

## 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. 399.1, in conjunction with Art. 402<sup>1</sup> and Art 402<sup>2</sup> of the Commercial Companies Code, convenes an Extraordinary General Meeting of the Company (the “**General Meeting**”), which will be held on **February 24th 2017** 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 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 amend the Company’s Articles of Association and to adopt the consolidated text of the Articles of Association.
6. Closing of the General Meeting.

### **Information for shareholders**

#### Proposed amendments to the Company’s Articles of Association

Pursuant to item 5 of the proposed agenda, the Management Board announces that, in accordance with the General Meeting’s resolution specified in that item, the following Art. 18a is to be added to the Company’s Articles of Association:

#### *Article 18a.*

1. *The voting rights of shareholders holding over 20% of total voting rights at the Company shall be limited so that none of these shareholders can exercise at a General Meeting more than 20% (twenty per cent) of total voting rights existing at the Company as at the General Meeting date. The above limitation shall not apply for the purpose of determining the obligations of buyers of major holdings of shares, as provided for in the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (the “**Public Offering Act**”).*
2. *The voting cap specified in item 1 shall not apply to shareholders who as at the record date of the General Meeting that resolves to add this Art.18a to the Company’s Articles of Association*

- hold shares conferring more than 20% (twenty per cent) of total voting rights at the Company, as well as their legal successors (“**Eligible Shareholders**”).*
3. *For the purposes of the voting cap pursuant to Art.18a.1, the voting rights of shareholders linked by a parent-subsidary relationship shall be aggregated as specified below.*
  4. *A shareholder within the meaning of item 1 is any person and its parent or subsidiary which is entitled, directly or indirectly, to vote at the General Meeting under any legal title; this shall also include persons who do not hold any Company shares, in particular usufructuaries, pledgees, or persons entitled under the Act on Trading in Financial Instruments, dated July 29th 2005, as well as persons entitled to participate in the General Meeting despite having disposed of their shareholdings after the record date.*
  5. *For the purposes of this section, a parent or a subsidiary shall be any person who:*
    - a. *meets the relevant criteria set forth in Article 4.1.4 of the Commercial Companies Code; or*
    - b. *is a parent, a subsidiary, or both a parent and a subsidiary, within the meaning of the Act on Competition and Consumer Protection of February 16th 2007; or*
    - c. *is a parent, a higher-tier parent, a subsidiary, a lower-tier subsidiary, a jointly-controlled entity or both a parent (including a higher-tier parent) and a subsidiary (including a lower-tier subsidiary and a jointly-controlled entity) within the meaning of the Accounting Act of September 29th 1994; or*
    - d. *exerts (in the case of a parent) or is subject to (in the case of a subsidiary) decisive influence within the meaning of the Act on the Transparency of Financial Relations between State Authorities and State-Controlled Enterprises, and on Financial Transparency of certain Enterprises, dated September 22nd 2006; or*
    - e. *whose voting rights conferred by Company shares, held directly or indirectly, are aggregated with the voting rights of other person or persons pursuant to the Act on Public Offering in connection with the holding, disposal or acquisition of major holdings of Company shares.*
  6. *Shareholders whose voting rights are aggregated or reduced in accordance with the rules specified in Art. 18a.3–7 shall be jointly referred to as a “**Shareholder Grouping**”. The aggregation of voting rights shall consist in adding up all voting rights held by individual shareholders comprising a Shareholder Grouping. The reduction of voting rights shall consist in decreasing the total number of voting rights held at the General Meeting by shareholders comprising a Shareholder Grouping. The reduction of voting rights shall be made as follows:*
    - a. *for each shareholder in the Shareholder Grouping the percentage of voting rights held by that shareholder in the aggregated number of voting rights of the entire Shareholder Grouping is calculated;*

