

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

The Management Board of Inter Cars S.A. (the “**Company**”), having its registered office in Warsaw and acting pursuant to Articles 395, 399(1), 402<sup>1</sup>(1)–(2) and 402<sup>2</sup> of the Polish Commercial Companies Code of 15 September 2000, hereby gives notice that an Annual General Meeting of the Company (the “**AGM**”) will be held at 13:00 hrs (CEST) on Tuesday, 10 June 2025 in the conference suite on the third floor of Tower B, ul. Zgrupowania AK “Kampinos” 15, 01-943 Warsaw, Poland.

Agenda:

1. Opening of the AGM.
2. Election of the Chair of the AGM.
3. Confirmation that the AGM has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Consideration of, and resolution on, the Directors’ Report on the operations of the Inter Cars Group for the financial year 2024, together with the Management Board’s Report on the Operations of the Company for the same period.
6. Consideration of, and resolution on, the standalone financial statements of the Company for the financial year 2024.
7. Consideration of, and resolution on, the consolidated financial statements of the Inter Cars Group for the financial year 2024.
8. Consideration of, and resolution on, the Supervisory Board Report for 2024, including the evaluations required by the Best Practice for GPW-Listed Companies 2021.
9. Resolution on the allocation of the Company’s profit.
10. Granting of discharge to the members of the Management Board for the performance of their duties in 2024.
11. Granting of discharge to the members of the Supervisory Board for the performance of their duties in 2024.
12. Advisory vote on the “Report on Remuneration of the Management Board and the Supervisory Board of Inter Cars S.A.”.
13. Resolution determining the number of members of the Supervisory Board for the new term of office.
14. Resolutions on the appointment of members of the Supervisory Board for the new term and on the designation of the Chair of the Supervisory Board.
15. Resolution on the appointment of the audit firm to provide assurance on the Group’s sustainability reporting for the financial year 2025.
16. Resolution on amendments to the Remuneration Policy for the Management Board and Supervisory Board of Inter Cars S.A.
17. Resolution on the adoption of a long-term incentive programme for key managers of the Inter Cars Group for 2025–2027.
18. Resolution on the establishment of a variable remuneration component for the Inter Cars Group’s senior management.
19. Resolution authorising the Management Board to acquire the Company’s own shares (share buy-back).
20. Resolution on the conditional share-capital increase through the issue of Series H shares with the disapplication of pre-emptive rights, the issue of subscription warrants conferring rights to subscribe for Series H shares with pre-emptive rights disapplied, the application for admission of the Series H shares to trading on the regulated market operated by the Warsaw Stock

Exchange, and the related consequential amendments to the Articles of Association of the Company

21. Resolutions amending the Articles of Association.
22. Resolution adopting a consolidated text of the Articles of Association.
23. Closing of the AGM.

## **Information for shareholders**

### Record date and right to attend

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 25 May 2025 (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 26 May 2025.

The list of shareholders entitled to participate in the General Meeting will be determined on the basis of a record provided by the entity operating the depository for securities, i.e. Krajowy Depozyt Papierów Wartościowych S.A. (the Central Securities Depository of Poland). 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 submitted to the entity operating the depository for securities are drawn up on the basis of certificates confirming the right to participate in the General Meeting.

The list of shareholders entitled to attend and vote at the General Meeting will be available for inspection at the Company’s offices, ul. Zgrupowania AK “Kampinos” 15, Tower A, 01-943 Warsaw, between 09:00 and 16:00 hrs (CEST) on the three business days immediately preceding the AGM, namely 5–6 and 9 June 2025. Any shareholder of the Company may, free of charge, request that the list of shareholders be sent to them by electronic means – either to their designated e-delivery address or by e-mail – provided they supply the address to which the register should be dispatched. 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 20 May 2025; the request should contain an explanatory note 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 placed or to be placed on the agenda of the General Meeting, such draft resolutions to be submitted 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.

Any shareholder of the Company may raise questions on any item of business included in the agenda of the General Meeting.

#### 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 qualified electronic signature. Where a proxy is granted in electronic form, the shareholder must notify the Company by e-mail to [Biuro.Zarzadu@intercars.eu](mailto:Biuro.Zarzadu@intercars.eu) no later than 9 June 2025.

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 Article 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. Zgrupowania AK "Kampinos" 15 Tower A, 01-943 Warsaw. 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 to this notice.

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 to this notice.

The Company does not provide for the possibility of exercising voting rights 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.

#### Documentation and other materials for 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/> in the About the Group/General Meeting of Shareholders tab and at the Company's offices in Warsaw at ul. Zgrupowania AK "Kampinos" 15, Tower A (01-943 Warsaw), on business days, between 9.00 am–4.00 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/> in the About the Group/General Meeting of Shareholders tab.

The Company reserves the right to consider any 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](mailto: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 No. 1  
of the Annual General Meeting  
of Inter Cars Spółka Akcyjna  
dated 10 June 2025  
on the election of the Chair of the AGM

The Annual General Meeting of Inter Cars S.A. of Warsaw hereby resolves to appoint [●] as the Chair of the General Meeting.”

