

Warsaw, 25 January 2013.

Announcement on summoning the Extraordinary General Assembly of Shareholders

The Board of Directors of Inter Cars Group S.A., having its registered office in Warsaw, entered in the National Court Register kept by District Court for the capital city of Warsaw, 13th Commercial Department of the National Court Register under KRS (National Court Register) number 00000008734, hereby notifies that it summons the Extraordinary General Meeting of Shareholders of the Company of Shareholders for **26 February 2013** on the basis of Article 399 § 1 and Article 402 of the Code of Commercial Companies and § 17 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 on expressing consent to sell an organized part of the company covering the logistic activities, separated as part of the activities carried out by Inter Cars S.A. to the subsidiary known as ILS Sp. z o.o.
6. Adoption of a resolution on changing paragraph 5 of the Articles of Association.
7. Adoption of a resolution changing the content of item 2 of resolution no. 5 of the General Assembly of Shareholders of 28 Jun 2012 and resolution no. 7 of the General Assembly of Shareholders of Inter Cars S.A. of 28 Jun 2012
8. Adoption of a resolution on the announcement of the consolidated text of the Company's Articles of Association taking account of the alteration made in accordance with item 5 of this agenda.
9. Closing of the sessions.

Proposed content of paragraph 5 of the Company's Articles of Association:

The Company's line of business is:

1. Wholesale and retail trade and repair of motor vehicles and motorcycles **PKD 45**

2. Wholesale trade, except of motor vehicles and motorcycles **PKD 46**
3. Support activities to agriculture and post-harvest crop activities **PKD PKD 01.6.**
4. Manufacture of paper stationery **PKD 17.23.Z**
5. Printing and reproduction of recorded media **PKD 18**
6. Manufacture of basic metals **PKD 24**
7. Manufacture of machinery and equipment n.e.c. **PKD 28**
8. Manufacture of motor vehicles, trailers and semi-trailers **PKD 29**
9. Manufacture of other transport equipment **PKD 30**
10. Repair and installation of machinery and equipment **PKD 33**
11. Waste collection, treatment and disposal activities; materials recovery **PKD 38**
12. Retail trade, except of motor vehicles and motorcycles **PKD 47**
13. Land transport and transport via pipelines **PKD 49**
14. Warehousing and support activities for transportation **PKD 52**
15. Publishing activities **PKD 58**
16. Computer programming, consultancy and related activities **PKD 62**
17. Information service activities **PKD 63**
18. Real estate activities **PKD 68**
19. Activities of head offices; management consultancy activities **PKD 70**
20. Architectural and engineering activities; technical testing and analysis **PKD 71**
21. Scientific research and development **PKD 72**
22. Advertising and market research **PKD 73**
23. Other professional, scientific and technical activities **PKD 74**
24. Rental and leasing activities **PKD 77**
25. Employment activities **PKD 78**
26. Travel agency, tour operator and other reservation service and related activities **PKD 79**
27. Services to buildings and landscape activities **PKD 81**
28. Office administrative, office support and other business support activities **PKD 82**
29. Other education n.e.c. **PKD 85.59.B**
30. Educational support activities **PKD 85.60.Z**
31. Repair of computers and peripheral equipment **PKD 95.11.Z"**

Draft resolutions:

No. 1

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

(justification: article 409 ksh)

No. 2

The Extraordinary General Meeting of Inter Cars S.A. based in Warsaw decides to adopt the presented agenda.

(justification: the imperative of functionality)

No. 3

Extraordinary General Assembly of Inter Cars Plc., based in Warsaw, approves new business model presented by the Company's Board, in accordance to which the logistic part of its operations will be transferred to the designated entity of Inter Cars Group. The task of designated entity will be to perform, by itself or by means of subcontractors, integrated logistic function for Inter Cars Plc., other entities of Inter Cars Group, and of third parties. Therefore, acting on the basis of Article 393, item 3, in accordance with Article 415, paragraph 1 of the Code of Commercial Companies and paragraph 16.4.5 of the Articles of Association of the Company, Extraordinary General Assembly of Inter Cars Plc. expresses its permission to sell an organized part of the company Inter Cars Plc. in the form of tangible and intangible components, including obligations, being separated in the internal organisational structure of the Company, as well as financially separated Logistics Division, which is capable of performing the independent economic agenda in the sphere of any entrusted tasks in logistics.

