

Resolutions passed by the Annual General Meeting on June 16th 2016

“Resolution No. 1
of the Annual General Meeting
of Inter Cars Spółka Akcyjna
held on June 16th 2016

to appoint the Chairperson of the General Meeting

The General Meeting of Inter Cars S.A. of Warsaw hereby resolves to appoint Marek Maciąg as the Chairperson of the General Meeting.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 9,161,513 shares participating in the vote (which represented 64.66% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 9,161,513, with 9,161,513 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

“Resolution No. 2
of the Annual General Meeting
of Inter Cars Spółka Akcyjna
held on June 16th 2016
to approve the agenda for the General Meeting

The General Meeting of Inter Cars S.A. of Warsaw hereby approves the proposed agenda.”

The resolution was adopted by open ballot. All votes cast in the exercise of the voting rights attached to the 9,161,513 shares participating in the vote (which represented 64.66% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 9,161,513, with 9,161,513 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

“Resolution No. 3
of the Annual General Meeting
INTER CARS Spółka Akcyjna
held on June 16th 2016
to approve the Directors' Report on the Company's operations
and the Company's financial statements
Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Art. 395.2.1 of the Commercial Companies Code, and having previously read and reviewed the Directors' Report on the Company's operations in the financial year 2015 and the Company's financial statements for the financial year 2015, as well as the Supervisory Board's report on assessment of the foregoing documents, resolves to approve:

- I. the Directors' Report on the Company's operations in the financial year 2015,
- II. the Company's audited financial statements for the financial year 2015, comprising:
 - a) Balance sheet as at December 31st 2015, showing total assets and total equity and liabilities of PLN 2,300,531 thousand (two billion, three hundred million, five hundred and thirty-one thousand zloty);

- b) Statement of profit or loss for the period January 1st–December 31st 2015, showing net profit of PLN 93,913 thousand (ninety-three million, nine hundred and thirteen thousand złoty);
- c) Statement of changes in equity for the financial year January 1st–December 31st 2015, showing an increase in equity of PLN 83,855 thousand (eighty-three million, eight hundred and fifty-five thousand złoty);
- d) Statement of cash flows for the financial year January 1st–December 31st 2015, showing a net increase in cash of PLN 4,103 thousand (four million, one hundred and three thousand złoty);
- e) Supplementary information, comprising the introduction and notes to the financial statements.

Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by open ballot. All votes cast in the exercise of the voting rights attached to the 9,161,322 shares participating in the vote (which represented 64.66% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 9,161,513, with 9,161,322 votes in favour of the resolution, no votes against, 191 abstaining votes, and no objections by dissenting shareholders.

“Resolution No. 4
of the Annual General Meeting
INTER CARS Spółka Akcyjna
held on June 16th 2016

to approve the Directors' Report on the operations of the Inter Cars Group
and the consolidated financial statements of the Inter Cars Group

Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Art. 395.5 of the Commercial Companies Code, and having previously read and reviewed the Directors' Report on the operations of the Inter Cars Group in the financial year 2015 and the Group's financial statements for the financial year 2015, resolves to approve:

- I. the Directors' Report on the operations of the Inter Cars Group in the financial year 2015,
- II. the audited consolidated financial statements of the Inter Cars Group for the financial year 2015, comprising:
 - a) Consolidated balance sheet of the Inter Cars Group as at December 31st 2015, showing total assets and total equity and liabilities of PLN 2,506,364 thousand (two billion, five hundred and sixty million, three hundred and sixty-four thousand złoty);
 - b) Consolidated statement of profit or loss of the Inter Cars Group for the financial year January 1st–December 31st 2015, showing a net profit of PLN 151,026 thousand (one hundred and fifty-one million, twenty-six thousand złoty);
 - c) Statement of changes in consolidated equity of the Inter Cars Group for the financial year January 1st–December 31st 2015, showing an increase in equity of PLN 136,830 thousand (one hundred and thirty-six million, eight hundred and thirty thousand złoty);
 - d) Consolidated statement of cash flows of the Inter Cars Group for the financial year January 1st–December 31st 2015, showing a net increase in cash of PLN 7,187 thousand (seven million, one hundred and eighty-seven thousand złoty);

- e) Supplementary information, comprising the introduction and notes to the consolidated financial statements.

Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by open ballot. All votes cast in the exercise of the voting rights attached to the 9,161,322 shares participating in the vote (which represented 64.66% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 9,161,513, with 9,161,322 votes in favour of the resolution, no votes against, 191 abstaining votes, and no objections by dissenting shareholders.

“Resolution No. 5
of the Annual General Meeting
INTER CARS Spółka Akcyjna
held on June 16th 2016
concerning distribution of the Company's profit

Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Art. 395.2.2 of the Commercial Companies Code, and taking into consideration the relevant proposal put forward by the Management Board, on which the Supervisory Board issued a positive opinion, resolves to distribute the Company’s profit for 2015 in the following manner: out of the total amount of PLN 93,913,648.40 (ninety-three million, nine hundred and thirteen thousand, six hundred and forty-eight złoty, 40/100), an amount of PLN 10,059,351.00 (ten million, fifty-nine thousand, three hundred and fifty-one złoty), i.e. PLN 0.71 (seventy-one grosz) per share, be paid to shareholders as dividend, while the balance of PLN 83,854,297.40 (eighty-three million, eight hundred and fifty-four thousand, two hundred and ninety-seven złoty, 40/100) be transferred to statutory reserve funds.

Section 2

The Annual General Meeting, acting pursuant to Art. 348.3 of the Commercial Companies Code, and taking into consideration the relevant proposal put forward by the Management Board, on which the Supervisory Board issued a positive opinion, resolves to set the dividend record date for July 14th 2016, and the dividend payment date for July 28th 2016.

Section 3

This Resolution shall come into force upon its adoption.”

The resolution was adopted by open ballot. All votes cast in the exercise of the voting rights attached to the 9,161,513 shares participating in the vote (which represented 64.66% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 9,161,513, with 9,161,513 votes in favour of the resolution, no votes against, no abstentions and no objections by dissenting shareholders.

“Resolution No. 6
of the Annual General Meeting
INTER CARS Spółka Akcyjna
held on June 16th 2016
to grant discharge in respect of performance of duties to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Robert Kierzek in respect of his performance of duties as President of the Company's Management Board in the period January 1st–December 31st 2015.

Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 9,161,322 shares participating in the vote (which represented 64.66% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 9,161,513, with 9,161,322 votes in favour of the resolution, no votes against, 191 abstaining votes, and no objections by dissenting shareholders.

“Resolution No. 7
of the Annual General Meeting
INTER CARS Spółka Akcyjna
held on June 16th 2016

to grant discharge in respect of performance of duties to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Krzysztof Soszyński in respect of his performance of duties as Vice President of the Company's Management Board in the period January 1st–December 31st 2015.

Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 9,161,322 shares participating in the vote (which represented 64.66% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 9,161,513, with 9,161,322 votes in favour of the resolution, no votes against, 191 abstaining votes, and no objections by dissenting shareholders.

“Resolution No. 8
of the Annual General Meeting
INTER CARS Spółka Akcyjna
held on June 16th 2016

to grant discharge in respect of performance of duties to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Krzysztof Teofil Oleksowicz in respect of his performance of duties as Member of the Company's Management Board in the period January 1st–December 31st 2015.

Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 4,709,051 shares participating in the vote (which represented 33.24% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 4,709,242, with 4,709,051 votes in favour of the resolution, no votes against, 191 abstaining votes, and no objections by dissenting shareholders. Andrzej Aleksander Oliszewski, a shareholder in the Company, did not participate in the voting pursuant to Art. 413 of the Commercial Companies Code.

“Resolution No. 9
of the Annual General Meeting
INTER CARS Spółka Akcyjna
held on June 16th 2016
to grant discharge in respect of performance of duties to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge to Mr Witold Franciszek Kmiecik in respect of his performance of duties as Member of the Company's Management Board in the period January 1st–December 31st 2015.

Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 9,161,322 shares participating in the vote (which represented 64.66% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 9,161,513, with 9,161,322 votes in favour of the resolution, no votes against, 191 abstaining votes, and no objections by dissenting shareholders.