#### **Item 4 of the agenda:**

“Resolution No. 2  
of the Annual General Meeting  
of Inter Cars Spółka Akcyjna  
dated 10 June 2025  
on the adoption of the agenda

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

#### **Re item 5 of the agenda:**

“Resolution No. 3  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025

on the approval of the Directors' Report on the operations of the Inter Cars Group for the financial year 2024, prepared together with the Directors' Report on the operations of the Company for the same period

#### Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Article 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 2024, prepared together with the Directors' Report on the operations of the Company in 2024, as well as the Supervisory Board's report on the assessment of the Directors' Report, as included in the Report of the Supervisory Board of Inter Cars S.A. on its activities in 2024, resolves to approve the Directors' Report on the operations of the Inter Cars Group in 2024, prepared together with the Directors' Report on the operations of the Company in 2024.

#### Section 2

This Resolution shall come into force upon its adoption.”

**Item 6 of the agenda:**

“Resolution No. 4  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025

on the approval of the standalone financial statements of the Company for the financial year 2024

Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Article 395.2.1 of the Commercial Companies Code, and having previously read and considered the Company’s financial statements for the financial year 2024 and the Supervisory Board’s report on the assessment of the statements, as included in the Report of the Supervisory Board of Inter Cars S.A. on its activities in 2024, resolves to receive the Company’s audited financial statements for the financial year 2024, comprising:

- a) the balance sheet as at 31 December 2024, showing total assets and total equity and liabilities of PLN 7,832,673 thousand (in words: seven billion eight hundred thirty-two million six hundred seventy-three thousand zloty);
- b) the statement of profit or loss for the period 1 January–31 December 2024, showing net profit of PLN 402,735 thousand (in words: four hundred two million seven hundred thirty-five thousand zloty);
- c) the statement of changes in equity for the financial year 1 January–31 December 2024, showing an increase in equity of PLN 392,676 thousand (in words: three hundred ninety-two million six hundred seventy-six thousand zloty);
- d) the statement of cash flows for the financial year 1 January–31 December 2024, showing a net increase in cash of PLN 10,100 thousand (in words: ten million one hundred thousand zloty);
- e) supplementary information, comprising an introduction and notes to the financial statements.

Section 2

This Resolution shall come into force upon its adoption.”

**Item 7 of the agenda:**

“Resolution No. 5  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025

on the approval of the consolidated financial statements of the Inter Cars Group for the financial year 2024

Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Article 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 2024 and the Supervisory Board’s report on the assessment of the statements, as included in the Report of the Supervisory Board of Inter Cars S.A. on its activities in 2024, resolves to approve the audited consolidated financial statements of the Inter Cars Group for the financial year 2024, comprising:

- a) the consolidated balance sheet of the Inter Cars Group as at 31 December 2024, showing total assets and total equity and liabilities of PLN 10,765,893 thousand (in words: ten billion seven hundred sixty-five million eight hundred ninety-three thousand zloty);
- b) the consolidated statement of profit or loss of the Inter Cars Group for the financial year 1 January–31 December 2024, showing a net profit of PLN 721,480 thousand (in words: seven hundred twenty-one million four hundred eighty thousand zloty);
- c) the statement of changes in consolidated equity of the Inter Cars Group for the financial year 1 January–31 December 2024, showing an increase in equity of PLN 674,184 thousand (in words: six hundred seventy-four million one hundred eighty-four thousand zloty);
- d) the consolidated statement of cash flows of the Inter Cars Group for the financial year 1 January–31 December 2024, showing a net increase in cash of PLN 95,015 thousand (in words: ninety-five million fifteen thousand zloty);
- e) supplementary information, comprising an introduction and notes to the consolidated financial statements.

## Section 2

This Resolution shall come into force upon its adoption.”

### **Item 8 of the agenda:**

“Resolution No. 6  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025

on the approval of the Supervisory Board Report of Inter Cars S.A. for 2024, including the evaluations required by the Best Practice for GPW-Listed Companies 2021.

## Section 1

The Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Article 382.3.3 and Article 395.5 of the Commercial Companies Code, and in conjunction with principle 2.11 of the ‘Code of Best Practice for WSE Listed Companies 2021’, having previously read and considered the Report of the Supervisory Board of Inter Cars S.A. on its activities in 2024, including the evaluations required by the Best Practice for GPW-Listed Companies 2021’, resolves to approve the Report of the Supervisory Board of Inter Cars S.A. on its activities in 2024, including the evaluations required by the Best Practice for GPW-Listed Companies 2021’.

## Section 2

This Resolution shall come into force upon its adoption.”

### **Item 9 of the agenda:**

“Resolution No. 7  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025  
on the allocation of the Company's net 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, taking into consideration the proposal put forward by the Management Board and approved of by the Supervisory, resolves to distribute the Company’s net profit for 2024 as follows: out of its total amount of PLN 402,735,147.30 (in words: four hundred two million seven hundred thirty-five thousand one hundred forty-seven zloty and thirty grosz), an amount of PLN 20,118,702.00 (in words: twenty million one hundred eighteen thousand seven hundred two zloty), i.e., PLN 1.42 (one zloty and forty two grosz) per share, shall be paid to the shareholders as dividend, while the balance of PLN 382,616,445.30 (in words: three hundred eighty-two million six hundred sixteen thousand four hundred forty-five zloty and thirty groszy) shall be transferred to statutory reserve funds.

Section 2

The Annual General Meeting, acting pursuant to Article 348.4 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 16 June 2025, and the dividend payment date for 30 June 2025.

Section 3

This Resolution shall come into force upon its adoption.”

