

## POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

19

/

2022

Date:

May 31st 2022

Abbreviated issuer name:

INTERCARS

Subject:

Resolutions passed by the Annual General Meeting on May 31st 2022

Legal basis:

*Art. 56.1.2 of the Public Offering Act – Current and periodic information*

Text of the report:

The Management Board of Inter Cars S.A. of Warsaw hereby publishes the resolutions passed by the Annual General Meeting on May 31st 2022.

“Resolution 1 of the Annual General Meeting of Inter Cars Spółka Akcyjna dated May 31st 2022 to appoint the Chairperson of the General Meeting

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby resolves to appoint Marek Maciąg as the Chairperson of the General Meeting.”

The Resolution was passed by secret ballot, with 9,789,521 (nine million, seven hundred and eighty nine thousand, five hundred and twenty one) votes cast for the resolution. The number of shares participating in the vote was 9,789,521, which represented 69.10% (sixty nine whole percent and 10/100) of the Company’s share capital, comprising a total of 14,168,100 (fourteen million, one hundred and sixty eight thousand, one hundred) shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with no votes against the Resolution, no abstentions and no objections by dissenting shareholders.

“Resolution 2 of the Annual General Meeting of Inter Cars Spółka Akcyjna dated May 31st 2022 to approve the agenda for the General Meeting

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

The Resolution was passed by open ballot, with 9,789,521 votes cast for the resolution. The number of shares participating in the vote was 9,789,521, which represented 69.10% of the Company’s share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with no votes against the Resolution, no abstentions and no objections by dissenting shareholders.

“Resolution 3 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 to receive the Directors’ Report on the operations of the Inter Cars Group in 2021, prepared together with the Directors’ Report on the operations of the Company in 2021

#### Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company"), acting pursuant to Art. 395.2.1 of the Commercial Companies Code, and having previously read and considered the Directors' Report on the operations of the Inter Cars Group in 2021, prepared together with the Directors' Report on the operations of the Company in 2021, as well as the Supervisory Board's report on the assessment of the Directors' Report, resolves to receive the Directors' Report on the operations of the Inter Cars Group in 2021, prepared together with the Directors' Report on the operations of the Company in 2021.

#### Section 2

This Resolution shall come into force upon its adoption."

The Resolution was passed by open ballot, with 9,783,528 (nine million, seven hundred and eighty three thousand, five hundred and twenty eight) votes cast in favour of the Resolution. The number of shares participating in the vote was 9,789,521, which represented 69.10% of the Company's share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with no votes against the Resolution, 5,993 (five thousand, nine hundred and ninety three) abstentions, and no objections by dissenting shareholders.

"Resolution 4 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 to receive the Company's financial statements for 2021

#### Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company"), acting pursuant to Art. 395.2.1 of the Commercial Companies Code, and having previously read and considered the Company's financial statements for the financial year 2021 and the Supervisory Board's report on the assessment of the statements, resolves to receive the Company's audited financial statements for the financial year 2021, comprising:

- a) the Company's balance sheet as at December 31st 2021, showing total assets and total equity and liabilities of **PLN 4,912,877 thousand** (four billion, nine hundred and twelve million, eight hundred and seventy seven thousand zloty);
- b) the statement of profit or loss for the period January 1st–December 31st 2021, showing a net profit of **PLN 482,162 thousand** (four hundred and eighty-two million, one hundred and sixty two thousand zloty);
- c) the statement of changes in equity for the financial year January 1st–December 31st 2021, showing an increase in equity of **PLN 462,043 thousand** (four hundred and sixty-two million, forty three thousand zloty);
- d) statement of cash flows for the financial year January 1st–December 31st 2021, showing a net increase in cash of **PLN 6,415 thousand** (six million, four hundred and fifteen thousand zloty);
- e) supplementary information, comprising an introduction and notes to the financial statements.

#### Section 2

This Resolution shall come into force upon its adoption."

The Resolution was passed by open ballot, with 9,783,528 votes cast in favour of the Resolution. The number of shares participating in the vote was 9,789,521, which represented 69.10% of the

Company's share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with no votes against the Resolution, 5,993 abstentions, and no objections by dissenting shareholders.

