearer shares numbered 11821101 to 13696100.

2. The bearer shares may not be converted into registered shares.

3. Contingent share capital of the Company may not be higher than PLN 994,000 (say: nine hundred and forty four thousand zlotys) and comprises 157,000 (say: one hundred and fifty seven three hundred and thirty three thousand) FI-series common bearer shares, no more, however, than 157,333 (say: one hundred and fifty seven thousand three hundred and thirty three) F2-series common bearer shares and 147,334 (say: one hundred and forty seven thousand three hundred and thirty four) F3 series-common bearer shares of nominal value of PLN 2,00 (say: two) each.

§7.

All shareholders shall have the pre-emptive right to subscribe for new shares proportionally to the number of shares held in the Company, unless the General Shareholders Meeting deprives Shareholders of the right to subscribe for new issue shares in part or in full.

§ 8.

1. Shares may be redeemed by means of decreasing the share capital.

2. The method and the terms of redemption of the shares shall each time be determined by a resolution of the General Meeting.

§ 9.

The founders of the Company shall be:

1. Krzysztof Teofil Oleksowicz,
2. Piotr Tadeusz Oleksowicz,
3. Andrzej Aleksander Oliszewski.

IV. COMPANY BODIES

§10.

The Company bodies shall be:

1. The Management Board
2. The Supervisory Board
3. The General Shareholders Meeting

A. THE MANAGEMENT BOARD

§11.

1. The composition of the Management Board shall vary from two to nine members appointed and dismissed by virtue of a resolution of the Supervisory Board, with the exception of the first Management Board, appointed by virtue of the Company's formation deed.

2. The term of the Management Board shall be 3 (say: three) years, with the exception of the first Management Board, appointed for 1 (say: one) year. Members of the Management Board shall be appointed for a common term.

3. The Management Board shall manage the Company and represent it before the court of law and outside it.

4. The scope of duties of the Management Board shall cover all Company matters not reserved herein or in the provisions of law for the General Shareholders Meeting or the Supervisory Board.

5. The Management Board shall manage the assets and rights of the Company with due diligence required in public trade, and in observance of law.

6. Resolutions of the Management Board shall be adopted by a majority of votes. In the event of a tie vote, the President of the Management Board shall have the casting vote. The scope of rights and obligations of the Management Board, as well as the mode of its operation, shall be specified in the regulations of the Management Board. The regulations of the Management Board shall be adopted by the Management Board and approved by the Supervisory Board.

7. The remuneration of the members of the Management Board shall be determined by the Supervisory Board.

B. THE SUPERVISORY BOARD

§12.

1. The Supervisory Board shall be composed of from five to thirteen members appointed by the General Shareholders Meeting. The General Shareholders Meeting shall appoint the President of the Supervisory Board. The Supervisory Board shall appoint its Vice-President from among the remaining members.

2. The number of members of the Supervisory Board shall be determined by the General Shareholders Meeting. In the event

of a vote by separate groups, the number of members of the Supervisory Board shall be thirteen.

3. The term of the Supervisory Board shall be 5 years. All members of the Supervisory Board shall be appointed for a common term.

4. Members of the Supervisory Board shall be appointed for subsequent terms.

§ 13.

1. Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes, with at least 50% of its members present. All members of the Supervisory Board must be invited to participate in its meeting for the validity of its resolutions.

2. The Supervisory Board shall meet at least once every quarter. Its meetings shall be convened by means of a written notice containing information about the place, time and suggested agenda, served on all its members no later than 7 (say: seven) days prior to the date of a meeting. The meetings of the Supervisory Board shall be convened by its President out of his own initiative or upon a motion of its member.

3. The Supervisory Board shall be entitled to adopt resolutions without having to convene a meeting - in writing or using remote communication means - provided that all members of the Board have been informed about the content of draft resolutions and expressed their consent to this type of vote.

5. Resolutions regarding the suspension of particular members of the Management Board for important reasons, as well as resolutions regarding delegating a member of the Board to temporarily assume the duties of a member of the Management Board, shall require a majority of 4/5 (four fifths) of votes cast, with at least 4/5 (four fifths) of the members of the Supervisory Board present.

§ 14.

1. The Supervisory Board shall supervise the Company's activities in the manner specified herein and in the Code of Commercial Companies, as well as in the regulations of the Supervisory Board adopted by the General Shareholders Meeting.

2. The Supervisory Board shall in particular be responsible for:

- 1) auditing the Company's financial statements, -----
- 2) auditing the Management Board's report and its conclusions regarding the distribution of profit and

coverage of loss, as well as submitting reports of the results of such audits to the General Shareholders Meeting,

- 3) appointing a certified auditor to audit the Company's financial statements, on the basis of offers received by the Management Board,
- 4) appointing and dismissing members of the Management Board
- 5) appointing the President of the Management Board from among its members, and, if need be, the Vice-President of the Board,
- 6) concluding contracts with the members of the Management Board,
- 7) determining the remuneration of the members of the Management Board,
- 8) expressing a consent for the sale or purchase of a real estate, perpetual usufruct right or share in a real estate.