**Item 10 of the agenda:**

“Resolution No. 8  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025  
to grant discharge from liability 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 from liability to **Mr Maciej Krzysztof Oleksowicz** in respect of his duties as President of the Company’s Management Board in the period 1 January–31 December 2024.

Section 2

This Resolution shall come into force upon its adoption.”

“Resolution No. 9  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025  
to grant discharge from liability 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 from liability to **Mr Krzysztof Soszyński** in respect of his duties as Vice President of the Company’s Management Board in the period 1 January–31 December 2024.

Section 2

This Resolution shall come into force upon its adoption.”

“Resolution No. 10  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025  
to grant discharge from liability 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 from liability to **Mr Wojciech Tadeusz Twaróg** in respect of his duties as Member of the Company’s Management Board in the period 1 January–31 December 2024.

Section 2

This Resolution shall come into force upon its adoption.”

“Resolution No. 11  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025  
to grant discharge from liability 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 from liability to **Mr Piotr Dariusz Zamora** in respect of his duties as Member of the Company’s Management Board in the period 1 January–31 December 2024.

Section 2

This Resolution shall come into force upon its adoption.”

“Resolution No. 12  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025  
to grant discharge from liability 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 from liability to **Mr Wojciech Grzegorz Aleksandrowicz** in respect of his duties as Member of the Company’s Management Board in the period 1 January–31 December 2024.

Section 2

This Resolution shall come into force upon its adoption.”

**Item 11 of the agenda:**

“Resolution No. 13  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna

dated 10 June 2025  
to grant discharge from liability 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 from liability to **Mr Andrzej Olszewski** in respect of his duties as Chair of the Company’s Supervisory Board in the period 1 January–31 December 2024.

Section 2

This Resolution shall come into force upon its adoption.”

“Resolution No. 14  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025  
to grant discharge from liability 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 from liability to **Mr Jacek Klimczak** in respect of his duties as Member of the Company’s Supervisory Board in the period 1 January–31 December 2024.

Section 2

This Resolution shall come into force upon its adoption.”

“Resolution No. 15  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025  
to grant discharge from liability 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 from liability to **Mr Jacek Podgórski** in respect of his duties as Member of the Company’s Supervisory Board in the period 1 January–31 December 2024.

Section 2

This Resolution shall come into force upon its adoption.”

“Resolution No. 16  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025  
to grant discharge from liability 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 from liability to **Mr Tomasz**

**Rusak** in respect of his duties as Member of the Company's Supervisory Board in the period 1 January–31 December 2024.

Section 2

This Resolution shall come into force upon its adoption.”

“Resolution No. 17  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025

to grant discharge from liability 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 from liability to **Mr Piotr Płoszajski** in respect of his duties as Member of the Company's Supervisory Board in the period 1 January–2 September 2024.

Section 2

This Resolution shall come into force upon its adoption.”

“Resolution No. 18  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025

to grant discharge from liability 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 from liability to **Mr Radosław Kudła** in respect of his duties as Member of the Company's Supervisory Board in the period 1 January–31 December 2024.

Section 2

This Resolution shall come into force upon its adoption.”

**Item 12 of the agenda:**

“Resolution No. 19  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025

to give an opinion on the Report on Remuneration of the Management Board and the Supervisory Board of Inter Cars S.A. of Warsaw

Section 1

Acting pursuant to Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated 29 July 2005, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) gives a positive opinion on the Report on Remuneration of the Management Board and the Supervisory Board of Inter Cars S.A. of Warsaw.

Section 2

This Resolution shall come into force upon its adoption.

**Item 13 of the agenda:**

“Resolution No. 20  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025

on determining the number of members of the Supervisory Board for the new term of office

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 12.2 of the Company's Articles of Association, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby resolves that the Company's Supervisory Board of the seventh term of office shall consist of [●] members.

Section 2

This Resolution shall come into force upon its adoption.”

**Item 14 of the agenda:**

“Resolution No. 21  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025

on the appointment of a member of the Supervisory Board for the new term of office

Section 1

Acting pursuant to Art. 385.1 of the Commercial Companies Code, and the first sentence of Art. 12.1 and Art. 16.4.8) of the Company's Articles of Association, the Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby resolves to appoint [●] as Member of the Company's Supervisory Board of a new, seventh term of office.

Section 2

This Resolution shall come into force upon its adoption.”

“Resolution No. [●]  
of the Annual General Meeting  
of INTER CARS Spółka Akcyjna  
dated 10 June 2025

on the designation of the Chair of the Supervisory Board for the new term of office

Section 1

Acting pursuant to the second sentence of Art. 12.1 of the Company's Articles of Association, the

Annual General Meeting of Inter Cars S.A. of Warsaw (the “Company”) hereby resolves to designate [●] as Chairman of the Company's Supervisory Board of a new, seventh term of office.

Section 2

This Resolution shall come into force upon its adoption.”

