

**Resolution No. 24/2020**  
**dated May 7th 2020**  
**of the Supervisory Board of INTER CARS S.A. of Warsaw**

**KRS No. 000008734**

concerning:

*expressing opinion on adoption of the Remuneration Policy for members of the Management and Supervisory Boards of Inter Cars S.A. of Warsaw*

The Supervisory Board of INTER CARS S.A. of Warsaw (the “**Company**”), in connection with Art. 14.2.7 of the Company’s Articles of Association and Rule II.Z.11 of the Code of Best Practice for WSE Listed Companies 2016, resolves as follows:

Whereas:

- (i) the Company’s Management Board has adopted and submitted to the Supervisory Board a draft of the Remuneration Policy for members of the Management and Supervisory Boards of Inter Cars S.A. of Warsaw;
- (ii) Adoption of the Remuneration Policy for members of the Management and Supervisory Boards of Inter Cars S.A. of Warsaw by the Company’s General Meeting is required under Art. 90d.1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005;
- (iii) In the opinion of the Management Board, the proposed draft of the Remuneration Policy for members of the Management and Supervisory Boards of Inter Cars S.A. of Warsaw meets the requirements stipulated in the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005, and the solutions introduced by the Policy will contribute to the implementation of the Company’s business strategy, its long-term interests and stability;
- (iv) Pursuant to Art. 14.2.7 of the Company’s Articles of Association, the powers and responsibilities of the Supervisory Board include in particular determination of the rules of remuneration for members of the Company’s Management Board;
- (v) In accordance with Rule II.Z.11 of the Code of Best Practice for WSE Listed Companies 2016, the Supervisory Board reviews and issues opinions on matters to be decided by General Meeting resolutions.

**Section 1**

In view the above, having read the draft of the Remuneration Policy for members of the Management and Supervisory Boards of Inter Cars S.A. of Warsaw, the Company’s Supervisory Board recommends that the General Meeting pass a resolution to adopt the Remuneration Policy for members of the Management and Supervisory Boards of Inter Cars S.A. of Warsaw, reading as set forth in the draft submitted by the Company’s Management Board.

**Section 2**

This Resolution shall come into force as of its date.”

Supervisory Board of Inter Cars S.A.