

POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

18

/

2023

Date:

June 13th 2023

Abbreviated issuer name:

INTERCARS

Subject:

Resolutions passed by Annual General Meeting on June 13th 2023

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 June 13th 2023.

“Resolution No. 1
of the Annual General Meeting
of Inter Cars Spółka Akcyjna
dated June 13th 2023
to appoint the Chair of the General Meeting

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

The Resolution was passed by secret ballot. All votes cast in the exercise of the voting rights attached to the 10,561,222 shares participating in the vote (which represented 74.54% of the Company’s share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 10,561,222 with 10,561,222 votes in favour of the Resolution, no votes against, no abstentions and no objections by dissenting shareholders.

“Resolution No. 2
of the Annual General Meeting
of Inter Cars Spółka Akcyjna
dated June 13th 2023
to approve the agenda for the General Meeting

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

The Resolution was passed by open ballot, with 10,561,222 votes cast for the Resolution. The number of shares participating in the vote was 10,561,222, which represented 74.54% 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 10,561,222, 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 June 13th 2023

to receive the Directors’ Report on the operations of the Inter Cars Group in 2022, prepared together with the Directors’ Report on the operations of the Company in 2022

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 2022, prepared together with the Directors’ Report on the operations of the Company in 2022, as well as the Supervisory Board’s report on the assessment of the Directors’ Report, as included in the Report of the Supervisory Board of Inter Cars S.A. on its activities in 2022, resolves to receive the Directors’ Report on the operations of the Inter Cars Group in 2022, prepared together with the Directors’ Report on the operations of the Company in 2022.

Section 2

This Resolution shall come into force upon its adoption.”

The Resolution was passed by open ballot, with 10,560,688 votes cast in favour of the Resolution. The number of shares participating in the vote was 10,561,222, which represented 74.54% 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 10,561,222, with no votes against the Resolution, 534 abstentions, and no objections by dissenting shareholders.

“Resolution 4
of the Annual General Meeting
of INTER CARS Spółka Akcyjna
dated June 13th 2023

to receive the Company’s financial statements for 2022

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 2022 and the Supervisory Board’s report on the assessment of the statements, as included in the Report of the Supervisory Board of Inter Cars S.A. on its activities in 2022, resolves to receive the Company’s audited financial statements for the financial year 2022, comprising:

- a) The balance sheet as at December 31st 2022, showing total assets and total equity and liabilities of **PLN 6,237,170 thousand** (six billion, two hundred and thirty-seven million, one hundred and seventy thousand złoty);
- b) The statement of profit or loss for the period January 1st–December 31st 2022, showing a net profit of **PLN 542,599 thousand** (five hundred and forty-two million, five hundred

and ninety-nine thousand złoty);

- c) The statement of changes in equity for the financial year January 1st–December 31st 2022, showing an increase in equity of **PLN 522,480 thousand** (five hundred and twenty-two million, four hundred and eighty thousand złoty);
- d) The statement of cash flows for the financial year January 1st–December 31st 2022, showing a net increase in cash of **PLN 49,679 thousand** (forty-nine million, six hundred and seventy-nine thousand złoty);
- e) Supplementary information, comprising the 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 10,560,688 votes cast in favour of the Resolution. The number of shares participating in the vote was 10,561,222, which represented 74.54% 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 10,561,222, with no votes against the Resolution, 534 abstentions, and no objections by dissenting shareholders.

“Resolution 5

of the Annual General Meeting

of INTER CARS Spółka Akcyjna

dated June 13th 2023

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 2022 and the Supervisory Board’s report on the assessment of the statements, as included in the Report of the Supervisory Board of Inter Cars S.A. on its activities in 2022, resolves to receive the audited consolidated financial statements of the Inter Cars Group for the financial year 2022, comprising:

- a) The consolidated balance sheet of the Inter Cars Group as at December 31st 2022, showing total assets and total equity and liabilities of **PLN 8,005,541 thousand** (eight billion, five million, five hundred and forty-one thousand złoty);
- b) The consolidated statement of profit or loss of the Inter Cars Group for the financial year January 1st–December 31st 2022, showing a net profit of **PLN 745,698 thousand** (seven hundred and forty-five million, six hundred and ninety-eight thousand złoty);
- c) The statement of changes in consolidated equity of the Inter Cars Group for the financial year January 1st–December 31st 2022, showing an increase in equity of **PLN 726,041 thousand** (seven hundred and twenty-six million, forty-one thousand złoty);
- d) The consolidated statement of cash flows of the Inter Cars Group for the financial year January 1st–December 31st 2022, showing a net increase in cash of **PLN 116,526 thousand** (one hundred and sixteen million, five hundred and twenty-six thousand

złoty);

- e) Supplementary information, comprising the 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 10,560,688 votes cast in favour of the Resolution. The number of shares participating in the vote was 10,561,222, which represented 74.54% 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 10,561,222, with no votes against the Resolution, 534 abstentions, and no objections by dissenting shareholders.

