

## **NOTICE OF ANNUAL GENERAL MEETING OF INTER CARS S.A.**

Acting pursuant to Art. 395 and Art. 399.1 in conjunction with Art. 402<sup>1</sup> and Art 402<sup>2</sup> of the Commercial Companies Code (the “CCC”), the Management Board of INTER CARS Spółka Akcyjna of Warsaw (the “**Company**”) convenes the Annual General Meeting of the Company (the “**General Meeting**”), which will be held on June 8th 2020 at 10.00 am, in the conference room located on the 4th floor of the Company’s office in Warsaw, at ul. Giełdowa 7/9, 01-211 Warsaw.

Agenda of the Meeting:

1. Opening of the General Meeting
2. Appointment of the Chairperson
3. Confirmation that the General Meeting has been properly convened and has the capacity to pass resolutions
4. Adoption of the agenda
5. Acknowledgement of:
  - a. the Supervisory Board's report on assessment of the Company's financial statements for 2019, the Directors' Report on the Company's operations in 2019, and the Management Board's proposal regarding distribution of the Company's net profit for 2019;
  - b. the report of the Supervisory Board on its activities in 2019, along with assessments made in accordance with the Code of Best Practice for WSE Listed Companies 2016.
6. Considering and voting on resolutions to receive the Directors' Report on the operations of the Inter Cars Group in 2019, prepared together with the Directors' Report on the Company's operations in 2019.
7. Considering and voting on resolutions to receive the Company's financial statements for 2019.
8. Considering and voting on resolutions to receive the Inter Car Group's financial statements for 2019.
9. Voting on a resolution concerning distribution of the Company's profit.
10. Granting discharge to members of the Company's Management Board in respect of their performance of duties.
11. Granting discharge to members of the Company's Supervisory Board in respect of their performance of duties.
12. Voting on a resolution to approve and adopt the “Remuneration Policy for members of the Management Board and Supervisory Board of Inter Cars S.A. of Warsaw”.
13. Closing of the General Meeting.

## **Information for shareholders**

### Right to participate in the General Meeting

Pursuant to Art. 406<sup>1</sup> of the Commercial Companies Code, the right to participate in the General Meeting applies only to persons who are Company shareholders 16 days prior to the date of the General Meeting, i.e. on May 23rd 2020 (the "Record Date"), provided they request the entity keeping their securities account to issue a certificate to their name confirming the holder's right to participate in the General Meeting, in the period from the date of the notice convening the General Meeting to the first weekday following the Record Date, i.e. by May 25th 2020.

The list of shareholders entitled to participate in the General Meeting will be drawn up on the basis of a record provided by the entity operating the depository for securities, i.e. Krajowy Depozyt Papierów Wartościowych S.A. The entity operating the depository for securities draws up the record on the basis of records submitted by entities authorised pursuant to the laws and regulations applicable to trading in financial instruments, such records to be submitted no later than twelve days prior to the date of the General Meeting. The records are prepared on the basis of certificates confirming the right to participate in the General Meeting of the Company.

The list of shareholders entitled to participate in the General Meeting will be available for inspection at the Company's offices at ul. Gdańska 15 in Cząstków Mazowiecki, 05-152 Czosnów, Poland, from 9.00 am to 4.00 pm, during three weekdays prior to the General Meeting, i.e. on June 3rd–5th 2020. Shareholders of the Company may request that the list of shareholders be delivered to them free of charge via electronic mail; to receive the list, a shareholder must provide an email address to which the list will be sent. Shareholders may submit such a request by sending an email to [Biuro.Zarzadu@intercars.eu](mailto:Biuro.Zarzadu@intercars.eu). If a shareholder who makes such a request is not included in the list of shareholders entitled to participate in the General Meeting, the Company may require the shareholder to provide documents confirming their status as a shareholder in the Company as at the date of the request.

### Certain shareholder rights at the General Meeting

Shareholder or shareholders representing at least one-twentieth of the Company's share capital are entitled to:

- (i) request that certain matters be placed on the agenda of the General Meeting; such request should be submitted to the Company's Management Board at least twenty one days prior to the date of the General Meeting, i.e. by May 18th 2020; the request should contain grounds or a draft resolution concerning the proposed agenda item; shareholders may submit the request by email sent to [Biuro.Zarzadu@intercars.eu](mailto:Biuro.Zarzadu@intercars.eu).
- (ii) propose draft resolutions regarding any matters on the agenda of the General Meeting or any matters to be added to the agenda prior to the date of the General Meeting, in writing or via email sent to: [Biuro.Zarzadu@intercars.eu](mailto:Biuro.Zarzadu@intercars.eu).

