

Draft resolutions of the General Meeting to be held on May 26th 2014

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.

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

Resolution No. 5

- 1/ The Annual General Meeting of Inter Cars S.A. of Warsaw hereby approves the Company's financial statements for the financial year 2013, including:
- 2/ 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);
- 3/ 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);
- 4/ 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);
- 5/ 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);
- 6/ 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);
- 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)

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.

(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.)