

## **Draft resolutions at the Ordinary General Meeting on 11.06.2013**

### Resolution no. 1

The Ordinary General Shareholders Meeting of Inter Cars S.A., with its registered seat in Warsaw, makes the following resolutions:

to appoint the Chairman of the General Meeting.....

*(justification: Article 409 of the Commercial Companies Code)*

### Resolution no. 2

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. 3

The Ordinary General Meeting of the company under the business name Inter Cars S.A., based in Warsaw, approves the Board of Directors' statement of the Company's operations in 2012

*(justification: article 393 Code of Commercial Companies)*

### Resolution no. 4

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 2012.

*(justification: Article 393 Code of Commercial Companies)*

### Resolution no. 5

The Ordinary Meeting of Shareholders of Inter Cars S.A., having its registered seat in Warsaw, hereby approves the Company's financial statements for the financial year 2012, in particular:

1/ the Balance Sheet prepared as at 31 December 2012, showing total assets and liabilities of PLN 1,484,993 (say: One million four hundred and eighty-four thousand nine hundred and ninety-three Polish zlotys);

2/ The Profit and Loss Account for the period from 01 January 2012 to 31 December 2012, showing a net profit of PLN 72,501,000 (say: Seventy-two million five hundred and one thousand Polish zlotys);

3/ The Statement of Changes in the Share Capital for the financial year from 01 January 2012 to 31 December 2012, showing an increase in the share capital of PLN 68,251,000 (say: sixty-eight thousand two hundred and fifty-one Polish zlotys);

4/ The Cash Flow Statement for the financial year from 01 January to 31 December 2012, showing a net decrease in cash of PLN 5,357,000 (say: Five million three hundred and fifty-seven Polish zlotys);

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

*(justification: Article 393 Code of Commercial Companies)*

### Resolution no. 6

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 2012, in particular:

1/ the Consolidated Balance Sheet of the Capital Group Inter Cars S.A for the financial year 2012, showing total assets and liabilities of PLN 1,548,391 thousand (say: One million five hundred forty-eight thousand three hundred and ninety one thousand Polish zlotys);

2/ Consolidated Profit and Loss Account of Inter Cars Capital Group for the period from 01 January 2012 to 31 December 2012, showing a net profit of PLN 100,175,000 (say: One hundred million one hundred seventy-five thousand Polish zlotys);

3/ The Statement of Changes in the consolidated Share Capital of Inter Cars Capital Group for the financial year from 01 January 2012 to 31 December 2012, showing an increase in the share capital of PLN 92,296,000 (say: Ninety-two million two hundred and ninety-six thousand Polish zlotys);

4/ Consolidated Cash Flow Statement of Inter Cars Capital Group for the financial year from 01 January 2012 to 31 December 2012, showing a net decrease in cash of PLN 23,748,000 (say: Twenty-three million seven hundred and forty-eight thousand Polish zlotys);

5/ The additional information including the introduction to the consolidated financial statement and additional information and explanations. (*justification: article 393 Code of Commercial Companies*)

Resolution no. 7

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 the entire net profit of PLN 72,501,000 generated in 2012 shall be paid towards the supplementary capital. (*justification: article 393 Code of Commercial Companies*)

Resolution no. 8

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 2012. (*justification: article 393 Code of Commercial Companies*)

Resolution no. 9

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 2012. (*justification: article 393 Code of Commercial Companies*)

Resolution no. 10

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 2012. (*justification: article 393 Code of Commercial Companies*)

Resolution no. 11

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 2012. (*justification: article 393 Code of Commercial Companies*)

Resolution no. 12

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. Witold Kmiecik for performance of his obligations as Member of the Company's Board of Directors and in 2012. (*justification: article 393 Code of Commercial Companies*)

Resolution no. 13

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 2012. (*justification: article 393 Code of Commercial Companies*)

Resolution no. 14

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 2012. (*justification: article 393 Code of Commercial Companies*)

Resolution no. 15

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 2012.  
*(justification: Article 393 Code of Commercial Companies)*

Resolution no. 16

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 2012. *(justification: Article 393 Code of Commercial Companies)*

Resolution no. 17

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 2012. *(justification: article 393 Code of Commercial Companies)*

Resolution no. 18

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 2012.  
*(justification: article 393 Code of Commercial Companies)*