

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

The Management Board of Inter Cars S.A., having its registered seat in Warsaw, entered into the National Court Register kept by the District Court for the capital city of Warsaw, XIII Commercial Department of the National Court Register, under the number KRS 000008734, pursuant to Art. 399 § 1 and Art. 402 of the Code of Commercial Companies, and § 17.1 of the Company's Bylaws, hereby convenes a General Shareholders Meeting on the day of 28 June 2012. The General Meeting will be held in Czajków Mazowiecki, ul. Gdańska 15 at 10:00 hours.

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 2011
6. Examination and approval of the Board of Directors' statement of operations of the Inter Cars S.A. Corporate Group in 2011
7. Examination and approval of the Company's financial statement for 2011
8. Examination and approval of the consolidated financial statement of the corporate group for 2011
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 2011.
11. Amendment of the Company's Articles of Association by adding to statute in paragraph 16 section 4 point 11 with the following contents:
“- expressing a consent for selling or charging a company or its organized part of the company called Inter Cars Marketing Services Sp. z o.o. and expressing a consent for selling or charging industrial rights, trade marks and industrial marks of the Company under the name Inter Cars Marketing Services Sp. z o.o. and expressing a consent to any modification of share capital of the company called Inter Cars Marketing Services Sp. z o.o. and expressing a consent to charging the shares of the company called Inter Cars Marketing Services Sp. z o.o.”.
12. Establishing consolidated text of the articles of association.
13. Closing of the sessions.

Information on the right to participate in the General Meeting

The General Meeting of Shareholders of INTER CARS S.A. may be attended by persons being the Company's shareholders on the day of registration of their attendance, i.e. on 12.06.2012.

The persons holding registered shares, as well as pledges and users entitled to vote, shall have the right to attend the general Meeting of the Company provided that their names are shown in the share register on the day of registration for attendance at the General Meeting, i.e. on 12.06.2012.

Holders of dematerialized bearer shares shall apply to the entity managing the securities account for a certificate entitling to attend the General Meeting. 01.06.2012), They shall do so no earlier than following the announcement of the meeting (i.e. 13.06.2012) and no later than on the first weekday following registration of attendance at the General Meeting.

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 entitled to participate in the General Meeting shall be made available at the Company's Logistics Centre in Cząstków Mazowiecki, ul. Gdańska 15, 05-152 Czosnów, three days prior to 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 he 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/.

A written demand including the required attachments shall be submitted in Cząstków Mazowiecki, ul. Gdańska 15, 05-152 Czosnów, or sent by registered mail to the following address: Cząstków Mazowiecki, ul. Gdańska 15, 05-152 Czosnów, or – if in electronic format – sent to the following e-mail 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 representing at least one fifth of the Company's share capital shall be entitled prior to the Meeting to come forth with their draft resolutions regarding the matters on the agenda or matters to be included in the agenda prior to 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/.

A written demand including the required attachments shall be submitted in Cząstków Mazowiecki, ul. Gdańska 15, 05-152 Czosnów, or sent by registered mail to the following address: Cząstków Mazowiecki, ul. Gdańska 15, 05152 Czosnów, or – if in electronic format – sent to the following e-mail 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. A power of attorney to attend the General Meeting and to vote shall be granted in writing or by e-mail.

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.

The Management Board hereby decides that granting and revoking a power of attorney shall be communicated to the Company by e-mail in such a way as to allow the Company to verify the validity of the powers of attorney granted.

In the case of granting a power of attorney by e-mail, a Shareholder shall inform the Company thereof by sending an e-mail to the following address: Biuro.Zarzadu@intercars.eu. A sample notification form and a power of attorney form can be downloaded from the Company's website: www.intercars.eu, "**Relacje Inwestorskie – WZA 2012**" tab. The form shall be filled in according to the instructions and sent to the Company's e-mail address provided above. 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.

A power of attorney to attend General Meeting and to vote shall be delivered by e-mail the latest 48 hours prior the General Meeting in order to make it possible for the Company to verify the validity of the powers of attorney granted.

Powers of attorney shall verified by:

- a) Checking if the power of attorney documents are complete, especially in the case of multiple powers of attorney,
- b) Checking the correctness of the information entered into the form and by comparing it against the information included in the list of persons entitled to attend the General Meeting,
- c) Checking the compliance of the rights of persons granting a power of attorney on behalf of corporations against the documents entered in the National Court Register,
- d) Confirming the personal data of a Shareholder or Shareholders by e-mail or by phone, in the case of a power of attorney sent and confirmed by e-mail.

In the course of verification of the validity of powers of attorney granted by e-mail and identification of a Shareholder, the Company may ask a Shareholder to send to it by e-mail a scan of a power of attorney (PDF or an image file). Shall there be any doubts arising, or any other situation which might need some time for explaining, the Company can take other actions in order to verify the Shareholder or Shareholders and verify the validity of 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 above-mentioned rules shall also apply to a revocation of a power of attorney.

Upon a Shareholder's request sent to the following address: Czastków Mazowiecki, ul. Gdańska 15, 05152 Czosnów, the Company shall send to him by post, free of charge, a sample form of a voting authorization or voting instruction for a Representative.

In the case of an open ballot, the above mentioned form, having been filled in by a Shareholder, may serve as a Representative's ballot, provided that the latter has been authorized to use such form for this purpose by a Shareholder.

In the case of a secret ballot, a filled-in form shall be treated only as a written voting instruction for a Representative and shall be kept thereby.

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 attendance at the General Meeting shall be 12.06.2012 (“Registration Day”)

The documentation presented to the General Meeting is available at: www.intercars.com.pl at Investor Relations subpage WZA 2012

Draft resolutions are available at: www.intercars.com.pl at Investor Relations subpage WZA 2012

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 at Investor Relations subpage WZA 2012

Board of Inter Cars S.A.