

## **Resolutions passed by the General Meeting on May 26th 2014**

### **“Resolution No. 1**

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby resolves to appoint Wojciech Józef Olewniczak as Chairman of the General Meeting.”

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company’s share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,305,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

### **“Resolution No. 2**

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby approves the proposed agenda.”

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company’s share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,305,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

### **“Resolution No. 3**

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby approves the Directors’ Report on the Company’s operations in 2013.”

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company’s share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,305,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

### **“Resolution No. 4**

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby approves the Directors’ Report on the Inter Cars Group’s operations in 2013.”

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company’s share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,305,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

### **“Resolution No. 5**

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby approves the Company’s financial statements for the financial year 2013, including:

- 1/ Balance sheet as at December 31st 2013, showing total assets and total equity and liabilities of PLN 1,629,695 thousand (one billion, six hundred and twenty-nine million, six hundred and ninety-five thousand zloty);
- 2/ Statement of profit or loss for the period January 1st–December 31st 2013, showing net profit of PLN 145,784 thousand (one hundred and forty-five million, seven hundred and eighty-four thousand zloty);
- 3/ Statement of changes in equity for the financial year January 1st–December 31st 2013, showing an increase in equity of PLN 145,784 thousand (one hundred and forty-five million, seven hundred and eighty-four thousand zloty);
- 4/ Statement of cash flows for the financial year January 1st–December 31st 2013, showing a net increase in cash of PLN 3,012 thousand (three million and twelve thousand zloty);

5/ Supplementary information, comprising the introduction and notes to the financial statements. The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,305,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

#### **“Resolution No. 6**

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby resolves to receive the consolidated financial statements of the Inter Cars Group for 2013, including in particular:

- 1/ Consolidated balance sheet of the Inter Cars Group as at December 31st 2013, showing total assets and total equity and liabilities of PLN 1,696,612 thousand (one billion, six hundred and ninety-six million, six hundred and twelve thousand zloty);
- 2/ Consolidated statement of profit or loss of the Inter Cars Group for the financial year January 1st–December 31st 2013, showing a net profit of PLN 147,837 thousand (one hundred and forty-seven million, eight hundred and thirty-seven thousand zloty);
- 3/ Statement of changes in consolidated equity of the Inter Cars Group for the financial year January 1st–December 31st 2013, showing an increase in equity of PLN 146,519 thousand (one hundred forty six million, five hundred nineteen thousand zlotys); 4) Consolidated statement of cash flows of the Inter Cars Group for the financial year January 1st–December 31st 2013, showing a net increase in cash of PLN 13,249 thousand (thirteen million, two hundred and forty-nine thousand zloty);
- 4/ Supplementary information, comprising the introduction and notes to the consolidated financial statements.

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,305,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

#### **“Resolution No. 7**

The Annual General Meeting of Inter Cars S.A. of Warsaw, having considered the Supervisory Board's assessment of the motion presented by the Management Board, resolves that out of the net profit earned in 2013, of PLN 145,784,319.60, the Company shall pay dividend of PLN 10,059,351, i.e. PLN 0.71 per share, and that the balance of PLN 135,724,968.60 shall be allocated to the statutory reserve funds. The Annual General Meeting sets June 30th 2014 as the dividend record date and July 14th 2014 as the dividend payment date.

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,305,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

#### **“Resolution No. 8**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw hereby grants discharge to Mr Robert Kierzek in respect of his performance of duties as President of the Company's Management Board in 2013.”

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,305,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

#### **“Resolution No. 9**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw hereby grants discharge to Mr Krzysztof Teofil Oleksowicz in respect of his performance of duties as Member of the Company's Management Board in 2013."

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 5,833,103 shares participating in the vote (which represented 41.17% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 5,833,103 with 5,833,103 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders. Shareholder Krzysztof Teofil Oleksowicz was excluded from the vote pursuant to Art. 413 of the Commercial Companies Code.

**"Resolution No. 10**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw hereby grants discharge to Mr Krzysztof Soszyński in respect of his performance of duties as Member of the Company's Management Board in 2013."

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,305,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

**"Resolution No. 11**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw hereby grants discharge to Mr Wojciech Milewski in respect of his performance of duties as Member of the Company's Management Board in 2013."