During the General Meeting, every shareholder may submit draft resolutions concerning matters placed on the agenda.

When communicating with the Company, a shareholder exercising these rights should attach to their request a deposit certificate issued by an appropriate entity, confirming that the shareholder holds a relevant number of shares in the Company's capital entitling them to submit the request or draft resolution (paper copy/scan). Additionally, in the case of shareholders who are legal persons or other entities whose representation requires that relevant documents be presented, the originals or copies of such documents must be attached to the request. The requirement to present/enclose the documents specified above applies to shareholders who submit their requests in writing as well as to shareholders who submit their requests electronic form. Determination whether a request or proposed draft

resolution was sent by the required deadline will be made based on the date of its receipt by the Company, and where such requests are sent by email – based on the date of entry of the request in the Company's electronic mail system.

#### Attending the General Meeting and exercising voting rights

A shareholder who is a natural person may participate in the General Meeting and exercise voting rights in person or through a proxy. A shareholder who is not a natural person may participate in the General Meeting and exercise voting rights through a person authorised to make declarations of will on the shareholder's behalf or through a proxy. The power of proxy should be made in writing or in electronic form. A power of proxy in electronic form does not require a secure electronic signature verifiable by means of a valid qualified certificate. If a power of proxy is granted in electronic form, the shareholder must notify the Company of the same by sending an email to: [Biuro.Zarzadu@intercars.eu](mailto:Biuro.Zarzadu@intercars.eu).

To enable identification of shareholders granting powers of proxy in electronic form, the following documents should be attached to the notification:

- (i) for a shareholder who is a natural person – a copy of their identity card, passport or another official identity document; or
- (ii) for a shareholder who is not a natural person – a copy of the valid entry in the relevant register or another document confirming the authorisation of a natural person(s) to represent the shareholder at the General Meeting (e.g. a complete sequence of powers of proxy).

Should any doubts arise as to the validity of the documents specified above, the Management Board reserves the right to request that the following documents be presented by the proxy at the time of registering attendance:

- (i) for a shareholder who is a natural person – a copy of their identity card, passport or another official identity document, certified as true by a notary public or another authorised entity; or
- (ii) for a shareholder who is not a natural person – a copy of the valid entry in the relevant register or another document confirming the authority of a natural person(s) to represent the shareholder at the General Meeting (e.g. a complete sequence of powers of proxy), certified as true by a notary public or another authorised entity.

To enable identification of the proxy, the Management Board reserves the right to request that the following documents be presented by the proxy at the time of registering attendance:

- (i) for a proxy who is a natural person – their identity card, passport or another official identity document; or
- (ii) for a proxy who is not a natural person – a copy of the valid entry in the relevant register or another document confirming the authority of a natural person (natural persons) to represent the shareholder at the General Meeting (e.g. a complete sequence of powers of proxy), as well as the original or the copy of an identity card, passport, or another official identity document of a natural person (natural persons) authorised to represent the proxy at the General Meeting. The copies of the documents need to be certified as true by a notary public or any other authorised entity.

The proxy vote form and the form of written voting instruction for the proxy referred to in Art. 402<sup>3</sup>.1.5 of the Commercial Companies Code may be provided by the Company at a shareholder's request sent to ul. Gdańska 15, Częstków Mazowiecki, 05-152 Czosnów, Poland. The Company will send the forms by post, free of charge. It is not obligatory to use the proxy forms referred to above to grant powers of proxy.

Shareholders are also advised that if a shareholder grants a power of proxy along with a voting

instruction, the Company will not verify whether the proxy exercises the voting rights in line with the instructions received from the shareholder. Therefore, the voting instructions should be given only to the proxy.

The Company enables its shareholders to participate in the General Meeting by electronic means of communication. The terms and conditions of participation in the General Meeting by electronic means are set out in an appendix hereto.

Information on how to take the floor during the General Meeting and how to exercise voting rights by electronic means of communication is provided in an appendix hereto.

The Company does not provide for the possibility of exercising voting rights at the General Meeting by postal ballot.

