

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

The Management Board of INTER CARS Spółka Akcyjna of Warsaw (the “**Company**”), acting pursuant to Art. 398 and Art. 399.1, in conjunction with Art. 402¹ and Art 402² of the Commercial Companies Code, convenes an Extraordinary General Meeting of the Company (the “**General Meeting**”), which will be held on **December 15th 2016 at 10.00 am**, in the conference room located on the 1st floor of the Company's offices in Cząstków Mazowiecki, ul. Gdańska 15, 05-152 Czosnów.

Agenda of the 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 a resolution to approve the creation of financial and registered pledges over shares in Inter Cars Marketing Services sp. z o.o.
6. Closing of the General Meeting.

Information for shareholders

Right to participate in the General Meeting

Pursuant to Art. 406¹ of the Commercial Companies Code, the right to participate in the General Meeting applies only to persons who are Company shareholders 16 days prior to the date of the General Meeting, i.e. on November 29th 2016 (the “Record Date”), provided they request the entity keeping their securities account to issue a certificate to their name confirming the holder’s right to participate in the General Meeting, in the period from the date of the notice convening the General Meeting to the first weekday following the Record Date, i.e. by November 30th 2016.

The list of shareholders entitled to participate in the General Meeting will be drawn up on the basis of a record provided by the entity operating the depository for securities, i.e. Krajowy Depozyt Papierów Wartościowych S.A. The entity operating the depository for securities draws up the record on the basis of records submitted by entities authorised pursuant to the laws and regulations applicable to 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 of the Company.

The list of shareholders entitled to participate in the General Meeting will be available for inspection at the Company's offices at ul. Gdańska 15 in Cząstków Mazowiecki, 05-152 Czosnów, Poland, from 9.00 am to 4.00 pm, during three weekdays prior to the General Meeting, i.e. on December 12th–14th 2016. Shareholders of the Company may request that the list of shareholders be delivered to them free of charge via electronic mail; to receive the list, a shareholder must provide an email address to which the list will be sent. Shareholders may submit such a request by sending an email to Biuro.Zarzadu@intercars.eu. 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.

Certain shareholder rights at the General Meeting

Shareholder or shareholders representing at least one-twentieth of the Company's share capital are entitled to:

- (i) Request that certain items be placed on the agenda of the General Meeting; such a request should be submitted to the Company's Management Board no later than 21 days prior to the scheduled date of

the General Meeting, i.e. by November 24th 2016, and should state the reasons for or contain a draft resolution concerning the proposed item. Such a request may be submitted via email sent to Biuro.Zarzadu@intercars.eu;

(ii) propose draft resolutions regarding any matters included in the agenda of the General Meeting or any matters to be added to the agenda prior to the date of the General Meeting, in writing or via email sent to: Biuro.Zarzadu@intercars.eu.

During the General Meeting, each shareholder may submit draft resolutions concerning matters placed on the agenda.

When communicating with the Company, a shareholder exercising these rights should attach to their request a deposit certificate issued by an appropriate entity, confirming that the shareholder holds a relevant number of shares in the Company's capital entitling them to submit the request or draft resolution (paper copy/scan). Additionally, in the case of shareholders who are legal persons or other entities whose representation requires that relevant documents be presented, the originals or copies of such documents must be attached to the request. The requirement to present/enclose the documents specified above applies to shareholders who submit their requests in writing as well as to shareholders who submit their requests electronic form. Determination whether a request or proposed draft resolution was sent by the required deadline will be made based on the date of its receipt by the Company, and where such requests are sent by email – based on the date of entry of the request in the Company's electronic mail system.

Attending the General Meeting and exercising voting rights

A shareholder who is a natural person may participate in the General Meeting and exercise voting rights in person or through a proxy. 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. The power of proxy should be made in writing or in electronic form. A power of proxy in electronic form does not require a secure electronic signature verifiable by means of a valid qualified certificate. 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.

To enable identification of shareholders granting powers of proxy in electronic form, the following documents should be attached to the notification:

(i) for a shareholder who is a natural person – a copy of their identity card, passport or another official identity document; or or

(ii) for a shareholder who is not a natural person – a copy of the valid entry in the relevant register or another document confirming the authorisation of a natural person(s) to represent the shareholder at the General Meeting (e.g. a complete sequence of powers of proxy).

Should any doubts arise as to the validity of the documents specified above, the Management Board reserves the right to request that the following documents be presented by the proxy at the time of registering attendance:

(i) for a shareholder who is a natural person – a copy of their identity card, passport or another official identity document, certified as true by a notary public or another authorised entity; or

(ii) for a shareholder who is not a natural person – a copy of the valid entry in the relevant register or another document confirming the authority of a natural person(s) to represent the shareholder at the General Meeting (e.g. a complete sequence of powers of proxy), certified as true by a notary public or another authorised entity.

