

Warsaw, April 29th 2014

NOTICE OF ANNUAL GENERAL MEETING OF INTER CARS S.A.

The Management Board of Inter Cars S.A. of Warsaw, entered in the National Court Register maintained by the District Court for the Capital City of Warsaw, 12th Commercial Division of the National Court Register, under No. KRS 0000008734, hereby gives notice of an Annual General Meeting (the "General Meeting"), pursuant to Art. 399.1 and Art. 402 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association. The General Meeting will be held in at ul. Gdańska 15 in Częstków Mazowiecki, at 10.00 am on May 26th 2014.

Agenda of the General Meeting:

1. Opening of the General Meeting
2. Appointment of the Chairperson
3. Confirmation that the General Meeting has been properly convened and has the capacity to pass resolutions
4. Adoption of the agenda
5. Consideration of and voting on resolutions to receive the Directors' Report on the operations of the Company in 2013;
6. Consideration of and voting on resolutions to receive the Directors' Report on the operations of the Inter Cars Group in 2013;
7. Consideration of and voting on resolutions to receive the Company's financial statements for 2013;
8. Consideration of and voting on resolutions to receive the Group's financial statements for 2013;
9. Distribution of the Company's profit;
10. Granting discharge to members of the Company's Management Board and Supervisory Board in respect of their performance of duties in 2013;
11. Determination of the number of members of the Supervisory Board of the fifth term of office and appointment of members of the Supervisory Board of the fifth term of office;
12. Appointment of the Chairperson of the Supervisory Board of the fifth term of office;
13. Closing of the General Meeting.

Draft resolutions for the General Meeting

Resolution No. 1

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby resolves to appoint as the Chairperson of the General Meeting.

(Grounds: Art. 409 of the Commercial Companies Code)

Resolution No. 2

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

(Grounds: functionality imperative)

Resolution No. 3

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby resolves to receive the Directors' Report on the operations of the Company in 2013.

(Grounds: Art. 393 of the Commercial Companies Code)

Resolution No. 4

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby resolves to receive the Directors' Report on the operations of the Inter Cars Group in 2013.

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(Grounds: Art. 393 of the Commercial Companies Code)

Resolution No. 5

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

- 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.

(Grounds: Art. 393 of the Commercial Companies Code)

Resolution No. 6

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

- 1/ Consolidated balance sheet of the Inter Cars Group Balance sheet 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);

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- 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);
- 5/ Supplementary information, comprising the introduction and notes to the consolidated financial statements.

(Grounds: Art. 393 of the Commercial Companies Code)

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.

(Grounds: Art. 393 of the Commercial Companies Code)

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 and Member of the Company's Management Board in 2013.

(Grounds: Art. 393 of the Commercial Companies Code)

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 Oleksowicz in respect of his performance of duties as Member of the Company's Management Board in 2013.

(Grounds: Art. 393 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 Vice President of the Company's Management Board in 2013.

(Grounds: Art. 393 of the Commercial Companies Code)

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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.

(Grounds: Art. 393 of the Commercial Companies Code)

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 Kmiecik in respect of his performance of duties as Member of the Company's Management Board in 2013.

(Grounds: Art. 393 of the Commercial Companies Code)

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 Twaróg in respect of his performance of duties as Member of the Company's Management Board in 2013.

(Grounds: Art. 393 of the Commercial Companies Code)

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.

(Grounds: Art. 393 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 Klimczak in respect of his performance of duties as Member of the Company's Supervisory Board in 2013.

(Grounds: Art. 393 of the Commercial Companies Code)

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.

(Grounds: Art. 393 of the Commercial Companies Code)

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.

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(Grounds: Art. 393 of the Commercial Companies Code)

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 Płoszajski in respect of his performance of duties as Member of the Company's Supervisory Board in 2013.

(Grounds: Art. 393 of the Commercial Companies Code)

Resolutions Nos. 19, 20, 21, 22, 23

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

(Grounds: Art.12.3 and Art.16.4.8 of the Articles of Association of Inter Cars S. A.)