§15.

The members of the Supervisory Board shall be entitled to receive a remuneration in consideration of their participation in its works.

The amount of such remuneration shall be determined for each member of the Board individually by the General Shareholders Meeting.

C. GENERAL SHAREHOLDERS MEETING

§ 16.

1. The General Shareholders Meeting shall be the highest authority of the Company.
2. The General Shareholders Meeting shall act pursuant to the Code of Commercial Companies and regulations adopted thereby.
3. The General Shareholders Meeting shall be responsible for the matters specified in the Code of Commercial Companies, with the exception of the matters reserved, by virtue of the Articles, for the other Company bodies.
4. The following matters shall require a resolution of the General Shareholders Meeting:
 - 1) any changes to the share capital of the Company, as well as creation, increase and spending of any other capitals or reserves,
 - 2) issuing convertible bonds and pre-emptive right bonds,
 - 3) changes to the Articles,

- 4) redemption of shares,
- 5) sale of the enterprise or an organized part thereof,
- 6) liquidation, division, merger, dissolution and transformation of the Company,

7) distribution of profit, coverage of losses and creation of reserve capitals.-----

8) appointing and dismissing members of the Supervisory Board,

9) approval of the regulations of the Management Board,

10) determining the remuneration of the Supervisory Board, including determining the amount of the remuneration of the members of the Supervisory Board appointed to perform permanent, individual supervision,

11) expressing a consent to sell or commit the Company under the name of Inter Cars Marketing Services Sp. z o.o. and expressing a consent to sell or commit the industrial rights, trademarks and industrial marks of the company under the name of Inter Cars Marketing Services Sp. z o.o., expressing a consent to any changes in the share capital of the company under the name of Inter Cars Marketing Services Sp. z o.o., as well as expressing a consent to sell or commit the shares of the company under the name of Inter Cars Marketing Services Sp. z o.o.

5. Purchasing or selling of a real estate, perpetual usufruct right or a share in a real estate shall not require a consent of the General Shareholders Meeting.

§17.

1 The General Shareholders Meeting shall be convened by the Management Board or - if so specified in the Code of Commercial Companies - other entities. The General meeting may take place at the company's seat or in Czastków Mazowiecki (commune of Czosnów, mazowieckie province) or in Kajetany (commune of Nadarzyn, mazowieckie province)

§18.

Resolutions of the General Shareholders Meeting shall be adopted by an absolute majority of the votes cast, unless the Code of Commercial Companies or the provisions of these Articles stipulate stricter terms.

V. INTERNAL MANAGEMENT OF THE COMPANY.

1. The Company shall establish a reserve fund in accordance with the relevant provisions of the Code of Commercial Companies, and shall establish other reserve capitals (funds) as required by the legal regulations in force. The Company may establish other reserve capitals (funds) pursuant to resolutions of the General Shareholders Meeting.

2. The specific amount of contributions to these funds, the manner of using and dissolving them shall be determined by the General Shareholders Meeting.

§ 20.

The Company's financial year shall be the calendar year.

§ 21.

The General Shareholders Meeting may allocate the Company's net profit to:

- 1) contributions to the reserve funds,
- 2) dividend,
- 3) contributions to other reserve capitals (funds) or special-purpose funds established by the Company
- 4) other purposes specified by a resolution of the General Shareholders Meeting

§ 22.

The contract with the entity selected by the Supervisory Board to audit the Company's financial statements shall be signed by the Management Board.

§23.

1 The Company shall publish the announcements stipulated by the legal regulations in "Monitor Sadowy i Gospodarczy" (Court and Economy Gazette)

1. Any issues not regulated herein shall be governed by the provisions of the Code of Commercial Companies.

Following the vote, the Chairman of the Meeting concluded that the Resolution had been passed in an open vote, with 9,100,246 votes cast in favour of the Resolution, and that 9,100,246 shares taking part in the vote out of the total number of 14,168,100 shares in the Company's share capital, i.e. 64.23% of the share capital, all 9,100,246 votes being valid, no votes against and no abstaining votes. No objection had been raised against the Resolution.

(...)

This Deed was read out, approved and signed.

**Marek Majchrzak, a notary public in Warsaw, ul. Polna 22 lok. 13, this 27th
(twenty seventh) February 2013 (two thousand and thirteen).**

I hereby confirm this **copy** of the notarial deed entitled “**Minutes,**” prepared on 26th February 2013 before Marek Majchrzak, a notary public in Warsaw, file ref. no. A 1294/2013, a copy containing recitals and Resolution no. 6 regarding adoption of a uniform text of the Company’s Articles, to be true and original.

Fees collected : -----

- a notary fee (§ 13 of the Decree of the Minister of Interior of 28 June 2004 on the maximum notary fee rates (Journal of Laws no. 148, item 1564, as amended -----pln 66,00,-
- 23% of the VAT tax on notary deeds (pursuant to Art. 146a of the Goods and Services Act of 11 March 2004, Journal of Laws of 2011, no. 177, item 1054, as amended). ----- Pln 15,18,-

Entered into file no. A Nr 1311/2013