“Resolution No. 10
of the Annual General Meeting
INTER CARS Spółka Akcyjna
held on June 16th 2016
to grant discharge in respect of performance of duties to a Management Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge to Mr Wojciech Tadeusz Twaróg in respect of his performance of duties as Member of the Company's Management Board in the period January 1st–December 31st 2015.

Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 9,161,322 shares participating in the vote (which represented 64.66% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 9,161,513, with 9,161,322 votes in favour of the resolution, no votes against, 191 abstaining votes, and no objections by dissenting shareholders.

“Resolution No. 11
of the Annual General Meeting

INTER CARS Spółka Akcyjna
held on June 16th 2016
to grant discharge in respect of performance of duties to a Supervisory Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Andrzej Oliszewski in respect of his performance of duties as Chairman of the Company's Supervisory Board in the period January 1st–December 31st 2015.

Section 2

This Resolution shall come into force upon its adoption."

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 7,858,952 shares participating in the vote (which represented 55.47% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 7,859,143, with 7,858,952 votes in favour of the resolution, no votes against, 191 abstaining votes, and no objections by dissenting shareholders. Andrzej Aleksander Oliszewski, a shareholder in the Company, did not participate in the voting pursuant to Art. 413 of the Commercial Companies Code.

"Resolution No. 12
of the Annual General Meeting
INTER CARS Spółka Akcyjna
held on June 16th 2016
to grant discharge in respect of performance of duties to a Supervisory Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Jacek Klimczak in respect of his performance of duties as Member of the Company's Supervisory Board in the period January 1st–December 31st 2015.

Section 2

This Resolution shall come into force upon its adoption."

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 9,161,322 shares participating in the vote (which represented 64.66% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 9,161,513, with 9,161,322 votes in favour of the resolution, no votes against, 191 abstaining votes, and no objections by dissenting shareholders.

"Resolution No. 13
of the Annual General Meeting
INTER CARS Spółka Akcyjna
held on June 16th 2016
to grant discharge in respect of performance of duties to a Supervisory Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the "Company") hereby grants discharge to Mr Michał Marczak in respect

of his performance of duties as Member of the Company's Supervisory Board in the period January 1st–December 31st 2015.

Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 9,161,322 shares participating in the vote (which represented 64.66% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 9,161,513, with 9,161,322 votes in favour of the resolution, no votes against, 191 abstaining votes, and no objections by dissenting shareholders.

“Resolution No. 14
of the Annual General Meeting
INTER CARS Spółka Akcyjna
held on June 16th 2016
to grant discharge in respect of performance of duties to a Supervisory Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge to Mr Tomasz Rusak in respect of his performance of duties as Member of the Company's Supervisory Board in the period September 15th–December 31st 2015.

Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 9,161,322 shares participating in the vote (which represented 64.66% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 9,161,513, with 9,161,322 votes in favour of the resolution, no votes against, 191 abstaining votes, and no objections by dissenting shareholders.

“Resolution No. 15
of the Annual General Meeting
INTER CARS Spółka Akcyjna
held on June 16th 2016
to grant discharge in respect of performance of duties to a Supervisory Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge to Mr Piotr Płoszajski in respect of his performance of duties as Member of the Company's Supervisory Board in the period January 1st–December 31st 2015.

Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 9,161,322 shares participating in the vote (which represented 64.66% of the Company's share

capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 9,161,513, with 9,161,322 votes in favour of the resolution, no votes against, 191 abstaining votes, and no objections by dissenting shareholders.

“Resolution No. 16
of the Annual General Meeting
INTER CARS Spółka Akcyjna
held on June 16th 2016
to grant discharge in respect of performance of duties to a Supervisory Board member

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby grants discharge to Mr Maciej Oleksowicz in respect of his performance of duties as Member of the Company’s Supervisory Board in the period January 1st–September 15th 2015.

Section 2

This Resolution shall come into force upon its adoption.”

The resolution was adopted by secret ballot. All votes cast in the exercise of the voting rights attached to the 9,161,322 shares participating in the vote (which represented 64.66% of the Company's share capital, comprising a total of 14,168,100 shares) were valid. Accordingly, the total number of valid votes cast was 9,161,513, with 9,161,322 votes in favour of the resolution, no votes against, 191 abstaining votes, and no objections by dissenting shareholders.