- b. *the number of voting rights equivalent to 20% (twenty per cent) of total voting rights existing at the Company as at the General Meeting date is calculated;*
  - c. *for each shareholder their percentage of total voting rights specified in Art. 18a.6a) is multiplied by the number of voting rights specified in Art. 18a.6b);*
  - d. *the number of voting rights for each shareholder in the Shareholder Grouping after the said reduction is the result obtained pursuant to Art. 18a.6c) rounded up to one voting right;*
  - e. *the voting cap shall also apply to shareholders absent from the General Meeting.*
7. *In order to determine the basis for aggregation or reduction of voting rights, each of the Company's shareholders, the Management Board, the Supervisory Board, and individual members of these bodies, as well as the Chairperson of the General Meeting, may request that a Company shareholder disclose whether it is a parent or a subsidiary of any other Company shareholder within the meaning of Art. 18a.5.*
8. *When in doubt, the provisions on the voting cap shall be interpreted in accordance with Art. 65.2 of the Civil Code.*
9. *The voting cap referred to in this Article 18a shall expire if:*
- a. *one of the shareholders acquires (in its own name and for its own account) and registers for the General Meeting shares conferring over 66% (sixty-six per cent) of total voting rights at the Company out of which all the shares whose number results in exceeding 20% (twenty per cent) of total voting rights at the Company are acquired by that shareholder through a tender offer concerning all shares in the Company, announced in accordance with the Public Offering Act; or*
  - b. *each Eligible Shareholder disposes of a number of Company shares sufficient to: (i) reduce the Eligible Shareholder's percentage of total voting rights at the Company by at least 4% (four per cent), or (ii) reduce the Eligible Shareholder's percentage of total voting rights at the Company to less than 20% (twenty per cent)".*

#### Right to participate in the General Meeting

Pursuant to Art. 406<sup>1</sup> 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 February 8th 2017 (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 February 9th 2017.

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 February 21st–23rd 2017. 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](mailto: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 February 3rd 2017, 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](mailto: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](mailto: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](mailto: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
- (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. 402<sup>3</sup>1.5 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 February 24th 2017  
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 February 24th 2017  
to approve the agenda for the General Meeting

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

#### Item 5 of the agenda:

“Resolution No. 3  
of the Extraordinary General Meeting  
of Inter Cars Spółka Akcyjna  
held on February 24th 2017  
to amend the Company's Articles of Association and adopt the consolidated text of the Articles of  
Association

The Extraordinary General Meeting of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Art. 430.1 of the Commercial Companies Code and Art. 16.4.3 of the Company's Articles of Association (the “Articles of Association”), hereby resolves as follows:

#### Section 1

In the Articles of Association the following Art. 18a shall be added:

*“Article 18a.*

1. *The voting rights of shareholders holding over 20% of total voting rights at the Company shall be limited so that none of these shareholders can exercise at a General Meeting more than 20% (twenty per cent) of total voting rights existing at the Company as at the General Meeting date. The above limitation shall not apply for the purpose of determining the obligations of buyers of major holdings of shares, as provided for in the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (the “Public Offering Act”).*
2. *The voting cap specified in item 1 shall not apply to shareholders who as at the record date of the General Meeting that resolves to add this Art.18a to the Company’s Articles of Association hold shares conferring more than 20% (twenty per cent) of total voting rights at the Company, as well as their legal successors (“Eligible Shareholders”).*
3. *For the purposes of the voting cap pursuant to Art.18a.1, the voting rights of shareholders linked by a parent-subsidary relationship shall be aggregated as specified below.*
4. *A shareholder within the meaning of item 1 is any person and its parent or subsidiary which is entitled, directly or indirectly, to vote at the General Meeting under any legal title; this shall also include persons who do not hold any Company shares, in particular usufructuaries, pledgees, or persons entitled under the Act on Trading in Financial Instruments, dated July 29th 2005, as well as persons entitled to participate in the General Meeting despite having disposed of their shareholdings after the record date.*
5. *For the purposes of this section, a parent or a subsidiary shall be any person who:*
  - a. *meets the relevant criteria set forth in Article 4.1.4 of the Commercial Companies Code; or*
  - b. *is a parent, a subsidiary, or both a parent and a subsidiary, within the meaning of the Act on Competition and Consumer Protection of February 16th 2007; or*
  - c. *is a parent, a higher-tier parent, a subsidiary, a lower-tier subsidiary, a jointly-controlled entity or both a parent (including a higher-tier parent) and a subsidiary (including a lower-tier subsidiary and a jointly-controlled entity) within the meaning of the Accounting Act of September 29th 1994; or*
  - d. *exerts (in the case of a parent) or is subject to (in the case of a subsidiary) decisive influence within the meaning of the Act on the Transparency of Financial Relations between State Authorities and State-Controlled Enterprises, and on Financial Transparency of certain Enterprises, dated September 22nd 2006; or*
  - e. *whose voting rights conferred by Company shares, held directly or indirectly, are aggregated with the voting rights of other person or persons pursuant to the Act on Public Offering in connection with the holding, disposal or acquisition of major*



