

Appendix to Resolution No. 4/2015 of the Supervisory Board of INTER CARS S.A. of May 12th 2015

Report of the Supervisory Board of Inter Cars S.A.

on assessment of the Company's financial statements for 2014, the Directors' Report on the Company's operations in 2014, and the Management Board's proposal regarding distribution of the Company's net profit for 2014

This report on assessment of the Company's financial statements for 2014, the Directors' Report on the Company's operations in 2014 and the Management Board's proposal regarding distribution of the Company's net profit for 2014 was prepared for the Annual General Meeting pursuant to Art. 382.3 of the Commercial Companies Code. This document also includes the report on assessment of the consolidated financial statements of the Inter Cars Group for 2014 and of the Directors' Report on the operations of the Inter Cars Group in 2014.

The Directors' Report on the Company's operations, the Directors' Report on the operations of the Inter Cars Group in the financial year 2014, as well as the separate and consolidated financial statements contain all necessary information on the operations of the Company and its Group in financial year 2014, and the Supervisory Board gives a positive opinion on the reports and the financial statements. In the opinion of the Supervisory Board, the Company's financial statements and interim reports are prepared in accordance with applicable laws and the accounting policies applied by the Company.

The financial statements have been audited in accordance with applicable laws by an independent audit firm, KPMG Audyt Sp. z o.o. sp. k., which issued an unqualified opinion on the financial statements. The Supervisory Board reviewed the auditor's opinions and audit reports, and has not submitted any reservations.

Therefore, the Supervisory Board decided to submit for approval by the Annual General Meeting the Directors' Report on the Company's operations in the financial year 2014 and the Company's separate financial statements for the financial year 2014, together with the auditor's opinion, as submitted by the Management Board and positively assessed and approved by the Supervisory Board, comprising: (i) 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); (ii) 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); (iii) 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); (iv) 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); (v) Supplementary information, comprising the introduction and notes to the financial statements; and the Directors' Report on the operations of the Inter Cars Group in the financial year 2014 and the consolidated financial statements of the Inter Cars Group for the financial year 2014, together with the auditor's opinion, as submitted by the Management Board, comprising: (i) 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 złoty); (ii) 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); (iii) 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); (iv) 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); (v) Supplementary information, comprising the introduction and notes to the consolidated financial statements.

Furthermore, the Supervisory Board received, positively assessed and approved the Management Board's proposal 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; the Supervisory Board also approved the following dividend record date and the dividend payment date proposed by the Management Board: **June 30th 2015** and **July 14th 2015**, respectively.

The Supervisory Board recommended that the Annual General Meeting pass a resolution to distribute the Company's profit for 2014 as proposed by the Management Board.

Supervisory Board of Inter Cars S.A.