

**“Resolution No. 25/2025
dated 30 May 2025
of the Supervisory Board
of INTER CARS S.A. of Warsaw
KRS No. 0000008734**

regarding:

the issuance of an opinion on draft resolutions for the Annual General Meeting of the Company convened for 10 June 2025

The Supervisory Board of Inter Cars S.A. of Warsaw (the “Company”), in connection with Principle 4.7 of Best Practice for GPW Listed Companies 2021, resolves as follows:

Whereas:

- (A) The Management Board of the Company has adopted and submitted to the Supervisory Board draft resolutions for the Annual General Meeting concerning the introduction of a long-term incentive programme for key managers of the Group for the years 2025–2027.
- (B) In the opinion of the Management Board, the purpose of the new Incentive Programme is to motivate Programme Participants to pursue the Group’s strategic objectives by maximising its consolidated financial performance.
- (C) In accordance with Principle 4.7 of Best Practice for GPW Listed Companies 2021, the Supervisory Board considers and provides opinions on matters that are the subject of General Meeting resolutions.

Section 1

In view of the above, the Supervisory Board of the Company issues a positive opinion and recommends that the General Meeting adopt resolutions to:

- (i) *amend the Remuneration Policy for Members of the Management Board and Supervisory Board of Inter Cars S.A. of Warsaw,*
- (ii) *adopt a long-term incentive programme for the Group’s key managers for the years 2025–2027,*
- (iii) *establish a variable remuneration component for the Inter Cars Group’s senior management,*
- (iv) *authorise the Management Board of Inter Cars S.A. to acquire the Company’s own shares (share buy-back),*
- (v) *carry out a conditional share capital increase through the issue of Series H shares with the disapplication of pre-emptive rights, issue subscription warrants conferring rights to subscribe for Series H shares with pre-emptive rights disapplied, apply for admission of the Series H shares to trading on the regulated market operated by the Warsaw Stock Exchange, and amend the Articles of Association of the Company accordingly,*

in accordance with the draft resolutions of the General Meeting set out in the notice of the Annual General Meeting convened for 10 June 2025, issued by the Management Board on 12 May 2025.

Section 2

This Resolution shall come into force upon its adoption.”

Supervisory Board of Inter Cars S.A.

**“Resolution No. 26/2025
dated 30 May 2025
of the Supervisory Board
of INTER CARS S.A. of Warsaw**

KRS No. 000008734

regarding:

*the issuance of an opinion on draft resolutions for the Annual General Meeting of the Company convened for 10
June 2025*

The Supervisory Board of Inter Cars S.A. of Warsaw (the “Company”), in connection with Principle 4.7 of Best Practice for GPW Listed Companies 2021, resolves as follows:

Whereas:

- (D) The Management Board of the Company has adopted and submitted to the Supervisory Board draft resolutions for the Annual General Meeting of the Company to amend the Company’s Articles of Association, covering the authorisation of the Supervisory Board to adopt rules governing its organisation and the manner in which it performs its duties, and the extension of the Supervisory Board’s powers to include the appointment of the audit firm responsible for the assurance of sustainability reporting.
- (E) In the opinion of the Management Board, the purpose of authorising the Supervisory Board to adopt its own rules is to enhance the efficiency of its operations and enable it to respond more effectively to changes in the regulatory environment. The proposed extension of the Supervisory Board’s powers to include the appointment of the audit firm to provide sustainability reporting assurance is intended to ensure that the same body is responsible for appointing the statutory auditor to audit the financial statements and to provide sustainability reporting assurance, which would help streamline and harmonise the appointment process.
- (F) In accordance with Principle 4.7 of Best Practice for GPW Listed Companies 2021, the Supervisory Board considers and provides opinions on matters that are the subject of General Meeting resolutions.

Section 1

In view of the above, the Supervisory Board of the Company issues a positive opinion and recommends that the General Meeting adopt the resolutions to amend the Company’s Articles of Association and approve the consolidated text of the Articles of Association, in accordance with the draft resolutions for the General Meeting set out in the notice of the Annual General Meeting convened for 10 June 2025, issued by the Management Board on 12 May 2025.

Section 2

This Resolution shall come into force upon its adoption.”

Supervisory Board of Inter Cars S.A.