*holdings of Company shares.*

6. *Shareholders whose voting rights are aggregated or reduced in accordance with the rules specified in Art. 18a.3–7 shall be jointly referred to as a “Shareholder Grouping”. The aggregation of voting rights shall consist in adding up all voting rights held by individual shareholders comprising a Shareholder Grouping. The reduction of voting rights shall consist in decreasing the total number of voting rights held at the General Meeting by shareholders comprising a Shareholder Grouping. The reduction of voting rights shall be made as follows:*
  - a. *for each shareholder in the Shareholder Grouping the percentage of voting rights held by that shareholder in the aggregated number of voting rights of the entire Shareholder Grouping is calculated;*
  - b. *the number of voting rights equivalent to 20% (twenty per cent) of total voting rights existing at the Company as at the General Meeting date is calculated;*
  - c. *for each shareholder their percentage of total voting rights specified in Art. 18a.6a) is multiplied by the number of voting rights specified in Art. 18a.6b);*
  - d. *the number of voting rights for each shareholder in the Shareholder Grouping after the said reduction is the result obtained pursuant to Art. 18a.6c) rounded up to one voting right;*
  - e. *the voting cap shall also apply to shareholders absent from the General Meeting.*
7. *In order to determine the basis for aggregation or reduction of voting rights, each of the Company’s shareholders, the Management Board, the Supervisory Board, and individual members of these bodies, as well as the Chairperson of the General Meeting, may request that a Company shareholder disclose whether it is a parent or a subsidiary of any other Company shareholder within the meaning of Art. 18a.5.*
8. *When in doubt, the provisions on the voting cap shall be interpreted in accordance with Art. 65.2 of the Civil Code.*
9. *The voting cap referred to in this Article 18a shall expire if:*
  - a. *one of the shareholders acquires (in its own name and for its own account) and registers for the General Meeting shares conferring over 66% (sixty-six per cent) of total voting rights at the Company out of which all the shares whose number results in exceeding 20% (twenty per cent) of total voting rights at the Company are acquired by that shareholder through a tender offer concerning all shares in the Company, announced in accordance with the Public Offering Act; or*
  - b. *each Eligible Shareholder disposes of a number of Company shares sufficient to: (i) reduce the Eligible Shareholder’s percentage of total voting rights at the Company by at least 4% (four per cent), or (ii) reduce the Eligible Shareholder’s percentage of total voting rights at the Company to less than 20% (twenty per cent)”.*

## Section 2

Pursuant to Art. 430.5 of the Commercial Companies Code, the Extraordinary General Meeting authorises the Company's Supervisory Board to prepare the consolidated text of the amended Articles of Association and to incorporate other editorial changes related to the amendment of the Articles of Association specified in this Resolution.

## Section 3

In connection with the addition of new Art.18a, the following consolidated text of the Articles of Association is adopted:

### ***“ARTICLES OF ASSOCIATION***

#### ***I. GENERAL PROVISIONS***

##### Article 1

*The Company's name shall be Inter Cars Spółka Akcyjna.*

##### Article 2

*The Company's registered office shall be in Warsaw.*

##### Article 3

1. *The Company may operate in Poland and abroad.*
2. *The Company may form branches, affiliates and establishments in Poland and outside Poland, and join other companies, cooperatives and business organisations. The Company may also acquire and dispose of shares and other equity interests in other companies.*

##### Article 4

*The Company's duration shall be unlimited.*

#### ***II. PRINCIPAL BUSINESS***

##### Article 5

*The Company's principal business shall include:*

- 1) *Wholesale and retail trade of motor vehicles; repair of motor vehicles (PKD 45),*
- 2) *Wholesale trade, except of motor vehicles (PKD 46),*
- 3) *Support activities to agriculture and post-harvest crop activities (PKD 01.6),*
- 4) *Manufacture of paper stationery (PKD 17.23.Z),*

