

Draft resolutions at the Ordinary General Meeting on 11 May 2011

The Board of Directors of Inter Cars S.A. announces draft resolutions for the Ordinary General Meeting, which will be held on 11 May 2011, at 10.30 am, in Cząstków Mazowiecki, ul. Gdańska 15.

Apart from the appointment of the Chairman of the Meeting, preparing the list of attendance, verification whether the Meeting has been convened adequately and it has the capacity to pass resolutions, the Board of Directors suggests that the General Meeting pass the following resolutions:

Resolution no.

The Ordinary General Meeting of the company under the business name Inter Cars S.A., based in Warsaw, approves the Board of Directors' statement of the Company's operations in 2010 (*justification: article 393 KSH*)

Resolution no.

The Ordinary General Meeting of the company under the business name Inter Cars S.A., based in Warsaw, approves the Board of Directors' statement of operations of the Inter Cars S.A. Capital Group in 2010. (*justification: article 393 KSH*)

Resolution no.

The Ordinary General Meeting of the company under the business name "Inter Cars" S. A. based in Warsaw, approves the Company's financial statement for the financial year 2010, in particular:

1/ The Company's balance sheet drawn up as at 31 December 2010, which presents the total balance of assets, equity and liabilities of PLN ...(in words:... Polish zloty);

2/ The income statement for the period from 1 January 2010 to 31 December 2010, which presents net profit amounting to PLN ...(in words:...Polish zloty);

3/ The statement of changes in equity for the financial year from 1 January to 31 December 2010, , which presents increase in equity by PLN ...(in words: two hundred forty-four million four hundred and five thousand Polish zloty);

4/ The cash flow statement for the financial year from 1 January to 31 December 2010, which presents increase in net cash by PLN ...(in words: three hundred and ninety-three thousand Polish zloty);

5/ The additional information including the introduction and additional information and explanations. (*justification: article 393 KSH*)

Resolution no.

The Ordinary General Meeting of the company under the business name Inter Cars S.A., based in Warsaw, approves the consolidated statement of the Inter Cars S.A. Corporate Group for the financial year 2010, in particular:

1/ The consolidated balance sheet of the Inter Cars S.A. Corporate Group drawn up as at 31 December 2010, which presents the total balance of assets, equity and liabilities of PLN ...(in words: ...Polish zloty);

2/ The consolidated income statement of the Inter Cars S.A. Corporate Group for the financial year from 1 January to 31 December 2010, which presents net profit of PLN ...(in words: thousand Polish zloty);
.....

3/ The statement of changes in consolidated equity of the Inter Cars S.A. Corporate Group for the financial year from 1 January to 31 December 2010, which presents increase in equity by PLN ...(in words: thousand Polish zloty);

4/ The consolidated cash flow statement of the Inter Cars S.A. Corporate Group for the financial year from 1 January to 31 December 2010, which presents increase in net cash by PLN ...(in words: thousand Polish zloty);

5/ The additional information including the introduction to the consolidated financial statement and additional information and explanations. *(justification: article 393 KSH)*

Resolution no.

The Ordinary General Meeting of the company under the business name Inter Cars S.A., based in Warsaw, taking into account the assessment of the Board of Directors' request made by the Supervisory Board decides that PLN will be paid to shareholders per share from the net profit worked in 2010 amounting to PLN ..., on account of dividend, and the remaining part of the profit, amounting to PLN ..., will be allocated for supplementary capital.

..... The Ordinary General Meeting determines the record date at... 2011, and dividend payment date at... 2011.

(justification: article 393 KSH)

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., based in Warsaw, pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies grants the vote of approval to Mr. Robert Kierzek for performance of his obligations as member of the Company's Board of Directors and the Company's President of the Board of Directors in 2010. *(justification: article 393 KSH)*

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., based in Warsaw, pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies grants the vote of approval to Mr. Krzysztof Oleksowicz for performance of his obligations as member of the Company's Board of Directors and in 2010. *(justification: article 393 KSH)*

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., based in Warsaw, pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies grants the vote of approval to Mr. Krzysztof Soszyński for performance of his obligations as vice President of the Company's Board of Directors and in 2010. *(justification: article 393 KSH)*

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., based in Warsaw, pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies grants the vote of approval to Mr. Wojciech Milewski for performance of his obligations as member of the Company's Board of Directors and in 2010. *(justification: article 393 KSH)*

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., based in Warsaw, pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies grants the vote of approval to Mr. Piotr Kraska for performance of his obligations as member of the Company's Board of Directors and in 2010. *(justification: article 393 KSH)*

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., based in Warsaw, pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies grants the vote of approval to Mr. Wojciech Milewski for performance of his obligations as member of the Chairman of Supervisory Board and in 2010. *(justification: article 393 KSH)*

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., based in Warsaw, pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies grants the vote of approval to Mrs Jolanta Oleksowicz Bugajewska for performance of his obligations as member of the member of Supervisory Board and in 2010. *(justification: article 393 KSH)*

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., based in Warsaw, pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies grants the vote of approval to Mr. Jacek Klimczak Milewski for performance of his obligations as member of the Chairman of Supervisory Board and in 2010. *(justification: article 393 KSH)*

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., based in Warsaw, pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies grants the vote of approval to Mr. Jacek Klimczak Milewski for performance of his obligations as member of the Chairman of Michał Marczak Board and in 2010. *(justification: article 393 KSH)*

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., based in Warsaw, pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies grants the vote of approval to Mr. Maciej Oleksowicz for performance of his obligations as member of the Chairman of Michał Marczak Board and in 2010. *(justification: article 393 KSH)*

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., based in Warsaw, pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies grants the vote of approval to Mr. Piotr Płoszajski for performance of his obligations as member of the Chairman of Michał Marczak Board and in 2010. *(justification: article 393 KSH)*