The Company will use its best endeavours to ensure that the participation of shareholders and their proxies in the General Meeting by electronic means proceeds smoothly, but will not be held liable for any faults, failures or communication problems which may arise in the Internet connectivity or as a result of failure by a shareholder or the shareholder's proxy to meet the technical requirements necessary for such participation in the General Meeting.

#### Materials concerning the General Meeting

A person entitled to participate in the General Meeting may obtain the full text of the documentation to be submitted to the General Meeting, including draft resolutions or – if no resolutions are to be passed – comments of the Company's Management Board and Supervisory Board on matters placed or to be placed on the agenda, prior to the scheduled date of the General Meeting by accessing the Company's website at: <http://inwestor.intercars.com.pl/> under the About the Group/General Meeting of Shareholders tab and at the Company's office at ul. Gdańska 15 in Cząstków Mazowiecki (05-152 Czosnów), Poland, on business days between 9 am–4 pm until the date of the General Meeting.

#### Registration of General Meeting participants

Persons entitled to participate in the General Meeting are requested to register and collect their voting cards directly at the entry to the General Meeting's venue thirty minutes before the beginning of the General Meeting.

#### Other information

Information on the General Meeting will be published on the Company's website at: <http://inwestor.intercars.com.pl/> under the About the Group/General Meeting of Shareholders tab.

The Company reserves the right to consider correspondence concerning the General Meeting sent by shareholders by electronic means only if it has been sent to the address specified in this notice, i.e. Biuro. Zarzadu@intercars.eu.

Risks related to the use of electronic means of communication by a shareholder are borne by the shareholder.

The Company's Management Board announces that any matters not provided for in this notice are governed by applicable provisions of the Commercial Companies Code and the Company's Articles of Association, and requests the shareholders to read these regulations.

### **Draft Resolutions**

Item 2 of the agenda:

“Resolution 1  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
to appoint the Chairperson of the General Meeting

The General Meeting of Inter Cars S.A. of Warsaw hereby resolves to appoint [•] as the Chairperson of the General Meeting.”

Item 4 of the agenda:

“Resolution 2  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
to adopt the agenda of the General Meeting

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

Item 6 of the agenda:

“Resolution 3  
of the Annual General Meeting of INTER CARS Spółka  
Akcyjna  
dated June 8th 2020

to receive the Directors’ Report on the operations of the Inter Cars Group in 2019, prepared together with the Directors' Report on the Company's operations in 2019

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 considered the Directors' Report on the operations of the Inter Cars Group in 2019, prepared together with the Directors' Report on the Company's operations in 2019, as well as the Supervisory Board’s report on assessment of the Directors’ Report, resolves to receive the Directors’ Report on the operations of the Inter Cars Group in 2019, prepared together with the Directors’ Report on the Company’s operations in 2019.

Section 2

This Resolution shall come into force upon its adoption.”

Item 7 of the agenda:

“Resolution 4  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
to receive the Company’s financial statements for 2019

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 considered the Company's financial statements for the financial year 2019, and the Supervisory Board’s report on assessment of the statements, resolves to receive the Company’s audited financial statements for the financial year 2019, comprising:

- a) Balance sheet as at December 31st 2019, showing total assets and total equity and liabilities of **PLN 3,486,970 thousand** (three billion, four hundred and eighty-six million, nine hundred and seventy thousand zloty);

- b) Statement of profit or loss for the period January 1st–December 31st 2019, showing net profit of **PLN 154,975 thousand** (one hundred and fifty-four million, nine hundred and seventy-five thousand złoty);
- c) Statement of changes in equity for the financial year January 1st–December 31st 2019, showing an increase in equity of **PLN 144,916 thousand** (one hundred and forty-four million, nine hundred and sixteen thousand złoty);
- d) Statement of cash flows for the financial year January 1st–December 31st 2019, showing a net decrease in cash of **PLN 6,316 thousand** (six million, three hundred and sixteen 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."