- 5) *Printing and reproduction of recorded media (PKD 18),*
- 6) *Manufacture of basic metals (PKD 24),*
- 7) *Manufacture of machinery and equipment n.e.c. (PKD 28),*
- 8) *Manufacture of motor vehicles, trailers and semi-trailers, except of motorcycles (PKD 29),*
- 9) *Manufacture of other transport equipment (PKD 30),*
- 10) *Repair and installation of machinery and equipment (PKD 33),*
- 11) *Waste collection, treatment and disposal activities; raw materials recovery (PKD 38),*
- 12) *Retail trade, except of motor vehicles (PKD 47),*
- 13) *Land transport and transport via pipelines (PKD 49),*
- 14) *Warehousing and support activities for transportation (PKD 52),*
- 15) *Publishing activities (PKD 58),*
- 16) *Computer programming, consultancy and related activities (PKD 62),*
- 17) *Information service activities (PKD 63),*
- 18) *Real estate activities (PKD 68),*
- 19) *Activities of head offices; management consultancy (PKD 70),*
- 20) *Architectural and engineering activities; technical testing and analysis (PKD 71),*
- 21) *Scientific research and development (PKD 72),*
- 22) *Advertising and market research (PKD 73),*
- 23) *Other professional, scientific and technical activities (PKD 74),*
- 24) *Rental and leasing activities (PKD 77),*
- 25) *Employment activities (PKD 78),*
- 26) *Travel agency, tour operator reservation service and related activities (PKD 79),*
- 27) *Services to buildings and landscape activities (PKD 81),*
- 28) *Office administrative, office support and other business support activities (PKD 82),*
- 29) *Other education n.e.c. (PKD 85.59.B),*
- 30) *Educational support activities (PKD 85.60.Z. Z),*
- 31) *Repair and maintenance of computers and peripheral equipment (PKD 95.11.Z),*

*If a licence or permit is required under other regulations to launch a business activity, the Company shall obtain the relevant licence or permit prior to commencing such activity, or shall fulfil other statutory requirements specified for that activity.*

### **III. SHARE CAPITAL**

#### Article 6

1. *The Company's share capital shall amount to PLN 28,336,200 (twenty-eight million, three hundred and thirty-six thousand, two hundred zloty) and shall be divided into 14,168,100 (fourteen million, one hundred and sixty-eight thousand, one hundred) ordinary bearer shares with a par value of PLN 2 (two zloty) per share, including:*
  - 1) *200,000 (two hundred thousand) Series A ordinary bearer shares,*
  - 2) *7,695,600 (seven million, six hundred and ninety-five thousand, six hundred zloty) Series B ordinary bearer shares,*
  - 3) *104,400 (one hundred and four thousand, four hundred) Series C ordinary bearer shares,*
  - 4) *2,153,850 (two million, one hundred and fifty-three thousand, eight hundred and fifty zloty) Series D ordinary bearer shares,*
  - 5) *1,667,250 (one million, six hundred and sixty-seven thousand, two hundred and fifty) Series E ordinary bearer shares,*
  - 6) *1,875,000 (one million, eight hundred and seventy-five thousand) Series G ordinary bearer shares,*
  - 7) *157,333 (one hundred and fifty-seven thousand, three hundred and thirty-three) Series F1 ordinary bearer shares,*
  - 8) *157,333 (one hundred and fifty-seven thousand, three hundred and thirty-three) Series F2 ordinary bearer shares,*
  - 9) *157,334 (one hundred and fifty-seven thousand, three hundred and thirty-four) Series F3 ordinary bearer shares.*
2. *Bearer shares may not be converted into registered shares.*

#### Article 7

*All Shareholders shall have the pre-emptive rights to acquire new shares in proportion to the number of Company shares held, unless the General Meeting waives the Shareholders' pre-emptive rights in whole or in part.*

#### Article 8

1. *Shares may be retired by way of reducing the share capital.*
2. *The manner and terms of retirement of shares shall be specified in each case by a resolution of the General Meeting.*

#### Article 9

*The founders of the Company are:*

1. *Krzysztof Teofil Oleksowicz,*
2. *Piotr Tadeusz Oleksowicz,*
3. *Andrzej Aleksander Oliszewski.*