“Resolution 5 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 to receive the consolidated financial statements of the Inter Cars Group

#### Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Art. 395.5 of the Commercial Companies Code, and having previously read and considered the financial statements of the Inter Cars Group for the financial year 2021, resolves to receive the audited consolidated financial statements of the Inter Cars Group for the financial year 2021, comprising:

- a) the consolidated balance sheet of the Inter Cars Group as at December 31st 2021, showing total assets and total equity and liabilities of PLN **6,282,666 thousand** (six billion, two hundred and eighty-two million, six hundred and sixty-six thousand złoty);
- b) the consolidated statement of profit or loss of the Inter Cars Group for the financial year January 1st–December 31st 2021, showing a net profit of PLN **699,580 thousand** (six hundred and ninety-nine million, five hundred and eighty thousand złoty);
- c) the statement of changes in consolidated equity of the Inter Cars Group for the financial year January 1st–December 31st 2021, showing an increase in equity of PLN **694,188 thousand** (six hundred and ninety four million, one hundred and eighty-eight thousand złoty);
- d) the consolidated statement of cash flows of the Inter Cars Group for the financial year January 1st–December 31st 2021, showing a net increase in cash of PLN **6,859 thousand** (six million, eight hundred and fifty-nine thousand złoty);
- e) supplementary information, comprising an introduction and notes to the consolidated financial statements.

#### Section 2

This Resolution shall come into force upon its adoption.”

The Resolution was passed by open ballot, with 9,783,528 votes cast in favour of the Resolution. The number of shares participating in the vote was 9,789,521, which represented 69.10% of the Company's share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with no votes against the Resolution, 5,993 abstentions, and no objections by dissenting shareholders.

“Resolution 6 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 on the appropriation of the Company's profit

#### Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Art. 395.2.2) of the Commercial Companies Code, taking into consideration the proposal put forward by the Management Board and approved of by the Supervisory, resolves to distribute the Company's net profit for 2021 as follows: out of its total amount of PLN **482,162,138.66** (four hundred and eighty-two million, one hundred and sixty two thousand, one hundred and thirty eight złoty, sixty six grosz), an amount of PLN 20,118,702.00 (twenty million, one hundred and eighteen thousand, seven hundred and two złoty), i.e., PLN 1.42 (one złoty and forty two grosz) per share, shall be paid to the

shareholders as dividend, while the balance of PLN 462,043,436.66 (four hundred and sixty two million, forty three thousand, four hundred and thirty-six zloty, sixty six grosz) shall be transferred to statutory reserve funds.

#### Section 2

The Annual General Meeting, acting pursuant to Art. 348.3 of the Commercial Companies Code, and taking into consideration the relevant proposal put forward by the Management Board, on which the Supervisory Board issued a positive opinion, resolves to set the dividend record date for June 30th 2022, and the dividend payment date for July 14th 2022.

#### Section 3

This Resolution shall come into force upon its adoption.”

The Resolution was passed by open ballot, with 9,789,521 votes cast in favour of the Resolution. The number of shares participating in the vote was 9,789,521, which represented 69.10% of the Company’s share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with no votes against the Resolution, no abstentions, and no objections by dissenting shareholders.

“Resolution 7 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 to grant discharge from liability to a Management Board member

#### Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge from liability to Mr Maciej Krzysztof Oleksowicz in respect of his duties as President of the Company’s Management Board in the period January 1st–December 31st 2021.

#### Section 2

This Resolution shall come into force upon its adoption.”

The Resolution was passed by secret ballot, with 9,783,528 votes cast in favour of the Resolution. The number of shares participating in the vote was 9,789,521, which represented 69.10% of the Company’s share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with no votes against the Resolution, 5,993 abstentions, and no objections by dissenting shareholders.

“Resolution 8 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 to grant discharge from liability to a Management Board member

#### Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge from liability to Mr Krzysztof Soszyński in respect of his duties as Vice President of the Company’s Management Board in the period January 1st–December 31st 2021.

#### Section 2

This Resolution shall come into force upon its adoption.”

The Resolution was passed by secret ballot, with 9,783,528 votes cast in favour of the Resolution. The number of shares participating in the vote was 9,789,521, which

represented 69.10% of the Company's share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with no votes against the Resolution, 5,993 abstentions, and no objections by dissenting shareholders.

"Resolution 9 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 to grant discharge from liability to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge from liability to Mr Wojciech Tadeusz Twaróg in respect of his duties as Member of the Company's Management Board in the period January 1st–December 31st 2021.

Section 2

This Resolution shall come into force upon its adoption."

The Resolution was passed by secret ballot, with 9,783,528 votes cast in favour of the Resolution. The number of shares participating in the vote was 9,789,521, which represented 69.10% of the Company's share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with no votes against the Resolution, 5,993 abstentions, and no objections by dissenting shareholders.

"Resolution 10 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 to grant discharge from liability to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge from liability to Mr Piotr Dariusz Zamora in respect of his duties as Member of the Company's Management Board in the period January 1st–December 31st 2021.

Section 2

This Resolution shall come into force upon its adoption."

