

**Resolution No. 15/2018 of
April 26th 2018
of the Supervisory Board of
INTER CARS S.A. of Warsaw**

KRS No. 0000008734

concerning:

Supervisory Board's opinion on the draft resolution included in the agenda of the Annual General Meeting to amend the Company's Articles of Association and to adopt the consolidated text of the Articles of Association.

The Supervisory Board of INTER CARS S.A. (the "**Company**"), in conjunction with principle II.Z.II of the Code of Best Practice for WSE Listed Companies 2016, resolves as follows:

Whereas:

- (i) On April 25th 2018, the Company's Management Board convened the Annual General Meeting for 2017, to be held on June 21st 2018. The agenda of the Annual General Meeting includes, inter alia, consideration of and voting on a resolution to amend the Company's Articles of Association by amending Art. 5 of the Articles of Association (to expand the scope of principal business activities) and adding items 32) – 39);
- (ii) Pursuant to Art. 16.4.3 of the Articles of Association and Art. 430.1 of the Commercial Companies Code, amending the Articles of Association requires a resolution of the Company's Annual General Meeting;
- (iii) In connection with the amendment of Art. 5 of the Articles of Association and addition of items 32)–39), the proposed resolution also provides for adoption of a new consolidated text of the Articles of Association;
- (iv) In the opinion of the Company's Management Board, the proposed change is primarily intended to enable the Company to further develop its business where it involves support of sales of automotive spare parts, accessories and services. Further, facilitating customers' access to a broad range of financial and insurance services is in line with the Company's and the Group's strategy, and may contribute to an increase in the Company's sales; and
- (v) In accordance with principle II.Z. 11 of the Code of Best Practice for WSE Listed Companies 2016, the Supervisory Board reviews and issues opinions on matters to be decided by resolutions of the Annual General Meeting.

Section 1

In light of the above and having considered the draft resolution of the Annual General Meeting, the Supervisory Board recommends that the Annual General Meeting passes a resolution to amend the Company's Articles of Association and to adopt the consolidated text of the Articles of Association, in accordance with draft resolution No. 19 of the Annual General Meeting published in the Management Board's notice of April 25th 2018 to convene the Annual General Meeting for June 21st 2018.

Section 2

This Resolution shall become effective as of its date.

Supervisory Board of Inter Cars S.A.