### **IV. GOVERNING BODIES**

#### Article 10

*The Company's governing bodies are:*

1. *the Management Board,*
2. *the Supervisory Board,*
3. *the General Meeting.*

#### **A. MANAGEMENT BOARD**

#### Article 11

1. *The Management Board shall be composed of three to nine members who are appointed and dismissed by way of a resolution of the Supervisory Board. The number of members of the Management Board shall be established by the Supervisory Board.*
2. *The term of office of the Management Board shall be 4 (four) years. Members of the Management Board shall be appointed for a joint term of office.*
3. *The Management Board shall manage the Company and represent it in and out of court.*
4. *Any matters not reserved for the General Meeting or the Supervisory Board under these Articles of Association or applicable laws shall fall within the scope of powers and responsibilities of the Management Board.*
5. *The Management Board manages the Company's assets and rights to a standard of care required in commercial activity and in strict compliance with applicable laws.*

6. *Resolutions of the Management Board shall be passed by an absolute majority of votes cast with a quorum of at least half of the Management Board members. The scope of rights and duties of the Management Board and the manner of its work shall be defined by the Rules of Procedure for the Management Board. The Rules of Procedure for the Management Board shall be adopted by the Management Board and approved by the Supervisory Board.*
7. *Subject to the provisions of these Articles of Association and the Rules of Procedure for the Management Board, any matters which do not fall outside the ordinary course of the Company's business shall not require a resolution of the Management Board. However, if before settling any matter referred to above a Management Board member raises an objection, a resolution of the Management Board shall be required to approve the matter.*
8. *The Management Board members may participate in passing Management Board resolutions by casting their votes in writing through another member of the Management Board. Votes cannot be cast in writing with respect to any matters placed on the agenda during a Management Board meeting.*
9. *Management Board resolutions may also be passed in writing or with the use of means of remote communication.*
10. *The terms of remuneration for members of the Management Board are established by the Supervisory Board.*

## **B. SUPERVISORY BOARD**

### Article 12

1. *The Supervisory Board may be composed of five to thirteen members appointed by the General Meeting. The General Meeting appoints the Chairman of the Supervisory Board. From among the remaining Supervisory Board members, the Supervisory Board shall appoint the Deputy Chairman.*
2. *The number of Supervisory Board members shall be determined by the General Meeting. In the event of block voting, the Supervisory Board shall be composed of thirteen members.*
3. *The term of office the Supervisory Board is five years. All members of the Supervisory Board shall be appointed for a joint term of office.*
4. *Members of the Supervisory Board may be reappointed for subsequent terms.*

### Article 13

1. *Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes with a quorum of at least half of the members of the Supervisory Board. Resolutions of the Supervisory*

*Board shall only be valid if all members of the Supervisory Board have been invited to the meeting.*

2. *Meetings of the Supervisory Board are held at least once a quarter. Meetings shall be convened by means of a written notice specifying the venue, time, and proposed agenda for the meeting, which shall be delivered to all members of the Supervisory Board at least 7 (seven) days prior to the date of the meeting. Meetings of the Supervisory Board shall be convened by the Chairman of the Supervisory Board on the Chairman's own initiative or upon request of a member of the Supervisory Board.*
3. *Resolutions of the Supervisory Board may be adopted without convening a meeting of the Supervisory Board – by written ballot or with the use of means of remote communication, provided that all members of the Supervisory Board have been informed about the contents of the draft resolution and have consented to such manner of voting.*
4. *A resolution of the Supervisory Board to suspend a member of the Management Board from duties for a good reason and a resolution to delegate a member of the Supervisory Board to temporarily perform the duties of a member of the Management Board shall be adopted by a majority of 4/5 (four fifths) of the votes cast with a quorum at least 4/5 (four fifths) of the members of the Supervisory Board.*

#### Article 14

1. *The Supervisory Board exercises supervision over the Company's activities in the manner stipulated by the Commercial Companies Code, the Articles of Association, and the Rules of Procedure for the Supervisory Board, adopted by the General Meeting.*
2. *Matters reserved for the Supervisory Board include in particular:*
  - 1) *assessment of the Company's financial statements,*
  - 2) *assessment of the Directors' Report and the Management Board's proposals on the distribution of profit or coverage of loss, and submission of annual reports on the assessment results to the General Meeting,*
  - 3) *appointment of an auditor to audit the Company's financial statements on the basis of proposals received by the Management Board,*
  - 4) *appointment and dismissal of members of the Management Board,*
  - 5) *appointment from among members of the Management Board of the President of the Management Board, and optionally a Vice President of the Management Board,*
  - 6) *execution of contracts with members of the Management Board,*
  - 7) *determination of the terms of remuneration for members of the Management Board,*

- 8) *approval of disposal or acquisition of real property, perpetual usufruct right or interest in real property.*