“Resolution 6

of the Annual General Meeting
of INTER CARS Spółka Akcyjna
dated June 13th 2023

to receive the Report of the Supervisory Board of Inter Cars S.A. on its activities in 2022, including the assessments prepared in accordance with the ‘Code of Best Practice for WSE Listed Companies 2021’

Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Art. 382.3.3 and Art. 395.5 of the Commercial Companies Code and in conjunction with principle 2.11 of the ‘Code of Best Practice for WSE Listed Companies 2021’, having previously read and considered the Report of the Supervisory Board of Inter Cars S.A. on its activities in 2022, including the assessments prepared in accordance with the ‘Code of Best Practice for WSE Listed Companies 2021’, resolves to receive the Report of the Supervisory Board of Inter Cars S.A. on its activities in 2022, including the assessments prepared in accordance with the ‘Code of Best Practice for WSE Listed Companies 2021’.

Section 2

This Resolution shall come into force upon its adoption.”

The Resolution was passed by open ballot, with 10,560,688 votes cast in favour of the Resolution. The number of shares participating in the vote was 10,561,222, which represented 74.54% 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 10,561,222, with no votes against the Resolution, 534 abstentions, and no objections by dissenting shareholders.

“Resolution 7

of the Annual General Meeting
of INTER CARS Spółka Akcyjna
dated June 13th 2023

on distribution of the Company's net 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, and taking into consideration the relevant proposal put forward by the Management Board, on which the Supervisory Board issued a positive opinion, resolves to distribute the 2022 net profit as follows: out of the Company's total earnings for 2022, of PLN 542,598,278.02 (five hundred and forty-two million, five hundred and ninety-eight thousand, two hundred and seventy-eight zloty, 02/100) PLN 10,059,351.00 (ten million, fifty-nine thousand, three hundred and fifty-one zloty) shall be allocated to dividend payments of PLN 0.71 (seventy-one grosz) per share and the balance of PLN 532,538,927.02 (five hundred and thirty-two million, five hundred and thirty-eight thousand, nine hundred and twenty-seven zloty, 02/100) to statutory reserve funds.

Section 2

The Annual General Meeting, acting pursuant to Art. 348.4 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 19th 2023, and the dividend payment date for June 26th 2023.

Section 3

This Resolution shall come into force upon its adoption."

The Resolution was passed by open ballot, with 10,561,222 votes cast for the resolution. The number of shares participating in the vote was 10,561,222, which represented 74.54% 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 10,561,222, with no votes against the Resolution, no abstentions and no objections by dissenting shareholders.

"Resolution 8

of the Annual General Meeting

of INTER CARS Spółka Akcyjna

dated June 13th 2023

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 2022.

Section 2

This Resolution shall come into force upon its adoption."

The Resolution was passed by secret ballot, with 10,560,688 votes cast in favour of the Resolution. The number of shares participating in the vote was 10,561,222, which represented 74.54% 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 10,561,222, with no

votes against the Resolution, 534 abstentions, and no objections by dissenting shareholders.

“Resolution No. 9
of the Annual General Meeting
of INTER CARS Spółka Akcyjna
dated June 13th 2023
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 2022.

Section 2

This Resolution shall come into force upon its adoption.”

The Resolution was passed by secret ballot, with 11,102,926 votes cast in favour of the Resolution. The number of shares participating in the vote was 11,103,460, which represented 78.37% 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 11,103,460, with no votes against the Resolution, 534 abstentions, and no objections by dissenting shareholders.

“Resolution No. 10
of the Annual General Meeting
of INTER CARS Spółka Akcyjna
dated June 13th 2023
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 2022.

Section 2

This Resolution shall come into force upon its adoption.”

The Resolution was passed by secret ballot, with 11,102,926 votes cast in favour of the Resolution. The number of shares participating in the vote was 11,103,460, which represented 78.37% 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 11,103,460, with no votes against the Resolution, 534 abstentions, and no objections by dissenting shareholders.