Item 8 of the agenda:

“Resolution 5  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
to receive the 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 considered the financial statements of the Inter Cars Group for the financial year 2019, resolves to receive:

the audited consolidated financial statements of the Inter Cars Group for the financial year 2019, comprising:

- a) Consolidated balance sheet of the Inter Cars Group as at December 31st 2019, showing total assets and total equity and liabilities of **PLN 4,423,893 thousand** (four billion, four hundred and twenty-three million, eight hundred and ninety-three thousand złoty);
- b) Consolidated statement of profit or loss of the Inter Cars Group for the financial year January 1st–December 31st 2019, showing net profit of **PLN 227,096 thousand** (two hundred and twenty-seven million, ninety-six thousand złoty);
- c) Statement of changes in consolidated equity of the Inter Cars Group for the financial year January 1st–December 31st 2019, showing an increase in equity of **PLN 217,514 thousand** (two hundred and seventeen million, five hundred and fourteen thousand złoty);
- d) Consolidated statement of cash flows of the Inter Cars Group for the financial year January 1st–December 31st 2019, showing a net increase in cash of **PLN 28,672 thousand** (twenty-eight million, six hundred and seventy-two 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."

Item 9 of the agenda:

“Resolution 6  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
on 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 2019 in the following manner: the total amount of **PLN 154,974,364.54** (one hundred and fifty-four million, nine hundred and seventy-four thousand, three hundred and sixty-four złoty, 54/100) shall be transferred to statutory reserve funds.

Section 2

This Resolution shall come into force upon its adoption."

Item 10 of the agenda:

“Resolution 7  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
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 Maciej Krzysztof Oleksowicz in respect of his duties as President of the Company’s Management Board in the period January 1st–December 31st 2019.

Section 2

This Resolution shall come into force upon its adoption. "

“Resolution 8  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
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 2019.

Section 2

This Resolution shall come into force upon its adoption. "

“Resolution 9  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
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 2019.

Section 2

This Resolution shall come into force upon its adoption. "

“Resolution 10  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
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 2019.

Section 2

This Resolution shall come into force upon its adoption. "

“Resolution 11  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
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 Piotr Dariusz Zamora in respect of his performance of duties as Member of the Company’s Management Board in the period January 1st–December 31st 2019.

Section 2

This Resolution shall come into force upon its adoption. "



“Resolution 12  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
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 Tomáš Kaštil in respect of his performance of duties as Member of the Company’s Management Board in the period January 1st–December 31st 2019.

Section 2

This Resolution shall come into force upon its adoption. "

Item 12 of the agenda:

“Resolution 13  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
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 2019.

Section 2

This Resolution shall come into force upon its adoption. "

“Resolution 14  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
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 2019.

Section 2

This Resolution shall come into force upon its adoption. "

“Resolution 15  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
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–June 17th 2019.

Section 2

This Resolution shall come into force upon its adoption. "

“Resolution 16  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
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 January 1st–December 31st 2019.

Section 2

This Resolution shall come into force upon its adoption. "

“Resolution 17  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
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 2019.

Section 2

This Resolution shall come into force upon its adoption. "

“Resolution 18  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
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 Radosław Kudła in respect of his performance of duties as Member of the Company’s Supervisory Board in the period June 17th – December 31st 2019.

Section 2

This Resolution shall come into force upon its adoption. "

“Resolution 19  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
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 Podgórski in respect of his performance of duties as Member of the Company’s Supervisory Board in the period June 17th –December 31st 2019.

Section 2

This Resolution shall come into force upon its adoption. "

Item 12 of the agenda:

“Resolution 20  
of the Annual General Meeting of INTER CARS Spółka Akcyjna  
dated June 8th 2020  
to approve and adopt the “Remuneration Policy for members of the Management and Supervisory  
Boards of Inter Cars S.A. of Warsaw”

Section 1

Acting pursuant to Art. 90d.1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated July 29th 2005, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) approves and adopts the “Remuneration Policy for members of the Management and Supervisory Boards of Inter Cars S.A. of Warsaw”, as set out in Appendix 1 to this Resolution.

Section 2

This Resolution shall come into force upon its adoption. "

*Grounds for the draft resolution, in accordance with Rule I.Z. 1.17 of the Code of Best Practice for WSE Listed Companies 2016:*

Pursuant to the Act Amending the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, Public Companies and Certain Other Acts of October 16th 2019, companies with their respective registered offices in Poland and with at least one of their shares admitted to trading on a regulated market are required to adopt, by way of a General Meeting resolution, a remuneration policy for members of their respective Management and Supervisory Boards.