#### Article 15

*Members of the Supervisory Board may receive remuneration for serving in that capacity. The remuneration for individual members of the Supervisory Board shall be established by the General Meeting.*

### **C. GENERAL MEETING**

#### Article 16

1. *The General Meeting is the supreme governing body of the Company.*
2. *The General Meeting shall act on the basis of the Commercial Companies Code and Rules of Procedure adopted by the General Meeting.*
3. *The scope of the General Meeting's powers shall cover matters specified in the Commercial Companies Code, excluding matters which these Articles of Association reserve for other bodies of the Company.*
4. *The following matters shall require a resolution of the General Meeting:*
  - 1) *increase or reduction of the Company's share capital; creation, increase and use of other funds, accounts and reserves,*
  - 2) *issue of convertible bonds or bonds with pre-emptive rights,*
  - 3) *amendments to these Articles of Association,*
  - 4) *retirement of shares,*
  - 5) *disposal of the Company's business or its organised part,*
  - 6) *liquidation, division, merger, dissolution, and transformation of the Company,*
  - 7) *distribution of profit, coverage of loss, and establishment of capital reserves,*
  - 8) *appointment and removal from office of members of the Supervisory Board,*
  - 9) *approval of the Rules of Procedure for the Supervisory Board,*
  - 10) *determination of the terms of remuneration for members of the Supervisory Board, including amounts of remuneration for Supervisory Board members delegated to individually perform certain supervisory functions on a permanent basis,*
  - 11) *granting an approval to dispose of or encumber the business or an organised part of the*



*business of Inter Cars Marketing Services Sp. z o.o., granting an approval to dispose of or encumber the industrial property rights or trade and industry marks of Inter Cars Marketing Services Sp. z o.o., granting an approval to any change in the share capital of Inter Cars Marketing Services Sp. z o.o., and granting an approval to dispose of or encumber shares in Inter Cars Marketing Services Sp. z o.o.*

5. *Acquisition or disposal of property, a perpetual usufruct right or interest in property does not require the General Meeting's approval.*

#### Article 17

*A General Meeting shall be convened by the Management Board or – in the circumstances and in the manner specified in the Commercial Companies Code – by other entities. A General Meeting may be held in the Company's registered office, or in Cząstków Mazowiecki (Czosnów Commune, Province of Warsaw), or in Kajetany (Nadarzyn Commune, Province of Warsaw).*

#### Article 18

*Unless the Commercial Companies Code or these Articles of Association stipulate stricter terms, resolutions of the General Meeting shall be passed by an absolute majority of the votes cast.*

#### Article 18a.

1. *The voting rights of shareholders holding over 20% of total voting rights at the Company shall be limited so that none of these shareholders can exercise at a General Meeting more than 20% (twenty per cent) of total voting rights existing at the Company as at the General Meeting date. The above limitation shall not apply for the purpose of determining the obligations of buyers of major holdings of shares, as provided for in the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (the “**Public Offering Act**”).*
2. *The voting cap specified in item 1 shall not apply to shareholders who as at the record date of the General Meeting that resolves to add this Art.18a to the Company's Articles of Association hold shares conferring more than 20% (twenty per cent) of total voting rights at the Company, as well as their legal successors (“Eligible Shareholders”).*
3. *For the purposes of the voting cap pursuant to Art.18a.1, the voting rights of shareholders linked by a parent-subsidary relationship shall be aggregated as specified below.*
4. *A shareholder within the meaning of item 1 is any person and its parent or subsidiary which is entitled, directly or indirectly, to vote at the General Meeting under any legal title; this shall also include persons who do not hold any Company shares, in particular usufructuaries, pledgees, or persons entitled under the Act on Trading in Financial Instruments, dated July 29th 2005, as well as persons entitled to participate in the General Meeting despite having disposed of their shareholdings after the record date.*

