

Warsaw, 15.04.2011.

NOTICE OF ORDINARY GENERAL MEETING OF INTER CARS S.A.

The Board of Directors OF Inter Cars S.A., based in Warsaw, entered into the National Court Register kept by the District Court for the Capital City of Warsaw, 13th Commercial Division of the National Court Register under KRS number 0000008734, hereby informs that it convenes Ordinary General Meeting, pursuant to Article 399 §1 and Article 402 of the Code of Commercial Companies and § 17.1 of the Company's Articles of Association, **on 11 May 2011, 10.30 am**. The General Meeting will be held in Cząstków Mazowiecki, ul. Gdańska 15

Agenda of the General Meeting:

1. Opening of the General Meeting.
2. Election of the Chairman of the General Meeting
3. Verification whether the General Meeting has been convened adequately and whether it has capacity to adopt resolutions.
4. Adoption of the agenda.
5. Examination and approval of the Board of Directors' statement of the Company's operations in 2010
6. Examination and approval of the Board of Directors' statement of operations of the Inter Cars S.A. Corporate Group in 2010
7. Examination and approval of the Company's financial statement for 2010
8. Examination and approval of the consolidated financial statement of the corporate group for 2010
9. Distribution of the Company's profit.
10. Granting of vote of approval to members of the Company's Board of Directors and Supervisory Board for performance of their obligations in 2010.
11. Closing of the sessions.

Information on the right to participate in the General Meeting

The Company's shareholders on the Day of Registration of the participation in the General Meeting, namely on 25 April 2011, are entitled to participate in the General Meeting of INTER CARS S.A.

People authorized under registered shares and pledgees and users who are entitled to vote will be entitled to participate in the Company's General Meeting if they are entered into the share register on the Day of Registration of the participation in the General Meeting, i.e. on 25 April 2011.

People authorized from dematerialized bearer shares in the Company report a request to issue a personal certificate proving the right to participate in the General Meeting to the entity keeping the securities deposit no earlier than after the publication of the notice of General Meeting (i.e. 15 April 2011), and no later than on the first business day after the registration of participation in the General Meeting (i.e. 26 April 2011), .

The list of persons authorized from bearer shares to participate in the General Meeting is determined by the Company on the basis of a list prepared by the entity keeping the securities deposit pursuant to regulation on trading in financial instruments. The entity keeping the securities deposit prepares the list on the basis of lists submitted no later than twelve days prior to the date of the General Meeting by authorized entities pursuant to regulations on trading in financial instruments. The basis for preparing the lists submitted to the entity keeping the securities deposit are issued certificates proving the right to participate in the Company's General Meeting.

The list of shareholders authorized to participate in the General Meeting will be available for inspection in the Company's Logistics Centre in Cząstków Mazowiecki, ul. Gdańska 15 05-152 Czosnów, three business days before the General Meeting. The Company's shareholder may request that the list of shareholders entitled to participate in the General Meeting be sent to him free-of-charge via e-mail. For this purpose, he should state his own e-mail address to which the list should be sent. The Company may request proof that the Shareholder submitting such a request is actually a Shareholder as at the day of submitting the request, if he is not on the list of shareholders entitled to participate in the General Meeting.

A shareholder or shareholders who represent at least one twentieth of the Company's initial capital may request that specific matters be placed in the agenda of the General Meeting. The Shareholder's or Shareholders' request should be submitted to the Company's Board of Directors in writing or via e-mail no later than twenty-one days before to the determined date of the General Meeting.

The request should contain the justification or draft resolution concerning the suggested item or matter in the agenda. A Shareholder or Shareholders requesting that specific matters be placed in the agenda need to attach a certificate / depository certificate / to this request issued by a competent entity, confirming the volume of shares in part of the Company's initial capital held by the Shareholder or Shareholders necessary to submit the abovementioned request (hard copy/scan). Additionally, in the case of institutional Shareholder or Shareholders or ones being legal persons or other, whose representation requires the submission of relevant documents according to their principles of representation, the originals or copies of these documents need to be attached to the abovementioned request. The obligation to attach documents referred to above refers both to the written and electronic form of the request, in the form relevant for each form/hard copy document or its copy or scan and conversion to PDF format/.

The request in writing along with all attachments should be submitted with the confirmation of submission in Cząstków Mazowiecki, ul. Gdańska 15, 05-152 Czosnów, or sent to the Company, with confirmation of sending and confirmation of receipt, to the address: Cząstków Mazowiecki, ul. Gdańska 15, 05-152 Czosnów, or sent to the Company, in the case of the electronic form, to the following address: **Biuro.Zarzadu@intercars.eu**

The date when the Company receives the abovementioned request will confirm meeting the relevant deadline for its submission. In the case of the electronic form, this will be the date when the abovementioned request was placed in the Company's e-mail system. The Company's Board of Directors will immediately, but no later than eighteen days before the determined date of the General Meeting, announce changes to the agenda, introduced pursuant to the abovementioned request, provided that the announcement of the new agenda will take place in a manner proper for convening the General Meeting.

A Shareholder or Shareholders who represent at least one twentieth of the Company's initial capital may submit draft resolutions concerning matters introduced into the agenda of the General Meeting or matters which are to be introduced into the agenda before the date of the General Meeting. The abovementioned draft resolutions need to be submitted to the Company in writing or via e-mail before the date of the General Meeting because they need to be published by the Company on its website. A Shareholder or Shareholders submitting their draft resolutions concerning matters introduced into the agenda of the General Meeting or matters which are to be introduced into the agenda before the General Meeting, need to attach a certificate / depository receipt / to this report, issued by a competent entity, confirming the volume of shares held by the Shareholder or Shareholders, necessary for the abovementioned notification in part of the Company's initial capital. Additionally, in the case of an institutional Shareholder or Shareholders or ones being legal persons or other, whose representation requires the submission of relevant documents according to their principles of representation, the originals or copies of these documents need to be attached to the abovementioned notification. The obligation to attach the documents referred to above refers both to the written and electronic form of the notification, in the form relevant for each form /paper document or its copy or scan and conversion to PDF format/.

