

**Resolution No. 2./2014
of the Supervisory Board of Inter Cars S.A.
dated May 13th 2014**

*concerning assessment of the Management Board's proposal to
distribute the net profit for the financial year
2013*

Acting within its powers provided for in Art. 14.2.2 of the Company's Articles of Association, the Supervisory Board of Inter Cars S.A. of Warsaw acknowledges and approves the Management Board's the following proposal concerning the distribution of profit: from the net profit earned in 2013 of PLN 145,784,319.60 [one hundred forty five million seven hundred eighty four thousand three hundred nineteen zloty, and 60/00], the amount of PLN 10,059,351.00 [ten million fifty nine thousand three hundred fifty one zloty], i.e. PLN 0.71 [seventy one grosz] per share to be paid to shareholders as dividend, and the balance of PLN 135,724,968.60 [one hundred thirty five million seven hundred twenty four thousand nine hundred sixty eight zloty, and 60/100] to be allocated to statutory reserve funds. The dividend record date and the dividend payment date proposed by the Management Board are set for June 30th 2014 and July 14th 2014 respectively.

Furthermore, the Supervisory Board recommends that the General Meeting pass a resolution on distribution of the Company's profit for 2013 in accordance with the Management Board's proposal.

The resolution was passed by open ballot, with 5 votes cast in favour of the resolution, 0 votes against the resolution, and 0 abstaining votes.

Signatures of Members of the Supervisory Board:

1. Andrzej Oliszewski

2. Jacek Klimczak

3. Michał Marczak

4. Piotr Płoszajski

5. Maciej Oleksowicz