5. *For the purposes of this section, a parent or a subsidiary shall be any person who:*
- a. *meets the relevant criteria set forth in Article 4.1.4 of the Commercial Companies Code;*  
*or*
  - b. *is a parent, a subsidiary, or both a parent and a subsidiary, within the meaning of the Act on Competition and Consumer Protection of February 16th 2007; or*
  - c. *is a parent, a higher-tier parent, a subsidiary, a lower-tier subsidiary, a jointly-controlled entity or both a parent (including a higher-tier parent) and a subsidiary (including a lower-tier subsidiary and a jointly-controlled entity) within the meaning of the Accounting Act of September 29th 1994; or*
  - d. *exerts (in the case of a parent) or is subject to (in the case of a subsidiary) decisive influence within the meaning of the Act on the Transparency of Financial Relations between State Authorities and State-Controlled Enterprises, and on Financial Transparency of certain Enterprises, dated September 22nd 2006; or*
  - e. *whose voting rights conferred by Company shares, held directly or indirectly, are aggregated with the voting rights of other person or persons pursuant to the Act on Public Offering in connection with the holding, disposal or acquisition of major holdings of Company shares.*
6. *Shareholders whose voting rights are aggregated or reduced in accordance with the rules specified in Art. 18a.3–7 shall be jointly referred to as a “Shareholder Grouping”. The aggregation of voting rights shall consist in adding up all voting rights held by individual shareholders comprising a Shareholder Grouping. The reduction of voting rights shall consist in decreasing the total number of voting rights held at the General Meeting by shareholders comprising a Shareholder Grouping. The reduction of voting rights shall be made as follows:*
- a. *for each shareholder in the Shareholder Grouping the percentage of voting rights held by that shareholder in the aggregated number of voting rights of the entire Shareholder Grouping is calculated;*
  - b. *the number of voting rights equivalent to 20% (twenty per cent) of total voting rights existing at the Company as at the General Meeting date is calculated;*
  - c. *for each shareholder their percentage of total voting rights specified in Art. 18a.6a) is*

- multiplied by the number of voting rights specified in Art. 18a.6b);*
- d. the number of voting rights for each shareholder in the Shareholder Grouping after the said reduction is the result obtained pursuant to Art. 18a.6c) rounded up to one voting right;*
  - e. the voting cap shall also apply to shareholders absent from the General Meeting.*
- 7. In order to determine the basis for aggregation or reduction of voting rights, each of the Company's shareholders, the Management Board, the Supervisory Board, and individual members of these bodies, as well as the Chairperson of the General Meeting, may request that a Company shareholder disclose whether it is a parent or a subsidiary of any other Company shareholder within the meaning of Art. 18a.5.*
  - 8. When in doubt, the provisions on the voting cap shall be interpreted in accordance with Art. 65.2 of the Civil Code.*
  - 9. The voting cap referred to in this Article 18a shall expire if:*
    - a. one of the shareholders acquires (in its own name and for its own account) and registers for the General Meeting shares conferring over 66% (sixty-six per cent) of total voting rights at the Company out of which all the shares whose number results in exceeding 20% (twenty per cent) of total voting rights at the Company are acquired by that shareholder through a tender offer concerning all shares in the Company, announced in accordance with the Public Offering Act; or*
    - b. each Eligible Shareholder disposes of a number of Company shares sufficient to: (i) reduce the Eligible Shareholder's percentage of total voting rights at the Company by at least 4% (four per cent), or (ii) reduce the Eligible Shareholder's percentage of total voting rights at the Company to less than 20% (twenty per cent).*

## **V. MANAGEMENT OF THE COMPANY**

### Article 19

- 1. The Company shall create statutory reserve funds in accordance with the Commercial Companies Code, and other capitals (funds) required by law. Pursuant to a resolution of the General Meeting, the Company may also create other capital reserves (funds).*
- 2. The amount of contributions to these funds, as well as the manner of their use and release, shall*

*be determined by the General Meeting.*

#### Article 20

*The Company's financial year shall be the calendar year.*

#### Article 21

*The General Meeting may allocate the Company's net profit to:*

- 1) *statutory reserve funds,*
- 2) *dividends,*
- 3) *other capital reserves (funds) or special accounts established at the Company,*
- 4) *other purposes specified by a resolution of the General Meeting.*

#### Article 22

*The Company's Management Board shall sign an agreement with an auditor of financial statements designated by the Supervisory Board.*

#### Article 23

1. *The Company shall publish all its announcements required by law in the official gazette 'Monitor Sądowy i Gospodarczy'.*
2. *Any matters not provided for in these Articles of Association shall be governed by applicable provisions of the Commercial Companies Code."*

#### Section 4

*This resolution shall become effective 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:*

The proposal to amend the Company's Articles of Association by adding Art. 18a which introduces the voting cap for shareholders holding over 20% of total voting rights at the Company is primarily intended to improve the position of minority shareholders in the event of a possible change of control of the Company, relative to the position guaranteed by applicable Polish laws, by affording such shareholders the possibility of fully exiting the investment and an equal share in the premium that an entity intending to take control of the Company would pay for the controlling interest.