The object of operations of an organized part of the company, functioning in the form of Logistics Division of Inter Cars Plc., is to manage and coordinate the processes related to flow of goods on the national and international markets, in particular, as well as freight forwarding and other logistic services.

Sale of Logistics Division shall take place by making Logistics Division an in-kind contribution to the Company's shares in the increased initial capital of the company operating under business name ILS Ltd (Limited Liability Company), based in Kajetany, entered in the register of entrepreneurs under KRS no. 0000438899, the only partner of which is Inter Cars Plc., based in Warsaw. ILS Ltd. shall continue previous logistic activities of Logistics Division of Inter Cars Plc. by providing itself or by means of subcontractors (in particular J&M Logistics Ltd.), logistic services, for which it will receive remuneration from Inter Cars Plc., other of Group entities, or third entities.

Execution of the resolution, and in particular fixing the date of the sale (contribution) of an organised part of the Company, as well as undertaking any actual and legal activities that may be necessary for the execution of this resolution, is hereby entrusted to the Board of Inter Cars Plc., with registered office in Warsaw.

(justification: Formally Article 393, item 3, the content of the resolution precisely exemplifies benefits for Inter Cars Plc., i.e. the increase in potential demand for logistic activities and their transparency while ensuring full corporate control over this sphere of operations)

No. 4

The Extraordinary General Assembly of Inter Cars Plc., based in Warsaw, sets the new content of the following paragraph 5 of the Articles of Association of Inter Cars Plc. company:

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Paragraph.5

The Company's line of business is:

1. Wholesale and retail trade and repair of motor vehicles and motorcycles **PKD 45**
2. Wholesale trade, except of motor vehicles and motorcycles **PKD 46**
3. Support activities to agriculture and post-harvest crop activities **PKD PKD 01.6.**
4. Manufacture of paper stationery **PKD 17.23.Z**
5. Printing and reproduction of recorded media **PKD 18**
6. Manufacture of basic metals **PKD 24**
7. Manufacture of machinery and equipment n.e.c. **PKD 28**
8. Manufacture of motor vehicles, trailers and semi-trailers **PKD 29**
9. Manufacture of other transport equipment **PKD 30**
10. Repair and installation of machinery and equipment **PKD 33**
11. Waste collection, treatment and disposal activities; materials recovery **PKD 38**
12. Retail trade, except of motor vehicles and motorcycles **PKD 47**
13. Land transport and transport via pipelines **PKD 49**
14. Warehousing and support activities for transportation **PKD 52**
15. Publishing activities **PKD 58**
16. Computer programming, consultancy and related activities **PKD 62**
17. Information service activities **PKD 63**
18. Real estate activities **PKD 68**
19. Activities of head offices; management consultancy activities **PKD 70**
20. Architectural and engineering activities; technical testing and analysis **PKD 71**
21. Scientific research and development **PKD 72**
22. Advertising and market research **PKD 73**
23. Other professional, scientific and technical activities **PKD 74**
24. Rental and leasing activities **PKD 77**
25. Employment activities **PKD 78**
26. Travel agency, tour operator and other reservation service and related activities **PKD 79**
27. Services to buildings and landscape activities **PKD 81**
28. Office administrative, office support and other business support activities **PKD 82**
29. Other education n.e.c. **PKD 85.59.B**
30. Educational support activities **PKD 85.60.Z**
31. Repair of computers and peripheral equipment **PKD 95.11.Z"**

(justification: the need to standardise the PCA (Polish Classification of Activities) classification in the Articles of Association, without the changes in the object of the company)

No. 5

The Extraordinary General Assembly of Inter Cars Plc., based in Warsaw, makes the following changes:

- The content of item 2, resolution no. 5, the General Assembly of Shareholders of Inter Cars Plc., on 28.06.2012, by changing the amount of 104 339 000.00 PLN to the amount of 104 338 468.99 PLN and
- the content of the resolution no. 7 the General Meeting of Shareholders of Inter Cars Plc., on 28.06.2012. by changing in the fourth row the amount of 104 339 000.00 PLN to the amount of 104 338 468.99 PLN, and by changing in the eighth row the amount of 100 088 570.00 PLN to the amount of 100 088 038.89 PLN

(justification: In connection with the fact the results of the company are presented in full thousands of zlotys in the changed resolutions and the need to particularize the amounts of earned profit, such particularization will be made. Adjustment amount of gross profit earned is 531.01 PLN, and change does not apply to amount of dividend)

No. 6

The Extraordinary General Assembly of Inter Cars Group S.A. based in Warsaw hereby sets the consolidated text of the Company's Articles of Association in the wording attached as Appendix 1 to this resolution.