Resolution No. 24

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby resolves to name
as Chairperson of the Company's Supervisory Board of the fifth term of office.

(Grounds: Section 2 of the Rules of Procedure for the Supervisory Board of Inter Cars S.A.)

Right to Participate in the General Meeting:

The right to participate in the General Meeting of INTER CARS S.A. is vested in persons who will be the Company's shareholders on the record date, i.e. on May 10th 2014.

Holders of rights under registered shares as well as pledgees and usufructuaries holding voting rights are entitled to participate in the General Meeting provided that they are entered in the share register on the Record Date, i.e. May 10th 2014.

No earlier than after the date of the notice of the General Meeting (i.e. April 29th 2014) and no later than on the first weekday following the Record Date (i.e. May 12th 2014), a holder of rights from Company bearer shares in book-entry form may request the entity keeping their securities accounts to issue a certificate to such holder's name confirming their right to participate in the General Meeting.

The list of holders of bearer shares entitled to participate in the General Meeting is drawn up by the Company based on the records prepared by the entity operating the depository for securities in accordance with the applicable laws and regulations governing trading in financial instruments. The entity operating the depository for securities draws up the record on the basis of records submitted by entities authorised pursuant to the applicable laws and regulations governing trading in financial instruments, such records to be submitted no later than twelve days prior to the date of the General Meeting. The records are prepared on the basis of certificates confirming the right to participate in the General Meeting.

The list of shareholders entitled to participate in the General Meeting will be displayed at the Company's Logistics Centre ul. Gdańska 15, Częstków Mazowiecki,

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05-152 Czosnów, for three business days prior to the General Meeting. A Company shareholder may request to be sent, free of charge, the list of shareholders entitled to participate in the General Meeting by email. The Shareholder should provide the Company with the email address to which the list should be sent. If a shareholder who makes such a request is not included in the list of shareholders entitled to participate in the General Meeting, the Company may require the shareholder to provide documents confirming their status as a shareholder in the Company as at the date of the request.

A shareholder or shareholders representing at least one-twentieth of the Company's share capital may request that particular matters be included in the agenda of the General Meeting. The motion should be submitted to the Company's Management Board in writing or in electronic form, no later than twenty-one days prior to the scheduled date of the General Meeting.

The motion should include grounds for or draft resolution concerning the item or matter proposed to be placed on the agenda. A shareholder or shareholders requesting that a particular matter be placed on the agenda of the General Meeting must attach to the request a certificate (deposit certificate) issued by the authorised entity, confirming that the shareholder (or shareholders) holds (hold) a proportion of the Company's share capital entitling them to propose the motion (a paper or scanned copy). Additionally, in the case of an institutional shareholder or shareholders or a shareholder or shareholders being a legal or other person whose representation requires submission of relevant documents in accordance with their respective rules of representation, the originals or copies of such documents must be attached to the motion. The obligation to attach the documents referred to above applies to both motions submitted in writing or in electronic form, and the attachments must be in the form corresponding to the form of the motion (a paper document or its copy, or a PDF scanned copy, as appropriate).

A motion prepared in writing, together with a set of the required attachments, should be delivered (against confirmation of receipt) to the Company's offices at ul. Gdańska 15, Częstków Mazowiecki, 05-152 Czosnów, or sent to the Company (with confirmation of dispatch and confirmation of receipt) to the following address: Częstków Mazowiecki, ul. Gdańska 15, 05-500 Czosnów; a motion prepared in electronic form should be sent to the Company to [Biuro.Zarzadu\(@\)intercars.eu](mailto:Biuro.Zarzadu(@)intercars.eu).

Determination whether the motion has been submitted within the prescribed deadline will be made based on the date of its receipt by the Company, and where such motion is sent by email – the date of receipt of the email by the Company's electronic mail system. Any amendments to the agenda made upon such a motion will be published by the Management Board promptly, and in any case no later than eighteen days prior the scheduled date of the General Meeting, in the same manner as is required for the publication of notices of General Meetings.