**Item 15 of the agenda:**

“Resolution No. [●]  
of the Annual General Meeting  
of Inter Cars Spółka Akcyjna  
dated 10 June 2025

on the appointment of the audit firm to provide assurance on the Inter Cars Group’s sustainability reporting for the financial year 2025

Section 1

The Annual General Meeting of Inter Cars S.A. (the “Company”), acting pursuant to Article 66(4) of the Accounting Act of 29 September 1994 (the “Accounting Act”) and having considered the recommendation of the Audit Committee of the Supervisory Board dated 5 May 2025, hereby resolves as follows:

The audit firm KPMG AUDYT spółka z ograniczoną odpowiedzialnością sp.k., having its registered office at ul. Inflancka 4a, 00-189 Warsaw, Poland, and entered in the register of audit firms maintained by the Polish Audit Supervision Agency under No. 3546, is appointed to carry out an assurance engagement in respect of the Inter Cars Group’s sustainability reporting for the financial year 2025. The Management Board of the Company is authorised and instructed to negotiate and execute, on behalf of the Company, an appropriate engagement letter with the appointed audit firm in order to secure the assurance services referred to in paragraph 1, on the terms consistent with this resolution.

Section 2

This Resolution shall come into force upon its adoption.”

***Explanatory note***

***to the draft resolution of the AGM of Inter Cars S.A. of 10 June 2025 on the appointment of the audit firm to provide assurance on the Inter Cars Group’s sustainability reporting for the financial year 2025***

This resolution fulfils the requirement set out in Article 66(4) of the Accounting Act, under which the body that approves an entity’s financial statements is also responsible for selecting (i) the audit firm to examine those financial statements and (ii) the audit firm to provide assurance on the entity’s sustainability reporting, unless the entity’s articles, contract or other binding legal provisions provide otherwise.

The draft takes account of the recommendation of the Audit Committee of the Supervisory Board, proposing the re-appointment of KPMG AUDYT spółka z ograniczoną odpowiedzialnością sp.k., having its registered office at ul. Inflancka 4a, 00-189 Warsaw, Poland, and entered in the register of audit firms maintained by the Polish Audit Supervision Agency under No. 3546. KPMG AUDYT

performed the assurance engagement on the Inter Cars Group's sustainability reporting for the financial year 2024.

**Item 16 of the agenda:**

“Resolution No. [•]  
of the Annual General Meeting  
of Inter Cars Spółka Akcyjna  
dated 10 June 2025

on amendments to the Remuneration Policy for the Management Board and the Supervisory Board of Inter Cars S.A.

**Section 1**

The Annual General Meeting (the “AGM”) of Inter Cars S.A. of Warsaw (the “Company”), acting pursuant to Article 90d(1) of the Act of 29 July 2005 on public offering, the conditions governing the introduction of financial instruments to organised trading, and public companies, hereby amends the “Remuneration Policy for the Management Board and the Supervisory Board of Inter Cars S.A.”, adopted by Resolution No. 19 of the AGM on 23 May 2024, such that the existing text is replaced in its entirety by the wording set out below, which shall constitute the Policy's new consolidated version.

**Remuneration policy for members of the Management Board and the Supervisory Board  
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 29 July 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 29 July 2005;

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

The Group – the Inter Cars Group;

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

The Bonus Scheme – an incentive programme for members of the Management Board, approved and adopted by the Supervisory Board;

The Incentive Programme – a long-term incentive programme that may be introduced by resolution of the AGM;

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

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

The 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 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 Group, including through the introduction of a performance-based incentive scheme for the Management Board members, specifying the minimum levels of the Group’s financial performance below which the Bonus is not paid, which:
    - (i) promote reasonable business decisions that take into account market environment and socio-economic conditions;
    - (ii) tie the interests of Management Board members to those of the shareholders and, consequently, contribute to stability and good condition of the 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 framework set out in this Policy, together with the rules governing bonuses and the grant of rights to acquire the Company shares, applicable to members of the Management Board and to other employees – particularly those in managerial roles within the Group – share the same core features. These systems are based on fixed and variable remuneration components and refer to the Group’s performance as a whole and to the implementation of its business strategy, which supports the Group’s long-term growth.
4. In establishing this Policy – and when setting, reviewing or amending the remuneration of members of the Management Board and the Supervisory Board – the Company applies objective criteria that include:
  - a) the scope of responsibility attached to the role;
  - b) the degree of risk inherent in performing that function;
  - c) prevailing market standards for the remuneration structure applicable to the role or comparable roles; and
  - d) the terms of employment and pay of the Company’s other employees, while ensuring that the remuneration of Management Board and Supervisory Board members duly reflects the higher level of responsibility and risk they assume and the potential consequences for both the Company and the individual should such risk crystallise.

### **Section 3**

#### **Remuneration of the Management Board members**

1. Remuneration of the 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 Management Board;
  - c) variable remuneration in the form of additional cash consideration granted under the Bonus Scheme;
  - d) severance and compensation payments;
  - e) additional non-cash benefits.
  - f) the right to acquire Company shares under the Incentive Programme (the “**Right**”).
2. Under an employment contract with the Company or for serving on the Management Board, Management Board members may receive a fixed monthly pay determined and approved by the 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 Management Board, as appropriate, shall be appropriately reduced.
3. For serving on the Management Board, Management Board members shall additionally receive variable cash consideration, granted in accordance with the Bonus Scheme adopted by the Supervisory Board. For detailed criteria and description of the remuneration, see Section 4 of this Policy.
4. Members of the Management Board may, by virtue of their office, be granted rights to acquire the Company shares under any Incentive Programme adopted by the AGM, provided that the performance metrics applied differ from those used in the Bonus Scheme. For detailed criteria and description of the remuneration, see Section 5 of this Policy.
5. 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 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.
6. 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 Supervisory Board, a Management Board member’s employment contract, or in the Company’s internal rules of procedure.
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 Bonus Scheme for members of the Company’s Management Board is based on consolidated net profit of the Group as reported in audited financial statements of the Group (“**Net Profit**”).
3. The system is degressive, with the base of the Bonus determined as a percentage of Net Profit.