The Resolution was passed by secret ballot, with 9,783,528 votes cast in favour of the Resolution. The number of shares participating in the vote was 9,789,521, which represented 69.10% of the Company's share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with no votes against the Resolution, 5,993 abstentions, and no objections by dissenting shareholders.

"Resolution 11 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 to grant discharge from liability to a Supervisory Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge from liability to Mr Andrzej Oliszewski in respect of his duties as Chair of the Company's Supervisory Board in the period January

1st–December 31st 2021.

#### Section 2

This Resolution shall come into force upon its adoption.”

The Resolution was passed by secret ballot, with 8,506,046 (eight million, five hundred and six thousand, forty six) votes cast in favour of the Resolution. The number of shares participating in the vote was 8,512,151 (eight million, five hundred and twelve thousand, one hundred and fifty one), which represented 60.08% (sixty whole percent and 08/100) of the Company’s share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 8,512,151, with 112 (one hundred and twelve) votes against the Resolution, 5,993 (five thousand, nine hundred and ninety three) abstentions, and no objections by dissenting shareholders. Shareholder Andrzej Aleksander Oliszewski did not take part in the vote in view of the provisions of Art. 413 of the Commercial Companies Code.

“Resolution 12 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 to grant discharge from liability to a Supervisory Board member

#### Section 1

Acting pursuant to Art. 395.2.3) of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge from liability to Mr Jacek Klimczak in respect of his duties as Member of the Company’s Supervisory Board in the period January 1st–December 31st 2021.

#### Section 2

This Resolution shall come into force upon its adoption.”

The Resolution was passed by secret ballot, with 9,783,416 (nine million, seven hundred and eighty three thousand, four hundred and sixteen) votes cast in favour of the Resolution. The number of shares participating in the vote was 9,789,521, which represented 69.10% of the Company’s share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with 112 votes against the Resolution, 5,993 abstentions, and no objections by dissenting shareholders.

“Resolution 13 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 to grant discharge from liability to a Supervisory Board member

#### Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge from liability to Mr Jacek Podgórski in respect of his duties as Member of the Company’s Supervisory Board in the period January 1st–December 31st 2021.

#### Section 2

This Resolution shall come into force upon its adoption.”

The Resolution was passed by secret ballot, with 9,783,416 (nine million, seven hundred and eighty three thousand, four hundred and sixteen) votes cast in favour of the Resolution. The number of

shares participating in the vote was 9,789,521, which represented 69.10% of the Company's share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with 112 votes against the Resolution, 5,993 abstentions, and no objections by dissenting shareholders.

“Resolution 14 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 to grant discharge from liability to a Supervisory Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge from liability to Mr Tomasz Rusak in respect of his duties as Member of the Company's Supervisory Board in the period January 1st–December 31st 2021.

Section 2

This Resolution shall come into force upon its adoption.”

The Resolution was passed by secret ballot, with 9,783,416 (nine million, seven hundred and eighty three thousand, four hundred and sixteen) votes cast in favour of the Resolution. The number of shares participating in the vote was 9,789,521, which represented 69.10% of the Company's share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with 112 votes against the Resolution, 5,993 abstentions, and no objections by dissenting shareholders.

“Resolution 15 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 to grant discharge from liability to a Supervisory Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge from liability to Mr Piotr Płoszajski in respect of his duties as Member of the Company's Supervisory Board in the period January 1st–December 31st 2021.

Section 2

This Resolution shall come into force upon its adoption.”

The Resolution was passed by secret ballot, with 9,783,416 (nine million, seven hundred and eighty three thousand, four hundred and sixteen) votes cast in favour of the Resolution. The number of shares participating in the vote was 9,789,521, which represented 69.10% of the Company's share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with 112 votes against the Resolution, 5,993 abstentions, and no objections by dissenting shareholders.

“Resolution 16 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 to grant discharge from liability to a Supervisory Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of

Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge from liability to Mr Radosław Kudła in respect of his duties as Member of the Company's Supervisory Board in the period January 1st–December 31st 2021.

#### Section 2

This Resolution shall come into force upon its adoption."

The Resolution was passed by secret ballot, with 9,783,416 (nine million, seven hundred and eighty three thousand, four hundred and sixteen) votes cast in favour of the Resolution. The number of shares participating in the vote was 9,789,521, which represented 69.10% of the Company's share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with 112 votes against the Resolution, 5,993 abstentions, and no objections by dissenting shareholders.

"Resolution 17 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 to give an opinion on the Report on the Remuneration of Members of the Management Board and Supervisory Board of Inter Cars S.A. of Warsaw.