“Resolution No. 11

of the Annual General Meeting
of INTER CARS Spółka Akcyjna
dated June 13th 2023
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 2022.

Section 2

This Resolution shall come into force upon its adoption."

The Resolution was passed by secret ballot, with 11,102,926 votes cast in favour of the Resolution. The number of shares participating in the vote was 11,103,460, which represented 78.37% 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 11,103,460, with no votes against the Resolution, 534 abstentions, and no objections by dissenting shareholders.

"Resolution 12

of the Annual General Meeting
of INTER CARS Spółka Akcyjna
dated June 13th 2023
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 2022.

Section 2

This Resolution shall come into force upon its adoption."

The Resolution was passed by secret ballot. All votes cast in the exercise of the voting rights attached to the 9,826,090 shares participating in the vote (which represented 69.35% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 9,826,090 with 9,825,444 votes in favour of the Resolution, 112 votes against, 534 abstentions and no objections by dissenting shareholders. Shareholder Andrzej Aleksander Oliszewski was excluded from the vote pursuant to Art. 413 of the Commercial Companies Code.

"Resolution No. 13

of the Annual General Meeting

of INTER CARS Spółka Akcyjna
dated June 13th 2023
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 2022.

Section 2

This Resolution shall come into force upon its adoption."

The Resolution was passed by secret ballot, with 11,102,814 votes cast in favour of the Resolution. The number of shares participating in the vote was 11,103,460, which represented 78.37% 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 11,103,460, with 112 votes against the Resolution, 534 abstentions, and no objections by dissenting shareholders.

"Resolution No. 14
of the Annual General Meeting
of INTER CARS Spółka Akcyjna
dated June 13th 2023
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 2022.

Section 2

This Resolution shall come into force upon its adoption."

The Resolution was passed by secret ballot, with 11,102,814 votes cast in favour of the Resolution. The number of shares participating in the vote was 11,103,460, which represented 78.37% 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 11,103,460, with 112 votes against the Resolution, 534 abstentions, and no objections by dissenting shareholders.

"Resolution No. 15
of the Annual General Meeting
of INTER CARS Spółka Akcyjna
dated June 13th 2023
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 2022.

Section 2

This Resolution shall come into force upon its adoption."

The Resolution was passed by secret ballot, with 11,102,814 votes cast in favour of the Resolution. The number of shares participating in the vote was 11,103,460, which represented 78.37% 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 11,103,460, with 112 votes against the Resolution, 534 abstentions, and no objections by dissenting shareholders.

"Resolution No. 16

of the Annual General Meeting
of INTER CARS Spółka Akcyjna
dated June 13th 2023

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 2022.

Section 2

This Resolution shall come into force upon its adoption."

The Resolution was passed by secret ballot, with 11,102,814 votes cast in favour of the Resolution. The number of shares participating in the vote was 11,103,460, which represented 78.37% 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 11,103,460, with 112 votes against the Resolution, 534 abstentions, and no objections by dissenting shareholders.

"Resolution No. 17

of the Annual General Meeting
of INTER CARS Spółka Akcyjna
dated June 13th 2023

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 2022.

Section 2

This Resolution shall come into force upon its adoption.”

The Resolution was passed by secret ballot, with 11,102,814 votes cast in favour of the Resolution. The number of shares participating in the vote was 11,103,460, which represented 78.37% 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 11,103,460, with 112 votes against the Resolution, 534 abstentions, and no objections by dissenting shareholders.

“Resolution 18

of the Annual General Meeting

of INTER CARS Spółka Akcyjna

dated June 13th 2023

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 10,896,770 votes cast in favour of the Resolution. The number of shares participating in the vote was 11,103,460, which represented 78.37% 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 11,103,460, with 206,690 votes against the Resolution, no 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)

Powsińska

64

(street)

(number)

| | |
|---|--|
| 714-19-16 (phone) | 714-19-18 (fax) |
| bzarzadu@intercars.com.pl (email) | intercars.com.pl (www) |
| 118-14-52-946 (Tax Identification Number – NIP) | 014992887 (Industry Identification Number – REGON) |

SIGNATURES OF AUTHORISED REPRESENTATIVES

| Date | Full name | Position | Signature |
|----------------|---------------------|---|-----------|
| June 13th 2023 | Krzysztof Soszyński | Vice President of the Management Board | |
| June 13th 2023 | Piotr Zamora | Member of the Management Board | |