The “*Remuneration Policy for members of the Management and Supervisory Boards of Inter Cars S.A. of Warsaw*”, presented for approval and adoption by the General Meeting, was prepared by the Company's Management Board on the basis of the above regulations and submitted to the Company's Supervisory Board for opinion. The Management Board is of the opinion that the proposed draft “*Remuneration Policy for members of the Management and Supervisory Boards of Inter Cars S.A. of Warsaw*” meets the requirements provided for in the above regulations, and the solutions envisaged in the *Policy* will contribute to the implementation of the Company's business strategy, its long-term interests and stability.

*Appendix 1 to Resolution 20 of the Annual General Meeting of Inter Cars S.A. of June 8th 2020*

## **Remuneration Policy for members of the Management and Supervisory Boards of Inter Cars S.A. of Warsaw**

### **Section 1 General Provisions**

1. This Remuneration Policy for members of the Management and Supervisory Boards of Inter Cars S.A. of Warsaw determines and defines the terms of remuneration as well as the Company's remuneration system and practices for members of the Management and Supervisory Boards of Inter Cars S.A. of Warsaw in accordance with Section 4a of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated July 29th 2005.
2. Unless stated otherwise, in this Policy the following terms shall have the meanings set out below:

*Act* – the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated July 29th 2005;

*Company* – Inter Cars S.A. of Warsaw;

*Group* – the Inter Cars Group;

*Policy* – Remuneration Policy for members of the Management and Supervisory Boards of Inter Cars S.A. of Warsaw;

*Incentive Scheme* – an incentive scheme for members of the Company's Management Board, approved and adopted by the Supervisory Board;

*Bonus* – additional variable remuneration for members of the Company's Management Board granted under the Incentive Scheme;

*Supervisory Board* – the Supervisory Board of Inter Cars S.A. of Warsaw;

*Management Board* – the Management Board of Inter Cars S.A. of Warsaw.

## **Section 2 Description and objectives of this Policy**

1. This Policy has been prepared in accordance with generally applicable laws, the Inter Cars Group's standards of operation and values, as well as standards of ethical conduct and the adopted business strategy.
2. The key principles and objectives of this Policy are to:
  - a) ensure the efficiency and transparency of remuneration;
  - b) support the implementation of the business strategy, long-term interests and stability of the Company and the Inter Cars Group, including through the introduction of a performance-based incentive scheme for the Management Board members, specifying the minimum levels of the Inter Cars Group's financial performance below which the Bonus is not paid, which:
    - (i) promotes reasonable business decisions that take into account market environment and socio-economic conditions;
    - (ii) ties the interests of Management Board members to those of the shareholders and, consequently, contribute to stability and good condition of the Inter Cars Group;
  - c) prevent conflicts of interest, including through the introduction of transparent and comprehensive rules for determining the components of remuneration and their amounts, and the rules for granting the annual bonus, thus ensuring internal coherence and correctness with respect to conduct and performance;
  - d) appropriately motivate and build commitment to the Company.
3. The remuneration system set out in this Policy and the rules for granting bonuses to members of the Company's Management Board members and other employees, in particular those holding managerial positions at the Inter Cars Group, have common key features. These systems are based on fixed and variable remuneration components and refer to the Inter Cars Group's performance as a whole and to the implementation of its business strategy, which supports the Group's long-term growth.

## **Section 3 Remuneration for members of the Company's Management Board**

1. Remuneration of the Company's Management Board members may comprise the following components:
  - a) a fixed base pay under an employment contract;
  - b) a fixed base pay for serving on the Company's Management Board;
  - c) variable remuneration in the form of additional cash consideration granted under the Incentive Scheme;
  - d) severance and compensation payments;
  - e) additional non-cash benefits.
2. Under an employment contract with the Company or for serving on the Company's Management Board, Management Board members may receive a fixed monthly pay determined and approved by the Company's Supervisory Board separately for each Management Board member, with the proviso that if a Management Board member has been granted additional remuneration for serving on the governing bodies of the Company's subsidiaries (including under an employment contract or for serving on a governing body), the remuneration under the employment contract or for serving on the Company's Management

