

Rules of Procedure

Detailed rules of participation in the General Meeting by electronic means of communication

Section 1

1. These Rules of Procedure adopted by the Supervisory Board of Inter Cars S.A. of Warsaw (the “**Rules**”) define the organisation of and rules for participation in the Company’s General Meeting held in the manner referred to in Art. 406⁵.1 and Art. 406⁵.2 of the Commercial Companies Code, i.e. using means of remote communication, as required by Art. 406⁵.3 of the Commercial Companies Code.
2. Convening and holding a General Meeting in the manner referred to Art. 406⁵.1 and Art. 406⁵.2 of the Commercial Companies Code is carried out in accordance with applicable laws, the Articles of Association, the Rules of Procedure for the General Meeting and these Rules of Procedure.
3. In these Rules of Procedure:
 - a) **Shareholder** shall mean a shareholder of the Company;
 - b) **Commercial Companies Code** shall mean the Commercial Companies Code of September 15th 2000;
 - c) **Company** shall mean Inter Cars Spółka Akcyjna of Warsaw;
 - d) **Articles of Association** shall mean the Articles of Association of the Company;
 - e) **General Meeting** shall mean the Company’s General Meeting.

Section 2

1. Participation in a General Meeting is also possible with the use of electronic means of communication.
2. Decision on participation in the General Meeting in the manner referred to in Section 2.1 shall be made by the entity convening the General Meeting.
3. Participation in the General Meeting in the manner referred to in Section 2.1 above shall include in particular:
 - a) real-time broadcast of the General Meeting;
 - b) real-time bilateral communication between all participants of the General Meeting, with the participants taking the floor during the General Meeting from a location other than the General Meeting;
 - c) exercise of the right to vote prior to or during the General Meeting in person or by proxy.
4. Detailed technical and organisational requirements applicable to participation in a General Meeting by electronic means of communication, including a specification of electronic means of communication, shall be each time provided in the notice of the General Meeting.
5. Shareholders intending to participate in a General Meeting using electronic means of communication shall notify their intention by electronic means of communication within the time limit and to the email address specified in the notice of the General Meeting. To this end, the Shareholder shall send:
 - a) a statement, filled in and signed by the shareholder, of their intention to participate in the General Meeting using electronic means of communication, prepared in accordance with the form specified by the Company in the notice of the General Meeting;

- b) a scanned copy of an identity document enabling the shareholder to be identified, specifying the series and number of the identity card/passport, and the shareholder's personal identification number (PESEL). Where the shareholder is a legal person or an unincorporated organisational unit, a scanned copy of its entry in the relevant register or a scanned copy of another document confirming the authorisation of persons acting on its behalf should be sent.
6. If the shareholder intends to participate in the General Meeting by proxy using electronic means of communication, then, in addition to the documents referred to in Section 2.5 above, the shareholder shall notify the Company, by sending a notification to the email address specified in Section 2.5 above, of the granting of power of proxy in electronic form, and shall send:
 - a) the document of the power of proxy;
 - b) a scanned copy of an identity document enabling identification of the shareholder as the principal and of the appointed proxy where the proxy is a natural person (which shall also apply to the natural person acting on behalf of a proxy where the proxy is a legal person or organisational unit referred to in Art. 33¹ of the Polish Civil Code), specifying the series and number of the identity card/passport and the personal identification number (PESEL). Where the proxy is a legal person or organisational unit referred to in Art. 33¹ of the Polish Civil Code, the shareholder, as the principal, shall also send a scanned copy of the proxy's entry in the relevant register;
 - c) an email address and telephone number to be used by the Company to contact the shareholder or its proxy.
7. Documents sent electronically should be in Polish (documents in a language other than Polish should be translated into Polish by a sworn translator).
8. The above provisions of Sections 2.6 and 2.7 concerning identification of the principal shall apply accordingly to notices of revoking the powers of proxy.
9. The Company's Management Board may indicate additional electronic means of communication with the Company, including for the purposes of notifying the Company of the grant of powers of proxy in electronic form, by including the relevant information in the notice of a General Meeting.
10. A shareholder may also perform all activities related to notifying the Company of their intention to participate in the General Meeting by electronic means of communication, as well as collect the login and password personally at the Company's office, upon prior notification to the Company using the email address specified in the notice of the General Meeting. The rules set out above shall apply accordingly.
11. Based on the list of shareholders entitled to participate in the General Meeting, received from the Central Securities Depository of Poland, the Company shall verify the entitlement of a given shareholder who has notified the Company of their intention to participate in the General Meeting. In order to perform proper verification, the Company may contact the shareholder or the shareholder's proxy using the contact details specified in the statement.
12. After a positive verification of the shareholder's rights and granted powers of proxy, if any, the Company shall send to the shareholder or the shareholder's proxy, prior to the date of the General Meeting, a detailed instruction on how to register on the IT platform enabling participation in the General Meeting using electronic means of communication, together with login data (the "Instruction"), which shall be a confirmation of the right to participate in the General Meeting using electronic means of communication; the Instruction shall be sent from the address Biuro.Zarzadu@intercars.eu to the email address specified in the shareholder's statement.
13. In the event of any technical problems attributable to the Company and preventing Shareholders from participating in the General Meeting using electronic means of communication, the Chairperson of the General Meeting may adjourn the General Meeting until electronic communication is restored, provided that this does not cause any material disruption in the General Meeting.
14. Any risk associated with the use of electronic means of communication to participate in, speak or exercise voting rights at the General Meeting, shall lie exclusively with the shareholder and the Company shall have no liability in this respect.

Section 3

1. Any matters not provided for in these Rules shall be governed by the Commercial Companies Code, the Articles of Association and the Rules of Procedure for the General Meeting.
2. These Rules shall come into force on the date of their adoption by the Company's Supervisory Board.