A shareholder or shareholders representing at least one twentieth of the Company's share capital may submit, before the date of the General Meeting, draft resolutions concerning matters placed on the agenda of the General Meeting or matters which are to be placed on the agenda of the General Meeting before the date of the Meeting. Such draft resolutions must be delivered to the Company in writing or in electronic form before the date of the General Meeting, as the Company is required to publish such draft resolutions on its website.

A shareholder or shareholders submitting draft resolutions concerning matters placed on the agenda of the General Meeting or matters to be placed on the agenda of the General Meeting before the date of the General Meeting must attach a certificate (deposit certificate) issued by the authorised entity confirming that the shareholder or shareholders holds (hold) a proportion of the Company's share capital entitling them to submit such draft resolutions.

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Additionally, in the case of an institutional shareholder or Shareholders or a shareholder or shareholders being a legal or other person whose representation requires submission of relevant documents in accordance with their rules of representation, the originals or copies of such documents must be attached to the submitted draft resolutions. The obligation to attach the documents referred to above applies to both submissions in writing or in electronic form, and the attachments must be in the form corresponding to the form of the motion (a paper document, or a PDF scanned copy, as appropriate).

Submissions prepared in writing, together with a set of the required attachments, should be delivered (against confirmation of receipt) to the Company's registered office at ul. Gdańska 15, Częstków Mazowiecki, 05-152 Czosnów, or sent to the Company, with confirmation of dispatch and confirmation of receipt, to the following address: Częstków Mazowiecki, ul. Gdańska 15, 05-152 Czosnów; submissions prepared in electronic form should be sent to the Company to Biuro.Zarzadu@intercars.eu.

Determination whether a submission has been made within the prescribed deadline will be made based on the date of its receipt by the Company, and where a submission is sent by email – the date of receipt of the email by the Company's electronic mail system. The Company publishes draft resolutions submitted by shareholders on its website without undue delay.

During the General Meeting, each Shareholder may propose draft resolutions concerning matters placed on the agenda of the General Meeting.

A shareholder may participate in the General Meeting and exercise voting rights in person or by a proxy. Unless the power of proxy provides otherwise, the proxy will exercise at the General Meeting all the rights accruing to the appointing shareholder. A proxy may grant further powers of proxy if authorised to do so under their power of proxy. A proxy may represent more than one shareholder and may vote the shares of individual shareholders in a different manner. A shareholder in a public company holding shares registered in more than one securities account may appoint separate Proxies to exercise the rights attached to shares registered in each of the accounts. A shareholder who is not a natural person may participate in the General Meeting and exercise voting rights through a person authorised to make declarations of will on the shareholder's behalf, or through a proxy. A power of proxy to participate in the General Meeting and to exercise voting rights must be granted in writing or in electronic form.

Members of the Company's Management Board and Company employees may act as shareholders' proxies at the General Meeting. If a member of the Management Board of the Supervisory Board, liquidator, employee of the Company, or member of governing bodies or employee of a company or cooperative which is a subsidiary of the Company acts as a shareholder's proxy at the General Meeting, the relevant powers of proxy may be exercised at one General Meeting only. The proxy is obliged to disclose to the shareholder any circumstances leading to any actual or potential conflict of interests. Granting further powers of proxy is not permitted.

The Management Board has determined the following method of granting or revoking powers of proxy granted in electronic form, and the method of verifying the validity of powers of proxy granted.

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If a power of proxy is granted in electronic form, the shareholder must notify the Company of the same by sending an email to: Biuro.Zarzadu@intercars.eu.

On its website at: [http://inwestor.intercars.com.pl/under the Authorities/General Meeting of Shareholders/2014](http://inwestor.intercars.com.pl/under%20the%20Authorities/General%20Meeting%20of%20Shareholders/2014) tab, the Company provides a downloadable form of the proxy notice and of the power of proxy in electronic form which, once completed in accordance with the instructions contained therein, should be sent by the shareholder to the Company to the above email address. In the case of an institutional shareholder or a shareholder being a legal or other person whose representation requires submission of relevant documents in accordance with their rules of representation, such documents must be attached to the power of proxy granted in electronic form or the proxy notice, in the form corresponding to the form of the power of proxy or the proxy notice (paper document or its copy, or a PDF scanned copy, as appropriate).