- Board, as appropriate, shall be appropriately reduced.
3. For serving on the Company's Management Board, Management Board members shall additionally receive variable cash consideration, granted in accordance with the Incentive Scheme adopted by the Company's Supervisory Board (the "Bonus"). For detailed criteria and description of the remuneration, see Section 4 of this Policy.
  4. In the cases provided for in non-compete agreements between the Company and members of its Management Board, Management Board members shall have the right to receive:
    - a) compensation for observing the twelve-month non-compete period beginning on the date as of which a given Management Board member ceased to serve on the Company's Management Board;
    - b) a severance payment paid out upon fulfilment of contractual conditions if a given Management Board member has been removed from office or has not been re-appointed for another term of office in connection with other events specified by the Supervisory Board.
  5. Management Board members shall have the right to non-financial benefits, such as a company car, company car allowances, and benefits from the Company Social Benefits Fund. Management Board members may also be granted other non-cash benefits in accordance with the rules in place at the Company. The detailed scope of and rules for granting non-cash benefits to Management Board members shall be defined in a resolution of the Company's Supervisory Board, a Management Board member's employment contract, or in the Company's internal rules of procedure.
  6. The Company shall not grant Management Board members remuneration in the form of financial instruments.
  7. The Management Board members may participate in the Employee Capital Plan on the terms applicable to all Company employees in accordance with generally applicable laws.
  8. No additional pension plans or early retirement plans are available to the Management Board members.

#### **Section 4 Variable remuneration of the Management Board members**

1. The Company awards variable remuneration in a transparent manner, applying clear and wide-ranging criteria.
2. The Incentive Scheme for members of the Company's Management Board is based on consolidated net profit of the Inter Cars Group reported in audited financial statements of the Inter Cars Group ("Net Profit").
3. The system is degressive, with the base of the Bonus determined as a percentage of Net Profit.
4. The Company's Supervisory Board may define additional financial or non-financial conditions for awarding the Bonus, its amount and payment terms.
5. A decision on the amount of the Bonus payable to a member of the Company's Management Board for a given financial year shall be made by the Company's Supervisory Board by way of a resolution, taking into account the ratios specified in item 1 above, calculated by reference to financial data provided by the Company and sourced from audited financial statements of the Inter Cars Group.
6. At the request of the President of the Management Board (or Vice President of the Management Board if the Bonus is for the President of the Management Board), the Supervisory Board may decide to reduce the amount of a cash bonus payable to a Management Board member for a given financial year relative to the Bonus amount calculated in line with the criteria set out above.
7. The Incentive Scheme does not provide for the Company to demand reimbursement of the Bonus.
8. The Bonus for a given financial year shall be paid to members of the Company's Management Board within 30 days of the date of approval by the Company's Annual General Meeting of

full-year consolidated financial statements of the Inter Cars Group for a given financial year, with the proviso that the Company's Supervisory Board may decide to pay a Management Board member an interim bonus equal to or lower than 50% of the expected Bonus for a given year (the basis for calculating the interim bonus will be net profit of the Inter Cars Group reported in unaudited selected financial information published by the Company after the end of a given financial year).

### **Section 5 Remuneration of the Company's Supervisory Board members**

1. Remuneration of the Company's Supervisory Board members may comprise the following components:
  - a) a fixed base pay for serving on the Company's Supervisory Board;
  - b) a fixed base pay for serving on the Audit Committee or another committee of the Company's Supervisory Board, provided that a member of the Company's Supervisory Board has been appointed to such committee;
  - c) a fixed base pay under the employment contract if a Supervisory Board member is bound by such employment contract with the Company.
2. Members of the Company's Supervisory Board are entitled to a fixed base pay for serving on the Supervisory Board, determined and approved by the Company's General Meeting.
3. If members of the Company's Supervisory Board serve on the Audit Committee or another committee of the Company's Supervisory Board (to the extent such committees have been appointed), such members shall receive a fixed base pay determined and approved by the Company's General Meeting.
4. The amount of pay referred to in Sections 5.2 and 5.3 above depends on the function performed by a given member on the Company's Supervisory Board, the Audit Committee or another committee of the Supervisory Board (to the extent such committees have been appointed).
5. Members of the Company's Supervisory Board shall receive a fixed monthly pay irrespective of how often Supervisory Board meetings are held.
6. If a member of the Company's Supervisory Board is bound by an employment contract with the Company, such member shall receive a fixed monthly pay determined separately for each Supervisory Board member.
7. The Company shall not grant Supervisory Board members remuneration in the form of financial instruments.
8. The Supervisory Board members may participate in the Employee Capital Plan on the terms applicable to all Company employees in accordance with generally applicable laws.
9. No additional pension plans or early retirement plans are available to the Supervisory Board members.