4. The 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 Management Board for a given financial year shall be made by the 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 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 Bonus Scheme does not include a claw-back provision permitting the Company to recover any Bonus.
8. The Bonus for a given financial year shall be paid to members of the 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 Group for a given financial year, with the proviso that the Supervisory Board may decide to pay a Management Board member an interim Bonus.

## **Section 5 Incentive Programme**

1. The Incentive Programme may span more than one financial year.
2. The Incentive Programme is designed to motivate its participants, including members of the Management Board, to deliver the Group's objectives by maximising consolidated financial performance, thereby supporting the Company's business strategy, long-term interests and overall stability.
3. Rights are granted to members of the Management Board in a transparent manner, using clear and comprehensive criteria.
4. Those members of the Management Board named in a resolution of the Supervisory Board identifying participants in the Incentive Programme shall qualify to take part in it.
5. The grant of Rights to members of the Management Board is conditional upon the fulfilment, in the relevant financial year, of specified conditions.
6. The Supervisory Board shall confirm, by resolution, whether the performance conditions for the relevant financial year have been satisfied.
7. Financial performance criteria shall be verified against the audited consolidated financial statements of the Group for the financial year in question, as received and approved by the AGM.
8. The Incentive Programme shall be designed so that:
  - a) the vesting period for the Rights is not less than three years;
  - b) the operation of the Programme is conditional upon the achievement of pre-determined performance targets;
  - c) the exercise or settlement of Rights may occur only within a specified period after (i) the Supervisory Board has verified that the relevant conditions have been met and (ii) the Rights have been granted to participants, with Rights being transmissible on death in accordance with the Programme rules and any resolutions of the Company's governing bodies; and
  - d) the Programme helps to ensure the profitability of the Company and the Group, and the execution of the Group's business strategy, by deepening the commitment of the Management Board Members to the Company and by encouraging and incentivising them to deliver that strategy, act in the Company's best interests and maximise financial performance.

9. The detailed operation of the Long-Term Incentive Programme shall be set out in the Programme rules and in resolutions of the Company's relevant governing bodies and shall cover, in particular:
  - a) the terms of the Programme, including the maximum number of shares that may be awarded to members of the Management Board;
  - b) the vesting periods during which Management Board members will acquire Rights;
  - c) the rules governing the disposal of Rights and of any treasury shares acquired by Management Board members under the Programme; and
  - d) the circumstances in which Rights will lapse.

## **Section 6**

### **Remuneration of the Supervisory Board members**

1. Remuneration of the Supervisory Board members may comprise the following components:
  - a) a fixed base pay for serving on the Supervisory Board;
  - b) a fixed base pay for serving on the Audit Committee or another committee of the Supervisory Board, provided that a member of the 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 Supervisory Board are entitled to a fixed base pay for serving on the Supervisory Board, determined and approved by the General Meeting.
3. If members of the Supervisory Board serve on the Audit Committee or another committee of the Supervisory Board (to the extent such committees have been appointed), such members shall receive a fixed base pay determined and approved by the 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 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. Members of the Supervisory Board may be engaged by the Company under contracts of employment or under contracts for services (including 'mandate' agreements, contracts for specific work or similar arrangements), whether for a fixed term or on a rolling basis, with remuneration determined individually for each Supervisory Board member.
7. A Supervisory Board member's remuneration is not linked to the Company's performance. The Company does not remunerate Supervisory Board members in the form of financial instruments, save where rights to acquire such instruments – including performance-linked instruments – were granted to an individual before their appointment to the Supervisory Board and become exercisable during their term of office.
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 7**

### **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. The variable components of a Management Board member's remuneration shall be capped at 90% of the total remuneration awarded for any given financial year; however, if the event that

triggers the grant of Rights occurs, that proportion may rise – for example, where the value of the Company shares increases.

### **Section 8**

#### **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 Supervisory Board.
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. The Company does not enter into mandate agreements, contracts for specific work, or any other agreements of a similar nature with members of the Management Board.

### **Section 9**

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

1. Members of the Supervisory Board shall be appointed by the 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 enter into the following types of arrangements with members of the Supervisory Board:
  - a) an employment contract, concluded for an indefinite term, with a notice period determined in accordance with generally applicable laws;
  - b) a mandate agreement, a contract for specific work, or any other similar agreement.

### **Section 10**

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

1. This Policy has been adopted by the General Meeting.
2. The members of the Management Board shall be responsible for the information contained in this Policy.
3. The Supervisory Board shall implement this Policy with respect to the Management Board members, in particular by 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 31 March of the year following a given financial year.
4. The members of the Supervisory Board shall be responsible for the information contained in the remuneration report. The report shall be subject to assessment by the qualified auditor.
5. The 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.