According to the proposed wording of Art. 18a of the Articles of Association, shareholders subject to the voting cap will not be able to exercise at a General Meeting more than 20% of total voting rights existing at the Company as at the General Meeting date, irrespective of the number of shares held by them. At the same time, expiry of such voting cap would be triggered by the announcement of the

tender offer for all Company shares, leading to a shareholder acquiring shares in excess of the threshold of 66% of total voting rights. Therefore, with the voting cap, none of the (existing or future) shareholders would be able to exceed the threshold of 20% of total voting rights at the Company without having to announce a tender offer for all Company shares. In the Management Board's opinion, the addition of Art. 18a with the proposed wording would considerably improve the position enjoyed by minority shareholders relative to their position under the current legal framework, namely the provisions of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (the "Public Offering Act"). According to Art. 72 et seq. of the Public Offering Act, a shareholder may in practice achieve 33% of total voting rights in a public company without having to announce a tender offer; a shareholder has the obligation to announce a tender offer for such number of shares that would enable a shareholder to achieve 66% of total voting rights. The obligation to announce a tender offer for all company shares arises only if a shareholder expects to exceed the threshold of 66% of total voting rights.

In the Management Board's opinion, the 66% threshold set in the Public Offering Act is not adequate for the Company's shareholder base, which is relatively fragmented: the largest shareholder controls just over 26% of total voting rights. As a consequence, in the Management Board's opinion, it is possible to assume actual control of the Company by acquiring an interest far smaller than one carrying 66% of total voting rights. The statutory obligation to announce a tender offer for 66% of total voting rights, associated with exceeding the 33% threshold, does not guarantee adequate protection of minority shareholders, because it enables actual control of the Company to be taken over without all shareholders being given the possibility of fully exiting the investment and an equal share in the premium for control of the Company.

A tender offer for all Company shares should be announced already when the threshold of 20% of total voting rights is to be exceeded; this is the level which, in the Management Board's opinion, enables a shareholder to gain significant influence over the Company. The regulation included in the proposed Art. 18a of the Articles of Association requires that an entity intending to take control of the Company offers all shareholders the possibility of fully exiting the investment at a price that includes the control premium and without the risk of proportional reduction of equity holding. At the same time, the proposed solution prevents the acquisition of control of the Company by way of a tender offer for only 66% of the shares and guarantees that the interests of all shareholders are respected.

It is also worth noting that in most European legislations the threshold of total voting rights the exceeding of which involves the obligation to announce a tender offer for all shares in a public company is far lower than that provided for in the Polish Public Offering Act, and is between 25% and 33%.

In accordance with the proposed wording of Art. 18a of the Articles of Association, the voting cap

would not apply to those shareholders who for the General Meeting which is to introduce the voting cap to the Articles of Association registered shares carrying more than 20% (twenty per cent) of total voting rights at the Company, and their legal successors. The intention of the above exemption is to protect the rights of those shareholders who currently hold shares enabling them to exercise more than 20% of total voting rights at the Company, including a subsidiary of Mr Krzysztof Oleksowicz, the Company's founder and Management Board member. The proposed voting cap would expire also if a shareholder exempt from the cap disposes of such number of Company shares which would result in a reduction of the shareholder's interest by at least 4% or below 20% of total voting rights at the Company. In this way, the voting cap additionally becomes a mechanism stabilising the shareholder base of the Company, whose value has always been built around the prominent role of its founder and strategic shareholder.

Moreover, it needs to be noted that voting caps have been introduced into the articles of association of a number of WSE-listed companies, including: Grupa Azoty S.A., PKO Bank Polski S.A., PZU S.A., Giełda Papierów Wartościowych w Warszawie S.A., or AAT Holding S.A.

In the opinion of the Management Board, the proposed amendments to the Company's Articles of Association are in the Company's interest. The Management Board intends to continue building the Company's shareholder value by supporting the independent automotive market and strengthening the Company's partnership-based relations with its customers: independent garages, suppliers and affiliates. In this context, further involvement of the Company's strategic shareholders, consistently creating its value since the business was established, is of particular importance.