### **Section 6 Proportion of remuneration components**

1. The proportion between fixed and variable remuneration for members of the Company's Management Board shall depend on the Company's financial performance, which is the basis for granting the Bonus.
2. If an event on which the grant of the Bonus is contingent occurs, the variable remuneration component may not exceed 85% of the aggregate amount of all remuneration components received by a Management Board member in a given year.

### **Section 7 Legal relationship between the Company and Management Board members**

1. Members of the Company's Management Board shall be appointed by the Company's Supervisory Board for a joint four-year term of office. A Management Board member may resign or be removed from office in accordance with generally applicable laws in the manner stipulated in the Commercial Companies Code, the Company's Articles of Association, and

- the Management Board Rules of Procedure approved by the General Meeting.
2. The Company and members of its Management Board may enter into:
    - a) an employment contract, concluded for an indefinite term, with a notice period determined in accordance with generally applicable laws;
    - b) a non-compete or similar agreement, concluded for the duration of service on the Company's Management Board and effective after discontinuation of service with respect to specified duties under the agreement; such agreement may be terminated by mutual agreement of the parties; The Company may, at its discretion, waive the non-compete agreement with respect to a Management Board member.
  3. No piece-work contracts (*umowa zlecenia*), contracts for a specific task (*umowa o dzieło*) or other similar contracts shall be executed between the Company and members of the Company's Management Board.

### **Section 8 Legal relationship between the Company and Supervisory Board members**

1. Members of the Supervisory Board shall be appointed by the Company's General Meeting for a joint five-year term of office. A Supervisory Board member may resign or be removed from office in accordance with generally applicable laws in the manner stipulated in the Commercial Companies Code, the Company's Articles of Association, and the Supervisory Board Rules of Procedure approved by the General Meeting.
2. The Company may sign with a Supervisory Board member:
  - a) an employment contract, concluded for an indefinite term, with a notice period determined in accordance with generally applicable laws;
  - b) a piece-work contract (*umowa zlecenia*), contract for a specific task (*umowa o dzieło*) or other similar contract.

### **Section 9 Implementation and review of this Policy**

1. This Policy has been adopted by the Company's General Meeting.
2. The members of the Company's Management Board shall be responsible for the information contained in this Policy.
3. This Policy is the first remuneration policy for members of the Company's Management Board and Supervisory Board.
4. The Company's Supervisory Board shall implement this Policy with respect to the Management Board members, in particular by adopting an incentive scheme for the Management Board members (the "Incentive Scheme") and passing relevant resolutions, and shall monitor, on an ongoing basis, this Policy and prepare an annual report on remuneration, presenting a comprehensive review of remuneration and other benefits, irrespective of their form, received by individual Management and Supervisory Board members in the last financial year, in accordance with the requirements set out in Art. 90g of the Act, by March 31st of the year following a given financial year, with the first report to be prepared for the period from the effective date of this Policy to December 31st 2020.
5. The members of the Company's Supervisory Board shall be responsible for the information contained in the remuneration report. The report shall be subject to assessment by the qualified auditor.
6. The Company's Management Board shall implement this Policy at the Company with respect to the members of the Company's Supervisory Board and to the extent specified by the Company's Supervisory Board.
7. This Policy shall be subject to a thorough review at least once every four years, with the proviso that the General Meeting may resolve that this Policy should be reviewed more frequently than once every four years.
8. Any material amendments to this Policy shall require consent of the General Meeting given in the form of a resolution.



9. If it proves necessary for furthering the Company's long-term interests and ensuring its financial stability or viability, the Supervisory Board may adopt a resolution to temporarily suspend all or some of the rules provided for in this Policy. Such resolution shall specify, in particular, the scope of and the time limit for the suspension and the rules for applying the suspension. In particular, the Supervisory Board may adopt such a resolution in the event of circumstances arising as a result an extraordinary material change in the socio-economic environment in which the Inter Cars Group entities operate, e.g. an economic crisis, armed conflict, riots, introduction of extraordinary regulatory restrictions or forfeiture, natural disasters or epidemics.
10. The Company's Supervisory Board shall be authorised to specify the details of this Policy in accordance with Art. 90d.7 of the Act, within the limits defined by this Policy.

#### **Section 10 Final provisions**

This Policy shall take effect on the date of its adoption by the Company's General Meeting.