#### Section 1

Acting pursuant to Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated July 29th 2005, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") gives a positive opinion on the Report on the Remuneration of Members of the Management Board and Supervisory Board of Inter Cars S.A. of Warsaw.

#### Section 2

This Resolution shall come into force upon its adoption."

The Resolution was passed by open ballot, with 9,221,298 (nine million, two hundred and twenty one thousand, two hundred and ninety eight) votes cast in favour of the Resolution, 26,223 (twenty six thousand, two hundred and twenty three) votes against the Resolution and 542,000 (five hundred and forty two thousand) abstentions. The number of shares participating in the vote was 9,789,521, which represented 69.10% of the Company's share capital, comprising a total of 9,789,521 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with no objections by dissenting shareholders.

"Resolution 18 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 concerning remuneration of members of the Supervisory Board

The Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company"), acting pursuant to Art. 392.1 of the Commercial Companies Code, Art. 16.4.10) of the Company's Articles of Association, and Section 5.2 of the Remuneration Policy for Members of the Company's Management and Supervisory Boards adopted by Resolution 20 of the Company's Annual General Meeting of June 8th 2020, hereby resolves as follows:



#### Section 1

The monthly gross remuneration payable to members of the Company's Supervisory Board shall be as follows: (i) PLN 10,000 (ten thousand złoty) for serving as Chair of the Company's Supervisory Board; and (ii) PLN 8,000 (eight thousand złoty) for serving as Member of the Company's Supervisory Board. The remuneration referred to in the preceding sentence shall be paid monthly in arrears by the 25th day of each month.

#### Section 2

This Resolution shall come in force as of June 1st 2022."

The Resolution was passed by open ballot, with 9,785,636 (nine million, seven hundred and eighty five thousand, six hundred and thirty six) votes cast in favour of the Resolution. The number of shares participating in the vote was 9,789,521, which represented 69.10% of the Company's share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with 3,885 (three thousand, eight hundred and eighty five) votes cast against the Resolution, no abstentions and no objections by dissenting shareholders.

"Resolution No. 19 of the Annual General Meeting of INTER CARS Spółka Akcyjna dated May 31st 2022 on remuneration for members of the Supervisory Board's Audit Committee and other committees of the Supervisory Board.

The Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company"), acting pursuant to Art. 392.1 of the Commercial Companies Code, Art. 16.4.10) of the Company's Articles of Association, and Section 5.2 of the Remuneration Policy for Members of the Company's Management and Supervisory Boards adopted by Resolution 20 of the Company's Annual General Meeting of June 8th 2020, hereby resolves as follows:

#### Section 1

The monthly gross remuneration payable to members of the Audit Committee of the Company's Supervisory Board shall be as follows: (i) PLN 10,000 (ten thousand złoty) for serving as Chair of the Supervisory Board's Audit Committee; and (ii) PLN 8,000 (eight thousand złoty) for serving as Member of the Supervisory Board's Audit Committee. The remuneration shall be paid every month in arrears, not later than on the 25th day of each month, in addition to the remuneration for serving as Chair or member of the Company's Supervisory Board, as of the date of appointment to the Audit Committee of the Company's Supervisory Board.

#### Section 2

If any other Supervisory Board committees are established, the chairperson and members of such committees shall receive remuneration for serving on such committees in the amounts and on the terms defined in Section 1 above.

#### Section 3

This Resolution shall come in force as of June 1st 2022."

The Resolution was passed by open ballot, with 9,121,363 (nine million, one hundred and twenty one thousand, three hundred and sixty three) votes cast in favour of the Resolution. The number of shares participating in the vote was 9,789,521, which represented 69.10% of

the Company's share capital, comprising a total of 14,168,100 shares. Valid votes were cast from all shares participating in the vote, i.e., the total number of valid votes cast was 9,789,521, with 3,885 votes against the Resolution, 664,273 (six hundred and sixty four thousand, two hundred and seventy three) abstentions, and no objections by dissenting shareholders.

INTER CARS S.A.	(full issuer name)
INTERCARS	Trade
(abbreviated issuer name)	(sector according to the WSE)
02-903	Warsaw, Poland
(postal code)	(city/town)
Powstańska	64
(street)	(number)
714-19-16	714-19-18
(phone)	(fax)
bzarzadu@intercars.com.pl	intercars.com.pl
(email)	(www)
118-14-52-946	014992887
(Tax Identification Number – NIP)	(Industry Identification Number – REGON)

#### SIGNATURES OF AUTHORISED REPRESENTATIVES

Date	Full name	Position	Signature
May 31st 2022	Krzysztof Soszyński	Vice President of the Management Board	
May 31st 2022	Piotr Zamora	Member of the Management Board	