6. 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.
7. Any material amendments to this Policy shall require consent of the General Meeting given in the form of a resolution.
8. If it proves necessary for furthering the Company's long-term interests and ensuring its financial stability or profitability, 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 Group entities operate, e.g. an economic crisis, armed conflict, riots, introduction of extraordinary regulatory restrictions or forfeiture, natural disasters or epidemics.
9. 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 11**

#### **Summary of material amendments to the Policy**

1. The inaugural Remuneration Policy was adopted by shareholders pursuant to Resolution 20 passed at the Annual General Meeting held on 8 June 2020.
2. Acting under Resolution 19, the Annual General Meeting of 23 May 2024 approved amendments to the Policy and adopted the Policy as so revised.
3. The version of the Policy previously in force – together with the associated Directors' Remuneration Reports – was endorsed by shareholders without comment; the relevant shareholder resolutions contained no remarks or objections requiring reflection in the revised Policy.
4. Compared with the former text of the Remuneration Policy, the following substantive changes have been made:
  - a) the provisions dealing with components of Variable Remuneration, in particular the design of the short-term Bonus Scheme and the Incentive Programme, have been elaborated (see Sections 4 and 5 of the Policy);
  - b) new clauses have been inserted governing the operation of the Incentive Programme (see Section 5 of the Policy).
5. The purpose of the amendment was to:
  - a) enhance the effectiveness of the existing remuneration framework; and
  - b) align the Policy with the implementation of the Incentive Programme.
6. In addition, a number of minor editorial adjustments have been made to improve overall clarity and readability of the text.

### **Section 12**

#### **Final provisions**

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

### **Section 2**

This Resolution shall come into force upon its adoption.

#### *Explanatory note*

*to the draft resolution of the Annual General Meeting of Inter Cars S.A. of 10 June 2025 on amendments to the Remuneration Policy for the Management and the Supervisory Boards of Inter Cars S.A.*

This resolution is linked to the resolution on the adoption of a long-term incentive programme for the Group's key managers for the 2025–2027 performance cycle. It is a prerequisite for implementing the Incentive Programme. The draft resolution proposes amendments to the current Remuneration Policy for the Management Board and the Supervisory Board of Inter Cars S.A. so as to enable introduction of the Incentive Programme at the Company. It also proposes minor editorial amendments designed to improve the overall clarity and transparency of the Policy.

**Item 17 of the agenda:**

“Resolution No. [•]  
of the Annual General Meeting  
of Inter Cars Spółka Akcyjna  
dated 10 June 2025

on the adoption of a long-term incentive programme for the Group's key managers for the 2025–2027 performance cycle.

**Section 1  
Incentive Programme**

1. The Annual General Meeting of Inter Cars S.A. of Warsaw (the “**Company**”) (the “**AGM**”) hereby resolves to adopt a long-term incentive programme (the “**Programme**” or “**LTIP**”) for (i) selected members of the Company's Management Board (the “**Management Board Members**”), and (ii) selected key managers within the Company's group (the “**Group**”) who serve as directors of Group companies or as employees or independent contractors of the Company or any Group company (“**Other Managers**”) (the “**Programme Participants**”). The LTIP is intended to afford Programme Participants the opportunity to acquire ordinary shares in the Company.
2. The purpose of the LTIP is to align the interests of Plan Participants with those of shareholders by incentivising them to deliver the Group's strategic objectives through the maximisation of the Group's consolidated financial performance.
3. The Programme will operate over a three (3)-year performance cycle, covering the financial years 2025, 2026 and 2027. The final tranche of the Programme is to be settled in 2028.

**Section 2  
Rules of the Programme**

4. The LTIP will operate by granting Programme Participants, under a participation agreement executed in accordance with the Programme Rules (as defined below) (a “**Participation Agreement**”), a conditional right (a “**Right**”) to acquire ordinary shares in the Company through either of the following mechanisms: (i) the subscription for newly issued ordinary shares of the Company (“**New Shares**”) upon exercise of subscription warrants issued in book-entry form for the purposes of the LTIP (“**Subscription Warrants**”); or (ii) the purchase of ordinary shares previously repurchased by the Company under an approved share-buyback programme (“**Treasury Shares**”) (New Shares and Treasury Shares are jointly referred to as the “**Managerial Shares**”).

5. Each Right confers the right to acquire one (1) Managerial Share, being either: (i) one (1) New Share upon exercise of a Subscription Warrant; or (ii) one (1) Treasury Share, in each case on the terms set out in the Programme Rules.
6. The Programme, together with the variable-remuneration component programme established pursuant to Resolution No [•] of the Annual General Meeting of the Company held on 10 June 2025 on the establishment of a variable remuneration component for the Inter Cars Group Management (the “**Variable Remuneration Programme**”), shall comprise no more than 400,000 (four hundred thousand) Managerial Shares in aggregate. The number of Managerial Shares (i) awarded under the Variable Remuneration Programme and (ii) awarded to Other Managers under the Programme shall together represent not less than 50% of the total number of Managerial Shares awarded under both programmes. Conversely, the number of Managerial Shares awarded to Management Board Members under the Programme shall not exceed 50% of the total number of Managerial Shares awarded under both programmes.
7. The Supervisory Board shall determine:
  - 7.1 the number of Managerial Shares to be awarded in each tranche of the Programme and in each corresponding tranche of the Variable Remuneration Programme, provided that the aggregate number of Managerial Shares awarded under both programmes in any given tranche (i.e. in respect of the same performance period), after taking into account any increase in the number of Rights contemplated by Section 3.5 of Resolution No [•] of the Annual General Meeting of the Company held on 10 June 2025 on the establishment of a variable remuneration component for the Inter Cars Group Management, shall not exceed 100,000 (one hundred thousand);
  - 7.2 the aggregate number of Managerial Shares to be awarded in each tranche to Management Board Members under the Programme; and
  - 7.3 the aggregate number of Managerial Shares to be awarded in each tranche to Other Managers under the Programme.
8. No individual may be a Programme Participant and, at the same time, a participant in the Variable Remuneration Programme. This restriction does not preclude a participant from transferring from the Variable Remuneration Programme into the Programme, provided such transfer is effected in accordance with the LTIP Rules.
9. Rights will be granted to Programme Participants only if: (I) the relevant Programme Participant satisfies the loyalty condition set out in the LTIP Rules; and (ii) the Group meets, for the relevant financial year, the performance condition described in item 7 below.
10. Rights will be awarded to Programme Participants in the following tranches:
  - 10.1 in the first tranche Rights will be granted after the end of the 2025 financial year if the Group achieves (i) consolidated EBITDA of not less than PLN 1,447,302,000 (one billion four hundred forty-seven million three hundred two thousand), and (ii) consolidated revenue of not less than PLN 21,739,417,000 (twenty-one billion seven hundred thirty-nine million four hundred seventeen thousand);
  - 10.2 in the second tranche Rights will be granted after the end of the 2026 financial year if the Group achieves (i) consolidated EBITDA of not less than PLN 1,633,927,000 (one billion six hundred thirty-three million nine hundred twenty-seven thousand), and (ii) consolidated revenue of not

