

Warsaw, 02.03.2012

ANNOUNCEMENT OF SUMMONING THE GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of Inter Cars Group S.A. based in Warsaw, entered in the National Court Register kept by the District Court for the Capital City of Warsaw, 13th Commercial Department of the National Court Register under KRS (National Court Register) number 0000008734, hereby notifies that it summons the Extraordinary General Meeting of Shareholders of the Company of Shareholders for 29 March 2012 on the basis of Article 399 §1 as well as Article 402 of the Code of Commercial Companies and § 17.1 of the Articles of Association. The Assembly will take place in Cząstków Mazowiecki ul. Gdanska 15, at 10.30 a.m.

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. Adoption of a resolution making it possible to separate marketing operations by means of permission to sell an organized part of Inter Cars S.A. dealing with those operations in the Inter Cars S.A. capital group to the subsidiary known as Inter Cars S.A.
6. Adoption of a resolution on the uniform text of the Articles of Association of Inter Cars S.A.
7. Closing of the sessions.

Draft resolutions:

No. 1

The Extraordinary General Assembly of Inter Cars Group S.A. based in Warsaw hereby decides to appoint the following person to the Chairman of the Assembly.....

(justification: Article 409 of the Commercial Companies Code)

No. 2

The Extraordinary General Meeting of Inter Cars S.A. based in Warsaw decides to adopt the presented agenda. (justification: functionality imperative)

No. 3

The Extraordinary General Assembly of Inter Cars Group S.A. based in Warsaw decides to express its permission to sell a set of tangible as well as intangible components in the form of an organized part of the company, including liabilities - organizationally as well as financially separated in the existing in Inter Cars S.A. -as Inter Cars S.A. Oddział w Warszawie. The described organized part of the company designed as well as able to implement business tasks in the sphere of marketing of the Inter Cars S.A. capital group may independently function in the event such a need arises in business trade. (Article 393, item 3 of Commercial Companies Code)

No. 4

The Extraordinary General Meeting of Inter Cars Group S.A. based in Warsaw decides to approve the consolidated text of the Articles of Association of Inter Cars S.A. drawn up by the Board of Directors with the content included in the appendix to this resolution. (Article 395, §5 of the Commercial Companies Code)

Information on the right to participate in the General Meeting

The right to participate in the General Meeting of Inter Cars S.A. is held by the persons who are shareholders of the Company on the day of Registration of the participation in the General Assembly, namely on 13 Mar 2012

The persons authorized under registered shares as well as pledgees and users who are entitled to vote will have the right to participate in the General Assembly of the Company, if they are entered into the shareholders' ledger on the day of Registration of the participation in the General Assembly i.e. on 13 Mar 2012.

The persons authorized from dematerialized bearer shares of the Company, not earlier than after publishing the announcement on summoning the General Assembly (i.e. 3 Mar 2012) and no later than on the first business day following the registration of the participation in the General Assembly (i.e. 14.03.2012), must provide the entity keeping a security account with a request to issue a personal certificate proving the right to participate in the General Assembly.

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 Center in Cząstków Mazowiecki, ul. Gdańska 15 05-152 Czostów, 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 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. Any request of a Shareholder or Shareholders should be submitted to the Board of Directors of the Company in writing or an

electronic form not later than twenty one days before the designated date of the assembly.

The request should contain the justification or draft resolution concerning the suggested item or matter in the agenda. A Shareholder or Shareholders requesting introduction of specified matters into the agenda must attach a certificate/deposit certificate/, issued by a competent entity confirming they are in possession of the part of the initial capital of the Company necessary for submission of the request (paper version/scan) to the request. 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 together with a set of appendices should be submitted with acknowledgment of submission within the appropriate time in Cząstków Mazowiecki, ul. Gdańska 15 05 -152, Czostów or sent to the Company with acknowledgment of shipment and receipt to the following address: Cząstków Mazowiecki, ul. Gdańska 15, 05-152 Czostów, or sent to the Company, in the case of the electronic form, to the following address: Biuro
.Zarządu@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.

Before the date of the General Assembly a Shareholder or Shareholders who represent at least one twentieth of the Company's initial capital can report their draft resolutions concerning matters introduced to the agenda of sessions of the General Assembly or matters that are to be introduced to the agenda before the date of the General Assembly. 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 together with a set of appendices should be submitted with acknowledgment of submission within the appropriate time in Cząstków Mazowiecki, ul. Gdanska 15 05 -152, Czostów or sent to the Company with acknowledgment of shipment and return notice of receipt to the following address: Cząstków Mazowiecki ul. Gdanska 15 05 -152, Czostów, or sent to the Company, in the case of the electronic form, to the following address: Biuro.Zarzadu@intercars.eu

The relevant date of submission of the above notification will be proved by the date of its submission to the Company and the in the case of using the electronic form - the date of placement of the abovementioned notification in the e-mail system of the Company. 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 Assembly and exercise the voting right must be granted in writing or in the electronic form.

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 Board of Directors sets the following procedure of notification of the Company on granting and revoking the power of attorney in an electronic form along with the method of verification of the validity of the granted powers of attorney.

In the event of granting a power of attorney in the electronic form the Shareholder must inform the Company about this fact by an e-mail sent to the

Company's address: Biuro.Zarzadu@intercars.eu On its website: www.intercars.eu in the Investor relations - GAS -2012 the Company makes the template of the notification and granting a power of attorney in the electronic form which, after being filled in according to the instructions included in it, should be sent by the Shareholder to the Company to the e-mail address listed above available for download. 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 notification of granting the power of attorney in the electronic form has to be submitted at the latest 48 hours before the date of the General Assembly in connection with the need to verify it.

The validity of granted powers of attorney shall be verified by means of:

- a) Checking the completeness of the documents on the granted power of attorney, in particular in the cases of multiple powers of attorney,
- b) Verification of the correctness of the data entered to the form and their comparison with the information placed in the list of people authorized to participate in the General Assembly,
- c) Determination of the compliance of the authorizations of the people granting the power of attorney on behalf of legal persons with the state provided for in KRS copies,
- d) Confirmation of the data and, at the same time, identification of the Shareholder or Shareholders by e-mail or by phone in the case of the electronic form of the power of attorney and such notice about it.

As part of verification of the validity of the granted power of attorney in the electronic form and identification of the Shareholder, the Company may request the Shareholder to send the power of attorney in an electronic form, in the form of a scan in the PDF format or an image file with a photo of the 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 encloses the powers of attorney in a paper form /including those printed in the electronic form/to the minutes from the General Assembly.

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

The Company makes available a draft form to exercise the voting right by the Representative or the Shareholder's provision of the Authorized Representative with written instructions concerning the voting method, which at the shareholder's request, reported to the following address: Cząstków Mazowiecki, ul. Gdanska 15, 05 -152, Czarnów will be sent to them free of charge by mail.

After being filled in by the Shareholder who grants power of attorney in the case of open voting at the General Assembly the form listed above may serve as a voting card for the Authorized Representative, if the Shareholder obliges the Authorized Representative to use such form. However, in the case of confidential voting a completed form should be treated by the Representative only as a written instruction on the method of voting and should be kept by them.

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. In the event when votes at the General Assembly are counted with electronic devices, the form allowing the Authorized Representative to exercise the voting right shall 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 13 March 2012 ("the Registration Day")

Any information regarding the General Assembly along with the documentation presented to the General Assembly as well as draft resolutions will be available on the Company's website: www.intercars.eu in the Investor relations - GAS -2012 tab.

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.

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.