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,305,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

**"Resolution No. 12**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw hereby grants discharge to Mr Witold Franciszek Kmiecniak in respect of his performance of duties as Member of the Company's Management Board in 2013."

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,305,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

**"Resolution No. 13**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw hereby grants discharge to Mr Wojciech Tadeusz Twaróg in respect of his performance of duties as Member of the Company's Management Board in 2013."

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,305,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

**"Resolution No. 14**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw hereby grants discharge to Mr Andrzej Oliszewski in respect of his performance of duties as Chairman of the Company's Supervisory Board in 2013.”

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 9,003,374 shares participating in the vote (which represented 63.54% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 9,003,374 with 9,003,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders. Shareholder Andrzej Oliszewski was excluded from the vote pursuant to Art. 413 of the Commercial Companies Code.

#### **“Resolution No. 15**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw hereby grants discharge to Mr Jacek Marek Klimczak in respect of his performance of duties as Member of the Company's Supervisory Board in 2013.”

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,305,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

#### **“Resolution No. 16**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw hereby grants discharge to Mr Michał Marczak in respect of his performance of duties as Member of the Company's Supervisory Board in 2013.”

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,305,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

#### **“Resolution No. 17**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw hereby grants discharge to Mr Maciej Oleksowicz in respect of his performance of duties as Member of the Company's Supervisory Board in 2013.”

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,305,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

#### **“Resolution No. 18**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw hereby grants discharge to Mr Piotr Zbigniew Płoszajski in respect of his performance of duties as Member of the Company's Supervisory Board in 2013.”

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,305,374 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

#### **“Resolution No. 19**

Pursuant to Art. 12.2 of the Company's Articles of Association, the Annual General Meeting of Inter Cars S.A. of Warsaw hereby resolves that the Supervisory Board of the fifth term of office shall comprise five members. The resolution was passed by open ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of

the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,052,048 votes in favour of the resolution, 252,972 votes against, 354 abstentions and no objections by dissenting shareholders.

**“Resolution No. 20**

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby resolves to appoint Mr Andrzej Aleksander Oliszewski as a member of the Company's Supervisory Board of the fifth term of office.

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,052,048 votes in favour of the resolution, 252,972 votes against, 354 abstentions and no objections by dissenting shareholders.

**“Resolution No. 21**

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby resolves to appoint Mr Jacek Marek Klimczak as a member of the Company's Supervisory Board of the fifth term of office.

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,052,048 votes in favour of the resolution, 252,972 votes against, 354 abstentions and no objections by dissenting shareholders.

**“Resolution No. 22**

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby resolves to appoint Mr Michał Marczak as a member of the Company's Supervisory Board of the fifth term of office.

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 8,054,271 votes in favour of the resolution, 252,972 votes against, 1,998,131 abstentions and no objections by dissenting shareholders.

**“Resolution No. 23**

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby resolves to appoint Mr Maciej Krzysztof Oleksowicz as a member of the Company's Supervisory Board of the fifth term of office.

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,052,048 votes in favour of the resolution, 252,972 votes against, 354 abstentions and no objections by dissenting shareholders.

**“Resolution No. 24**

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby resolves to appoint Mr Piotr Zbigniew Płoszajski as a member of the Company's Supervisory Board of the fifth term of office.

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 8,054,271 votes in favour of the resolution, 252,972 votes against, 1,998,131 abstentions and no objections by dissenting shareholders.

**“Resolution No. 25**

Pursuant to Art. 12.1 of the Company's Articles of Association, the Annual General Meeting of Inter Cars S.A. of Warsaw hereby resolves to appoint Mr Andrzej Aleksander Oliszewski as Chairman of the Company's Supervisory Board of the fifth term of office.

The resolution was passed by secret ballot. All votes cast in exercise of the voting rights attached to the 10,305,374 shares participating in the vote (which represented 72.73% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,305,374 with 10,052,048 votes in favour of the resolution, 252,972 votes against, 354 abstentions and no objections by dissenting shareholders.

Considering that all items of the agenda have been dealt with, the Chairman closed the Annual General Meeting.