less than PLN 23,913,358,000 (twenty-three billion nine hundred thirteen million three hundred fifty-eight thousand);

- 10.3** in the third tranche Rights will be granted after the end of the 2027 financial year if the Group achieves (i) consolidated EBITDA of not less than PLN 1,843,405,000 (one billion eight hundred forty-three million four hundred five thousand), and (ii) consolidated revenue of not less than PLN 26,304,694,000 (twenty-six billion three hundred four million six hundred ninety-four thousand);
- 10.4** in the additional tranche Rights will be granted after the end of 2027 if, in aggregate across the 2025–2027 financial years, the Group achieves (i) consolidated EBITDA of not less than PLN 4,924,634,000 (four billion nine hundred twenty-four million six hundred thirty-four thousand), and (ii) consolidated revenue of not less than PLN 71,957,469,000 (seventy-one billion nine hundred fifty-seven million four hundred sixty-nine thousand).

For the purpose of assessing whether these performance conditions have been met, (i) the Group’s consolidated EBITDA shall be calculated before recognising the costs of the Programme and the costs of the Variable Remuneration Programme, and (ii) any Rights that are not granted to Programme Participants in a given tranche will lapse and may not be re-awarded in any subsequent tranche.

- 11.** The following persons shall be eligible to participate in the Programme:

**11.1** Management Board Members who are named in a resolution of the Supervisory Board designating the individuals entitled to participate in, and to be admitted to, the Programme; and

**11.2** Other Managers – each of whom is engaged by the Company under a contract of employment, a management contract, a mandate agreement or any other agreement of a similar nature, or holds office by way of appointment – who are named in a resolution of the Management Board designating the individuals entitled to participate in, and to be admitted to, the Programme,

the resolutions referred to above constituting the “**Programme Admission Resolution.**”

- 12.** The number of Rights to be granted to each Programme Participant shall be determined by the Supervisory Board, in respect of Management Board Members; and by the Management Board, in respect of Other Managers, in each case in accordance with the LTIP Rules. Programme Participants will be bound by the determination of the Management Board – or, in the case of Management Board Members, the Supervisory Board – regarding the number of Rights granted to them and the vesting and exercise schedule.

### **Section 3**

#### **Rules of the Incentive Programme**

- 13.** The detailed terms and conditions governing the implementation of the Programme will be set out in the LTIP Rules (the “**LTIP Rules**”), which shall be adopted by the Management Board of the Company (the “**Management Board**”) and approved by the Supervisory Board of the Company (the “**Supervisory Board**”) by way of resolution.

14. The LTIP Rules may stipulate that the exercise of Rights is additionally subject to certain technical requirements – for example, that a Programme Participant maintains an appropriate brokerage account and provides its details to the Company.
15. The LTIP Rules will specify, among other matters, the vesting schedule, the detailed conditions for granting Rights, and the terms on which Managerial Shares are offered by the Company and acquired by Programme Participants.
16. The LTIP Rules may set out circumstances in which Rights will lapse, including (without limitation) upon their exercise; the expiry or termination of the Programme; the termination of the legal relationship between a Programme Participant and the Company or any member of the Group; gross misconduct by a Programme Participant; or any conduct that is inconsistent with, or detrimental to, the interests, good name or reputation of the Company or any Group company.
17. The LTIP Rules may also specify how Rights are to be awarded to Programme Participants where the Group only partially meets the consolidated EBITDA or consolidated revenue targets, provided that:
  - 17.1 if either component of the performance condition set for a given tranche (see Section 2.7 above) is achieved at below 90% of the target level, no Rights will be granted in that tranche; and
  - 17.2 achievement of either component of the performance condition at above 100% of the target level will not increase the number of Rights granted in that tranche.

#### **Section 4** **Exercise price**

18. Each Right will entitle its holder to subscribe for New Shares or to purchase Treasury Shares at a price equal to the arithmetic average of the volume-weighted average daily prices of the Company shares for the one-month period immediately preceding the date on which the General Meeting that adopted this resolution was convened, less a discount of 5%.
19. Subscription Warrants will be issued free of charge.

