

Current Report No.

13

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2015

Date: June 9th 2015

Abbreviated issuer name

INTERCARS

Subject

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Resolutions passed by the Annual General Meeting on June 9th 2015

Legal basis:

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Art. 56.1.2 of the Public Offering Act – Current and periodic information

Text of the report:

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The Management Board of Inter Cars S.A. hereby publishes the resolutions passed by the Annual General Meeting on June 9th 2015.

“Resolution No. 1  
of the Annual General Meeting  
of Inter Cars Spółka Akcyjna  
held on June 9th 2015  
to appoint the Chairperson of the General Meeting

The General Meeting of Inter Cars S.A. of Warsaw hereby appoints Marek Maciąg as the Chairperson of the General Meeting.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 8,857,922 shares participating in the vote (which represented 62.52% 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 8,857,922, with 8,857,922 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

“Resolution No. 2  
of the Annual General Meeting  
of Inter Cars Spółka Akcyjna  
held on June 9th 2015  
to approve the agenda for the General Meeting

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

The resolution was adopted by open ballot. All votes cast in the exercise of the voting rights attached to the 8,857,922 shares participating in the vote (which represented 62.52% 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 8,857,922, with 8,857,922 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

“Resolution No. 3  
of the Annual General Meeting  
INTER CARS Spółka Akcyjna  
held on June 9th 2015  
to approve the Directors’ Report on the Company’s operations  
and the Company’s financial statements

#### Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Art. 395.2.1 of the Commercial Companies Code, and having previously read and reviewed the Directors’ Report on the Company’s operations in the financial year 2014 and the Company’s financial statements for the financial year 2014, as well as the Supervisory Board’s report on assessment of the foregoing documents, resolves to approve:

- I. the Directors’ Report on the Company’s operations in the financial year 2014,
- II. the Company’s audited financial statements for the financial year 2014, comprising:
  - a) Balance sheet as at December 31st 2014, showing total assets and total equity and liabilities of PLN 1,872,545 thousand (one billion, eight hundred and seventy-two million, five hundred and forty-five thousand złoty);
  - b) Statement of profit or loss for the period January 1st–December 31st 2014, showing net profit of PLN 95,669 thousand (ninety-five million, six hundred and sixty-nine thousand złoty);
  - c) Statement of changes in equity for the financial year January 1st–December 31st 2014, showing an increase in equity of PLN 85,610 thousand (eighty-five million, six hundred and ten thousand złoty);
  - d) Statement of cash flows for the financial year January 1st–December 31st 2014, showing a net increase in cash of PLN 4,284 thousand (four million, two hundred and eighty-four thousand złoty);

e) Supplementary information, comprising the introduction and notes to the financial statements.

Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by open ballot. All votes cast in the exercise of the voting rights attached to the 8,857,922 shares participating in the vote (which represented 62.52% 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 8,857,922, with 8,857,922 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

“Resolution No. 4

of the Annual General Meeting

INTER CARS Spółka Akcyjna

held on June 9th 2015

to approve the Directors’ Report on the operations of the Inter Cars Group

and the consolidated financial statements of the Inter Cars Group

Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Art. 395.5 of the Commercial Companies Code, and having previously read and reviewed the Directors’ Report on the operations of the Inter Cars Group in the financial year 2014 and the Group’s financial statements for the financial year 2014, resolves to approve:

- I. the Directors’ Report on the operations of the Inter Cars Group in the financial year 2014,
- II. the audited consolidated financial statements of the Inter Cars Group for the financial year 2014, comprising:
  - a) Consolidated balance sheet of the Inter Cars Group as at December 31st 2014, showing total assets and total equity and liabilities of PLN 2,056,682 thousand (two billion, fifty-six million, six hundred and eighty-two thousand zloty);
  - b) Consolidated statement of profit or loss of the Inter Cars Group for the financial year January 1st–December 31st 2014, showing a net profit of PLN 177,699 thousand (one hundred and seventy-seven million, six hundred and ninety-nine thousand zloty);
  - c) Statement of changes in consolidated equity of the Inter Cars Group for the financial year January 1st–December 31st 2014, showing an increase in equity of PLN 165,282 thousand (one hundred and sixty-five million, two hundred and eighty-two thousand zloty);
  - d) Consolidated statement of cash flows of the Inter Cars Group for the financial year January 1st–December 31st 2014, showing a net increase in cash of PLN 15,632 thousand (fifteen million, six hundred and thirty-two thousand zloty);
  - e) Supplementary information, comprising the introduction and notes to the consolidated financial statements.

Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by open ballot. All votes cast in the exercise of the voting rights attached to the 8,857,922 shares participating in the vote (which represented 62.52% 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 8,857,922, with 8,857,922 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

“Resolution No. 5

of the Annual General Meeting

INTER CARS Spółka Akcyjna

held on June 9th 2015

concerning distribution of the Company’s profit

Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Art. 395.2.2 of the Commercial Companies Code, and taking into consideration the relevant proposal put forward by the Management Board, on which the Supervisory Board issued a positive opinion, resolves to distribute the Company’s profit for 2014 in the following manner: out of the total amount of PLN 95,668,808.71 (ninety-five million, six hundred and sixty-eight thousand, eight hundred and eight zloty, 71/100), an amount of PLN 10,059,351.00 (ten million, fifty-nine thousand, three hundred and fifty-one zloty), i.e. PLN 0.71 (seventy-one grosz) per share, to be paid to shareholders as dividend, while the balance of PLN 85,609,457.71 (eighty-five million six hundred and nine thousand, four hundred and fifty-seven zloty, 71/100) to be transferred to statutory reserve funds.

Section 2

The Annual General Meeting, acting pursuant to Art. 348.3 of the Commercial Companies Code, and taking into consideration the relevant proposal put forward by the Management Board, on which the Supervisory Board issued a positive opinion, resolves to set the dividend record date for June 30th 2015, and the dividend payment date for July 14th 2015.

Section 3

This Resolution shall come into force upon its adoption.”

The resolution was adopted by open ballot. All votes cast in the exercise of the voting rights attached to the 8,857,922 shares participating in the vote (which represented 62.52% 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 8,857,922, with 8,857,922 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

“Resolution No. 6  
of the Annual General Meeting  
INTER CARS Spółka Akcyjna  
held on June 9th 2015  
to grant discharge in respect of performance of duties to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge to Mr Robert Kierzek in respect of his performance of duties as President of the Company’s Management Board in 2014.

Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 8,857,922 shares participating in the vote (which represented 62.52% 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 8,857,922, with 8,857,922 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

“Resolution No. 7  
of the Annual General Meeting  
INTER CARS Spółka Akcyjna  
held on June 9th 2015  
to grant discharge in respect of performance of duties to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge to Mr Krzysztof Soszyński in respect of his performance of duties as Vice President of the Company’s Management Board in 2014.

Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 8,857,922 shares participating in the vote (which represented 62.52% 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 8,857,922, with 8,857,922 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

“Resolution No. 8  
of the Annual General Meeting  
INTER CARS Spółka Akcyjna  
held on June 9th 2015  
to grant discharge in respect of performance of duties to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge to Mr Krzysztof Teofil Oleksowicz in respect of his performance of duties as Member of the Company’s Management Board in 2014.

Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 4,395,651 shares participating in the vote (which represented 31.02% 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 4,395,651, with 4,395,651 votes in favour of the resolution, no votes against, no abstaining votes, and no objections by dissenting shareholders. Andrzej Aleksander Oliszewski, a shareholder in the Company, did not participate in the voting pursuant to Art. 413 of the Commercial Companies Code.

“Resolution No. 9  
of the Annual General Meeting  
INTER CARS Spółka Akcyjna  
held on June 9th 2015  
to grant discharge in respect of performance of duties to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge to Mr Witold Franciszek Kmiecik in respect of his performance of duties as Member of the Company’s Management Board in 2014.

## Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 8,857,922 shares participating in the vote (which represented 62.52% 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 8,857,922, with 8,857,922 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

“Resolution No. 10

of the Annual General Meeting

INTER CARS Spółka Akcyjna

held on June 9th 2015

to grant discharge in respect of performance of duties to a Management Board member

## Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge to Mr Wojciech Tadeusz Twaróg in respect of his performance of duties as Member of the Company’s Management Board in 2014.

## Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 8,857,922 shares participating in the vote (which represented 62.52% 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 8,857,922, with 8,857,922 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

“Resolution No. 11

of the Annual General Meeting

INTER CARS Spółka Akcyjna

held on June 9th 2015

to grant discharge in respect of performance of duties to a Supervisory Board member

## Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge to Mr Andrzej Aleksander Oliszewski in respect of his performance of duties as Chairman of the Company’s Supervisory Board in 2014.

## Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 7,555,922 shares participating in the vote (which represented 53.33% 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 7,555,922, with 7,555,922 votes in favour of the resolution, no votes against, no abstaining votes, and no objections by dissenting shareholders. Andrzej Aleksander Oliszewski, a shareholder in the Company, did not participate in the voting pursuant to Art. 413 of the Commercial Companies Code.

“Resolution No. 12

of the Annual General Meeting

INTER CARS Spółka Akcyjna

held on June 9th 2015

to grant discharge in respect of performance of duties to a Supervisory Board member

## Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge to Mr Jacek Marek Klimczak in respect of his performance of duties as Member of the Company’s Supervisory Board in 2014.

## Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 8,857,922 shares participating in the vote (which represented 62.52% 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 8,857,922, with 8,857,922 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

“Resolution No. 13

of the Annual General Meeting

INTER CARS Spółka Akcyjna

held on June 9th 2015

to grant discharge in respect of performance of duties to a Supervisory Board member

## Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Michał Marczak in respect of his performance of duties as Member of the Company's Supervisory Board in 2014.

## Section 2

This Resolution shall come into force upon its adoption."

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 8,857,922 shares participating in the vote (which represented 62.52% 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 8,857,922, with 8,857,922 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

"Resolution No. 14

of the Annual General Meeting

INTER CARS Spółka Akcyjna

held on June 9th 2015

to grant discharge in respect of performance of duties to a Supervisory Board member

## Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Maciej Krzysztof Oleksowicz in respect of his performance of duties as Member of the Company's Supervisory Board in 2014.

## Section 2

This Resolution shall come into force upon its adoption."

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 8,857,922 shares participating in the vote (which represented 62.52% 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 8,857,922, with 8,857,922 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

"Resolution No. 15

of the Annual General Meeting

INTER CARS Spółka Akcyjna

held on June 9th 2015

to grant discharge in respect of performance of duties to a Supervisory Board member

## Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Piotr Zbigniew Płoszajski in respect of his performance of duties as Member of the Company's Supervisory Board in 2014.

## Section 2

This Resolution shall come into force upon its adoption."

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 8,857,922 shares participating in the vote (which represented 62.52% 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 8,857,922, with 8,857,922 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

## Legal basis:

Par. 38.1.7 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated February 19th 2009.

INTER CARS S.A.		(full issuer name)	
INTERCARS		Trade	
(abbreviated issuer name)		(sector according to the WSE)	
02-903	Warsaw, Poland		
(postal code)		(city/town)	
Powsińska		64	
	(street)		(number)
714-19-16		714-19-18	
	(phone)		(fax)
bzarzadu@intercars.com.pl		intercars.com.pl	
	(email)		(www)
118-14-52-946		014992887	
	(Tax Identification Number – NIP)		(Industry Identification Number – REGON)

**SIGNATURES OF AUTHORISED REPRESENTATIVES**

Date	Full name	Position	Signature
June 9th 2015	Krzysztof Soszyński	Vice President of the Management Board	
June 9th 2015	Piotr Zamora	Commercial proxy	