The notification in writing along with all attachments should be submitted with the confirmation of submission in Częstków Mazowiecki, ul. Gdańska 15, 05-152 Czosnów, or sent to the Company, with confirmation of sending and confirmation of receipt to the address: Częstków Mazowiecki, ul. Gdańska 15, 05-152 Czosnów, or sent to the Company, in the case of the electronic form, to the following address: Biuro.Zarzadu@intercars.eu

The date when the Company receives the abovementioned request will confirm meeting of the relevant deadline for its submission. In the case of the electronic form, this will be the date when the abovementioned request is placed in the Company's e-mail system.

The Company publishes immediately the abovementioned draft resolutions on its website.

Each Shareholder may submit draft resolutions during the General Meeting concerning matters introduced to the agenda of the General Meeting.

A Shareholder may participate in the General Meeting and exercise his voting right in person or by a Representative. The Representative exercises all rights of the Shareholder at the General Meeting, unless the content of the authorization states otherwise. The representative may grant further power of attorney if it results from the content of the power of attorney. The representative may represent more than one Shareholder and vote differently from shares of each Shareholder. A shareholder of a public company holding shares entered into more than one securities deposit may appoint separate Representatives to exercise rights from shares entered into each deposit. A Shareholder not being a natural person may participate in the General Meeting and exercise the voting right by a person authorized to make declarations of will on behalf of him or by a Representative.

The power of attorney to participate in the General Meeting and exercise the voting right needs to be granted in writing.

A member of the Company's Board of Directors and the Company's employee may be representatives of shareholders at the General Meeting. If a member of the Board of Directors, member of the Supervisory Board, the liquidator, the Company's employee or member of the Company's authorities or an employee of the Company of a cooperative subsidiary of the Company is a Representative at the General Meeting, the power of attorney may entitle them to representation at only one General Meeting. The representative is under the obligation to disclose to the shareholder circumstances indicating any existence or the possibility of conflict of interest. Granting of further power of attorney is excluded.

In the case of an institutional Shareholder or one being a legal person or other, whose representation requires the submission of relevant documents according to principles, it is necessary to attach these documents in the form relevant for each form /paper document or its copy or scan and conversion to PDF format/ to the power of attorney or notice of granting power of attorney in the electronic form.

The Company, as part of the verification of the validity of granted powers of attorney and the identification of Shareholders may request the Shareholder to send the power of attorney via e-mail in the form of a scan in the PDF format or an image file with the photographed power of attorney. If there are any doubts or other situations requiring explanations, the Company may undertake other actions, provided that they are proportional to the purpose, aimed at identifying the Shareholder or Shareholders and verifying the presented powers of attorney, notifications and documents.

The Company attaches powers of attorney in the paper form /printed ones in the electronic form / to the minutes of the General Meeting.

Pursuant to Article 412 § 6 the principles determined above apply accordingly to cancelling the power of attorney.

The Company, upon the Shareholder's request, will share the template of the form to exercise the voting right by the Representative or granting a written instruction to the Representative by the Shareholder concerning the voting method which, at the shareholder's request, submitted to the following address: Cząstków Mazowiecki, ul. Gdańska 15, 05-152 Czosnów, will be sent to him free of charge by mail.

If the Representative votes using the form, he needs to submit it with the Chairman of the General Meeting no later than before the end of voting on the resolution which, according to the Shareholder's instruction, is to be voted with the Representative. The Chairman of the General Meeting informs the General Meeting about voting with the use of the form and such vote is taken into account when calculating the overall number of votes in voting on a given resolution.

The form used in voting is attached to the minute book. When counting votes at the General Meeting takes place by means of electronic devices for counting votes, the form making it possible to exercise the voting right by the Representative does not apply.

The Company's normative acts do not accept the possibility of participating in the General Meeting or voting with the use of electronic communication means and they do not accept the possibility of voting by correspondence at the General Meeting.

The day of registration of participation in the General Meeting is 25 April 2011 ("the Registration Day")

The documentation presented to the General Meeting is available at: www.intercars.com.pl in the tab Investor reports - WZA 2011

Draft resolutions are available at: www.intercars.com.pl in the tab Investor reports - WZA 2011

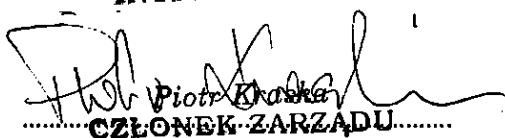
Comments of the Company's Board of Directors or the Supervisory Board concerning matters introduced to the agenda of the General Meeting or matters which are to be introduced into the agenda before the General Meeting are available at the Company's website immediately upon they have been drawn up.

Any information regarding the General Meeting is available at: www.intercars.com.pl in the tab Investor reports - WZA 2011

Shareholders may contact the Company in any cases related to the General Meeting, to the following e-mail address: Biuro.Zarzadu@intercars.eu (risk related to the Shareholder's use of electronic communication means rests with the Shareholder), or via phone +48 22 714 19 16

Original documents drawn up in any other language than Polish should be supplemented with their sworn translations into Polish.

INTER CARS S.A.


Piotr Krasa
CZŁONEK ZARZĄDU

INTER CARS S.A.
PREZES ZARZĄDU


Robert Kierzek

(podpisy osób reprezentujących spółkę)

INTER CARS S.A.
ul. Powińska 64
02-903 WARSZAWA
NIP 118-14-52-946
REGON 014992887