(justification: the result of changes in the Articles of Association made by the resolution no. 4)

Information about the right to participate in the General Assembly:

The right to participate in the General Assembly 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 i.e. on 10 Feb 2013

The persons authorized under registered shares as well as pledgees and users which 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, namely on 10 Feb 2013

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 Assembly will be available for inspection in the Logistic Centre of the Company in Cząstków Mazowiecki, ul. Gdanska 15, 05-152 Czarnów, three days before the General Assembly is held. 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 introducing specified matters into the agenda of the General Assembly. 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 a substantiation or a draft of the resolution concerning the proposed item or matter of 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 the documents referred to above pertains both to the written and the electronic form of the request in the figure relevant for each form /paper document or copy or a copy thereof or scan and conversion to the PDF format/.

The request for a written form 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 Czarnów or sent to the Company with acknowledgment of shipment and receipt to the following address: Cząstków Mazowiecki, ul. Gdanska 15, 05-500 Czarnów or sent to the Company, in case of the electronic form, to the following address: Relacje.Inwestorskie@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. Immediately, but not later than eighteen days prior to the set date of the General Assembly the Company's Board of Directors will announce any changes in the agenda introduced to the abovementioned request, given that the announcement of the new agenda will take place in a manner proper for summoning the General Assembly.

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 above draft resolutions must be announced to the Company in writing or in the electronic before the date of the General Assembly, due to the fact the Company will have to announce them on its website.

A Shareholder or Shareholders submitting 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 must enclose the abovementioned notification with a certificate /deposit certificate/, issued by a competent entity confirming the Shareholder or Shareholders is in possession of the part of the initial capital of the Company necessary for being entitled to submit the abovementioned notification. Additionally, in the case of an institutional Shareholder or Shareholders or being a legal or other person whose representation requires submission of relevant documents in accordance with the principles of

representation, it is required to attach the originals or copies of those documents to the abovementioned notification. The obligation to attach the documents referred to above pertains both to the written and the electronic form of the notification in the figure relevant for each form (paper document or copy or scan and conversion to the 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 Czosnów 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 Czosnów or sent to the Company, in the case of the electronic form, to the following address: Relacje.Inwestorskie@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.

During the General Assembly each of the Shareholders may submit draft resolutions concerning the matters introduced to the agenda of the sessions of the General Assembly.

A Shareholder may participate in the General Meeting and exercise his voting right in person or by a Representative. The authorized representative exercises all rights of the Shareholder at the General Assembly, unless the content of the power of attorney says 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 of this fact by e-mail sent to the Company's address: Relacje.Inwestorskie@intercars.eu. On its website: www.intercars.eu in tab Investor relations –GAS -2013 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 a Shareholder being a legal or other person whose representation requires submission of relevant documents in accordance with the principles, it is required to provide the power of attorney or the notice of granting the power of attorney in the electronic form of those documents in the figure relevant for each form/paper document or copy or scan and their conversion to the PDF format /.

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 the granted powers of attorney shall be verified by:

- Checking the completeness of the documents on the granted power of attorney, in particular in the cases of multiple powers of attorney,
- 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,
- 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,
- 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 the verification of the validity of the granted powers 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. In the event of any doubts or other situations requiring an explanation the Company may undertake other activities aimed to identify the Shareholder or of Shareholders and verify the validity of the presented powers of attorney, notices and documents, however, in proportion to the purpose of such actions.

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, reported to the following address at the shareholder's request: Cząstków Mazowiecki, ul. Gdanska 15, 05-152 Czosnów, 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 a secret ballot 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 Assembly informs the General Assembly of casting a vote using the form - on this basis the vote is taken into account when counting all votes cast in open voting over 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 10 February 2013 ("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-2013 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.

In any cases related to the General Assembly the Shareholders can contact the Company by writing to the following e-mail address: Relacje.Inwestorskie@intercars.eu (the risk related to using the electronic way of communication by the Shareholder rests with the Shareholder), or by phone under number 22/714 19 16.

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

Board of Directors of Inter Cars S.A.