For verification purposes, a notice or proxy granted in electronic form must be submitted no later than 48 hours before the start of the General Meeting.

The validity of powers of proxy will be verified by:

Checking the completeness of the power of proxy documents, especially in the case of multiple powers of proxy,

Checking the correctness of data entered in the form and comparing it with the information contained in the list of persons entitled to participate in the General Meeting,

Checking whether the persons who grant the powers of proxy on behalf of legal entities are authorised to do so in accordance with the relevant entries in the National Court Register,

Verification of data and identification of the shareholder or shareholders, by email or telephone if the power of proxy and the proxy notice are in electronic form.

In order to check the validity of a power of proxy granted in electronic form and identify the Shareholder, the Company may request the Shareholder to send, in electronic form, a PDF scanned copy of the power of proxy or an image file containing a photograph of the power of proxy. If there is any uncertainty or need for clarification, the Company may take other steps (which are reasonable given the objective pursued) to identify the Shareholder or Shareholders and check the validity of the submitted powers of proxy, notifications and documents.

The Company attaches powers of proxy in paper form (including printouts of powers of proxy originally given in electronic form) to the minutes of the minutes of the General Meeting.

Pursuant to Article 412.6. of the Commercial Companies Code, the principles set out above shall apply *mutatis mutandis* to revocation of power of proxy.

At a Shareholder's request submitted at ul. Gdańska 15, Częstków Mazowiecki, 05-152 Czosnów, the Company will provide a proxy vote form or a form of written voting instruction for proxies, which will be sent to the Shareholder by mail, free of charge.

The form, once filled in by the Shareholder granting the power of proxy, may serve as a voting card for the Proxy in the case of an open vote at the General Meeting if the Shareholder has obliged the Proxy to use the form in such a way.

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In the case of a secret vote, the filled-in form should be treated only as a written instruction for the Proxy on how to vote in the secret vote and should be retained by the Proxy.

If the Proxy votes using the form, he must deliver the form to the Chairperson of the General Meeting prior to the end of voting on a resolution which - in accordance with the Shareholder's instruction - was to be voted on using the form. The Chairperson of the General Meeting informs the Meeting that a vote has been cast using the form and the vote is then included in the counting of the total number of votes cast when voting on a given resolution.

The form used in a vote is attached to the book of minutes. If votes at the General Meeting are counted using electronic devices, the proxy vote form does not apply.

The Company's constitutive documents do not permit the shareholders to participate in the General Meeting or vote using electronic means of communication, and do not provide for the possibility of voting at a General Meeting by postal ballot.

The record date for participation in the General Meeting is May 10th 2014 ("the Record Date").

All information concerning the General Meeting, along with the documentation to be submitted to the General Meeting and draft resolutions, is available at the Company's website at: <http://inwestor.intercars.com.pl/> under the Authorities/General Meeting of Shareholders/2014 tab.

The Management Board's or Supervisory Board's comments concerning the items which have been or will be placed on the agenda prior to the General Meeting, will be posted on the Company's website as soon as they are available.

In matters related to the General Meeting, the Shareholders may contact the Company by writing to the email address: Biuro.Zarzadu@intercars.eu (the risk related to the use of electronic means of communication by the Shareholder is borne by the Shareholder), or by telephone at (+4822) 714 19 16.

Original documents drawn up in a language other than Polish should be accompanied by their certified translations.

INTER CARS S.A.
PREZES ZARZADU

.....
Robert Kierzek

.....
INTER CARS S.A.
PROKURENT
.....
Piotr Zamora
(podpisy osób reprezentujących Spółkę)

[stamp, signature]
INTER CARS S.A.
PRESIDENT OF THE
MANAGEMENT BOARD
Robert Kierzek
SIGNATURES OF AUTHORISED REPRESENTATIVES

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INTER CARS S.A.
COMMERCIAL PROXY
Piotr Zamora

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