

Draft resolutions at the Ordinary General Meeting on 28.06.2012

Resolution no.

The Ordinary General Shareholders Meeting of Inter Cars S. A. with its registered seat in Warsaw decides to appoint to Chairman of the General Meeting.

(justification: Article 409 of the Commercial Companies Code)

Resolution no.

The Ordinary Meeting of Shareholders of Inter Cars S.A., having its registered seat in Warsaw, hereby approves the proposed agenda of the meeting.

(justification: functionality imperative)

Resolution no.

The Ordinary General Meeting of the company under the business name Inter Cars S.A., with its registered seat in Warsaw, approves the Board of Directors' statement of the Company's operations in 2011.

(justification: article 393 Commercial Companies Code)

Resolution no.

The Ordinary General Shareholders Meeting of the company under the business name Inter Cars S.A., with its registered seat in Warsaw, approves the Board of Directors' statement of operations of the Inter Cars S.A. Capital Group in 2011.

(justification: article 393 Commercial Companies Code)

Resolution no.

The Ordinary General Meeting of the company under the business name "Inter Cars" S.A. seated in Warsaw approves the financial statement of the Company for the financial year 2011, in particular:

- 1. The Balance Sheet prepared as at 31 December 2011, showing total assets and liabilities of PLN 1,498,178,000 (say: one billion four hundred ninety-eight million one hundred and seventy-eight thousand Polish zlotys);**
- 2. The Profit and Loss Account for the period from 01 January 2011 to 31 December 2011, showing a net profit of PLN 104,339,000 (say: one hundred and four million three hundred and thirty-nine thousand Polish zlotys);**
- 3. The Statement of Changes in the Share Capital for the financial year from 01 January 2011 to 31 December 2011, showing an increase in the share capital of PLN 105,439,000 (say: one hundred and five million four hundred and thirty-nine thousand Polish zlotys);**

4. **The Cash Flow Statement for the financial year from 01 January 2011 to 31 December 2011, showing a net increase in cash of PLN 4,202,000 (say: four million two hundred and two thousand Polish zlotys);**

5. The additional information including the introduction and additional information and explanations.

(justification: article 393 Commercial Companies Code)

Resolution no.

The Ordinary Meeting of Shareholders of Inter Cars S.A., having its registered seat in Warsaw, hereby approves the consolidated financial statements of the Capital Group Inter Cars S.A. for the financial year 2011, in particular:

1. The Consolidated Balance Sheet of the Capital Group Inter Cars S.A for the financial year 2011, showing total assets and liabilities of PLN 1,547,470 (say: one billion five hundred and forty-seven million four hundred and seventy thousand Polish zlotys);

2. **Consolidated Profit and Loss Account of Inter Cars Capital Group for the period from 01 January 2011 to 31 December 2011, showing a net profit of PLN 104,376,000 (say: one hundred and four million three hundred and seventy-six thousand Polish zlotys);**

3. **The Statement of Changes in the Share Capital of Inter Cars Capital Group for the financial year from 01 January 2011 to 31 December 2011, showing an increase in the share capital of PLN 106,416,000 (say: one hundred and six million four hundred and sixteen thousand Polish zlotys);**

4. **Consolidated Cash Flow Statement of Inter Cars Capital Group for the financial year from 01 January 2011 to 31 December 2011, showing a net increase in cash of PLN 25,908,000 (say: twenty-five million nine hundred and eight thousand Polish zlotys);**

5. The Additional Information, including introduction and additional information and explanations.

(justification: article 393 Commercial Companies Code)

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., with its registered seat 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 President of the Company's Board of Directors and in 2011.”

(justification: article 393 Commercial Companies Code)

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., with its registered seat 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 2011.”

(justification: article 393 Commercial Companies Code)

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., with its registered seat 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 Deputy President of the Company's Board of Directors and in 2011.”

(justification: article 393 Commercial Companies Code)

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., with its registered seat 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 2011.

(justification: article 393 Commercial Companies Code)

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., with its registered seat 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 2011.

(justification: article 393 Commercial Companies Code)

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., with its registered seat in Warsaw, pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies grants the vote of approval to Mr. Andrzej Oliszewski for performance of his obligations as President of the Company's Supervisory Board and in 2011.

(justification: article 393 Commercial Companies Code)

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., with its registered seat in Warsaw, pursuant to Article 395 § 2 item 3 of the Code of Commercial Companies grants the vote of approval to Mr. Jacek Klimczak for performance of his obligations as Member of the Company's Supervisory Board and in 2011.

(justification: article 393 Commercial Companies Code)

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., with its registered seat in Warsaw, pursuant to Article 395 § 2

item 3 of the Code of Commercial Companies grants the vote of approval to Mr. Michał Marczak for performance of his obligations as Member of the Company's Supervisory Board and in 2011.

(justification: article 393 Commercial Companies Code)

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., with its registered seat 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 Company's Supervisory Board and in 2011.

(justification: article 393 Commercial Companies Code)

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., with its registered seat 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 Company's Supervisory Board and in 2011.

(justification: article 393 Commercial Companies Code)

Resolution no.

The Ordinary General Meeting of Inter Cars S.A., with its registered seat in Warsaw, pursuant to Article 430 paragraph 1 of *the Code of Commercial Companies decides to amend the Articles of Association of the company in the way that in § 16 item 4 point number 11 is added with the following contents:*

“-granting permission to sell or encumber a company or an organized part of a company under the business name Inter Cars Marketing Services Ltd. and granting permission to sell or encumber industrial rights and trademarks under the business name Inter Cars Marketing Services Ltd. and expressing approval for any change in the Company's initial capital, under the business name Inter Cars Marketing Services Ltd. and expressing approval to sell or encumber shares under the business name of Inter Cars Marketing Services Ltd.”

(justification: Article 430 of the Code of Commercial Companies)

Resolution no.

The Ordinary Meeting of Shareholders of Inter Cars S.A., having its registered seat in Warsaw, having considered the opinion of the Supervisory Board on the Management Board's report, hereby decides that out of net profit of PLN 104,339,000 generated in 2011 the amount of PLN 4,250,430 shall be paid towards the dividend to shareholders, that is: PLN 0.30 per each share, whereas the rest of the profit in the amount of PLN 100,088,570 shall be paid towards the supplementary capital. The General Shareholders Meeting settles the day of payment of the dividend to be on 17 July 2012, whereas payments will be realized on 1 August 2012.

(justification: article 393 Commercial Companies Code)