To enable identification of the proxy, the Management Board reserves the right to request that the following documents be presented by the proxy at the time of registering attendance:

(i) for a proxy who is a natural person – their identity card, passport or another official identity

document; or

(ii) for a proxy who is not a natural person – a copy of the valid entry in the relevant register or another document confirming the authority of a natural person (natural persons) to represent the shareholder at the General Meeting (e.g. a complete sequence of powers of proxy), as well as the original or the copy of an identity card, passport, or another official identity document of a natural person (natural persons) authorised to represent the proxy at the General Meeting. The copies of the documents need to be certified as true by a notary public or any other authorised entity.

The proxy vote form and the form of written voting instruction for the proxy referred to in Art. 402³1.5 of the Commercial Companies Code may be provided by the Company at a shareholder's request sent to ul. Gdańska 15, Cząstków Mazowiecki, 05-152 Czosnów, Poland. The Company will send the forms by post, free of charge. It is not obligatory to use the proxy forms referred to above to grant powers of proxy.

Shareholders are also advised that if a shareholder grants a power of proxy along with a voting instruction, the Company will not verify whether the proxy exercises the voting rights in line with the instructions received from the shareholder. Therefore, the voting instructions should be given only to the proxy.

The Company's Articles of Association do not provide for the possibility of participating in the General Meeting or exercising voting rights by electronic means of communication. The Company does not provide for the possibility of exercising voting rights at the General Meeting by postal ballot.

Documentation and other materials for the General Meeting

A person entitled to participate in the General Meeting may obtain the full text of the documentation to be submitted to the General Meeting, including draft resolutions or – if no resolutions are to be passed – comments of the Company's Management Board and Supervisory Board on matters placed or to be placed on the agenda, prior to the scheduled date of the General Meeting by accessing the Company's website at: <http://inwestor.intercars.com.pl/> (the Authorities/General Meeting tab) and at the Company's office at ul. Gdańska 15 in Cząstków Mazowiecki (05-152 Czosnów), Poland, on business days between 9 am–4 pm until the date of the General Meeting.

Registration of General Meeting participants

Persons entitled to participate in the General Meeting are requested to register and collect their voting cards directly at the entry to the General Meeting's venue thirty minutes before the beginning of the General Meeting.

Other information

Information on the General Meeting will be published on the Company's website at <http://inwestor.intercars.com.pl/>, in the Authorities/General Meeting tab. Please be advised that any matters not provided for in this notice are governed by the applicable provisions of the Commercial Companies Code and the Company's Articles of Association and all shareholders are requested to read these regulations.

Draft Resolutions

Item 2 of the agenda:

“Resolution No. 1
of the Extraordinary General Meeting
of Inter Cars Spółka Akcyjna
held on December 15th 2016
to appoint the Chairperson of the General Meeting

The General Meeting of Inter Cars S.A. of Warsaw hereby resolves to appoint [•] as the Chairperson of the General Meeting.”

Item 4 of the agenda:

“Resolution No. 2
of the Extraordinary General Meeting
of Inter Cars Spółka Akcyjna
held on December 15th 2016
to approve the agenda for the General Meeting

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

Item 5 of the agenda:

“Resolution No. 3
of the Extraordinary General Meeting of INTER CARS Spółka Akcyjna
held on December 15th 2016

to grant consent to the creating of financial and registered pledges over shares in Inter Cars Marketing Services sp. z o.o.

Section 1

The Extraordinary General Meeting of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Art. 393 in conjunction with Art. 398 of the Commercial Companies Code, as well as pursuant to Art. 16.4.11) of the Company's Articles of Association, hereby resolves to approve the encumbrance of all shares held by the Company in the share capital of Inter Cars Marketing Services sp. z o.o. of Warsaw (KRS 0000385181) with financial and registered pledges to secure claims that may arise from or under the Credit Facility Agreement of November 14th 2016 entered into, among others, by the Company as the borrower, pursuant to a pledge agreement to be concluded by the Company, as the pledgor, with a financial institution designated from among the lenders as the pledgee.

Section 2

This Resolution shall come into force as of its date.”

Grounds for the draft resolution, in accordance with Rule I.Z.1.17 of the Code of Best Practice for WSE Listed Companies 2016:

In connection with the Credit Facility Agreement of November 14th 2016 reported by the Company in Current Report No. 30/2016, the Company is obliged to, among other things, create financial and registered pledges over all shares it holds in Inter Cars Marketing Services sp. z o.o. of Warsaw (KRS 0000385181) in favour of the financial institution appointed, pursuant to the Credit Facilities Agreement, from among the lenders, pursuant to the Credit Facilities Agreement, as the security agent (currently: mBank S.A.).

Pursuant to Art. 16.4.11) of the Company's Articles of Association, the creation of such pledges requires a prior approval by the Company's General Meeting, granted in the form of a resolution.

In the opinion of the Management Board, encumbering the shares held by the Company in the share capital of Inter Cars Marketing Services sp. z o.o. by creating financial and registered pledges over those shares lies in the Company's interest and will support the Company and its Group in acquiring financing on favourable terms, in the form of credit facilities advanced under the Credit Facility Agreement.