#### **Section 5** **Verification of conditions and exercise of Rights**

20. For each tranche, Programme Participants will be granted the number of Rights specified for them in a resolution of the Management Board (or, in the case of Management Board Members, the Supervisory Board) confirming that the conditions for acquiring Managerial Shares in that tranche have been satisfied (the “**Verification Resolution**”).
21. Where the Verification Resolution authorises the grant of Rights to acquire Treasury Shares, those Rights will vest automatically upon adoption of the Verification Resolution. Where the Verification Resolution authorises the grant of Subscription Warrants, the warrants will be offered to Programme Participants after the Verification Resolution has been adopted, within the period specified in the LTIP Rules. The exercise of Rights to purchase Treasury Shares – or the exercise of Subscription Warrants – relating to any tranche may take place only after a period of twelve (12) months has elapsed from the date of the Verification Resolution.

**Section 6**  
**Termination of the Programme**

22. The Programme will terminate automatically upon its full settlement, namely when the Managerial Shares constituting the final tranche have been credited to the securities accounts of the Programme Participants or to an appropriate omnibus account.
23. The General Meeting may, by resolution, bring the Programme to an early close for good cause, being any of the following: (i) a change in law that would render the implementation of the Programme unlawful or impose an excessive financial burden on the Company; (ii) a merger of the Company with another entity; or (iii) the delisting of the Company.
24. If the General Meeting resolves to terminate the Programme early pursuant to Section 6.2 above, the Company will offer Programme Participants an equivalent consideration.

**Section 7**  
**Miscellaneous**

25. The Management Board and the Supervisory Board are each authorised and instructed to take any and all acts – whether factual or legal – necessary to give full effect to this resolution and to implement and administer the Programme, including (without limitation):
- 25.1 adopting the LTIP Rules and carrying out all actions contemplated therein;
  - 25.2 passing the resolutions referred to in Section 2.4 above;
  - 25.3 passing the Programme Admission Resolution;
  - 25.4 notifying eligible individuals of their admission to the Programme and of their ability to enter into Participation Agreements with the Company;
  - 25.5 executing Participation Agreements with Programme Participants;
  - 25.6 passing the Verification Resolutions; and
  - 25.7 amending, repealing or supplementing any of the documents referred to in items 1.1–1.6 above.
26. The subscription for, or acquisition of, Managerial Shares and Subscription Warrants by Programme Participants shall be effected in accordance with all applicable laws and the rules of the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.) as in force from time to time.

**Section 8**  
**Entry into force**

This Resolution shall come into force upon its adoption.

*Explanatory note*

**to the draft resolution of the Annual General Meeting of Inter Cars S.A. dated [●] 2025 on the adoption of a long-term incentive programme for the Group's key managers for the 2025–2027 performance cycle.**

The purpose of this Resolution is to introduce a long-term incentive programme for the key managers of the Group for the 2025–2027 performance cycle. The Programme is designed to align the interests of

Programme Participants with those of shareholders by incentivising them to deliver the Group’s strategic objectives through the maximisation of the Group’s consolidated financial performance. The Programme will operate through the grant of Rights which, once the prescribed conditions are satisfied, will entitle Participants either (i) to subscribe for New Shares – with pre-emption rights disapplied – upon exercise of Subscription Warrants, or (ii) to acquire Treasury Shares previously repurchased by the Company under an approved buy-back. Implementation will be phased: Rights will be granted on the basis, and subject to the conditions, set out in the LTIP Rules. The Incentive Programme will operate over a three (3)-year performance cycle, covering the financial years 2025, 2026 and 2027. The final tranche of the Programme is to be settled in 2028.

**Item 18 of the agenda:**

“Resolution No. [•]  
of the Annual General Meeting  
of Inter Cars Spółka Akcyjna  
dated 10 June 2025

on the establishment of a variable remuneration component for the Inter Cars Group’s senior management.

**Section 1**

**Establishment of a variable remuneration component for the Inter Cars Group’s senior management.**

27. The Annual General Meeting of Inter Cars S.A. of Warsaw (the “**Company**”) hereby resolves to adopt a long-term variable-remuneration programme for the management of the Inter Cars Group (the “**Programme**” or “**Variable Remuneration Programme**”). The Programme is structured as an incentive scheme for selected directors of the Company’s subsidiary and affiliate companies within the Group; and employees and independent contractors of the Company and Group companies who are not Management Board Members (jointly “**Programme Participants**”), and is intended to afford Programme Participants the opportunity to acquire ordinary shares in the Company.
28. The purpose of the Variable Remuneration Programme is to retain the Group’s management team and to align their interests with those of shareholders by incentivising them to deliver the Group’s strategic goals through the maximisation of the Group’s consolidated financial performance.
29. The Programme will operate over a three (3)-year performance cycle, covering the financial years 2025, 2026 and 2027. The final tranche of the Programme is to be settled in 2028.

**Section 2**

**Rules of the Variable Remuneration Component Scheme**

30. The Programme will operate by granting Programme Participants, under a participation agreement executed in accordance with the Programme Rules (as defined below) (a “**Participation Agreement**”), a conditional right (an “**Right**”) to purchase ordinary shares of

the Company previously repurchased by the Company under an approved share-buyback programme (“**Treasury Shares**”).

31. Each Right will entitle its holder to acquire one (1) Treasury Share on the terms set out in the rules of the Variable Remuneration Programme (the “Programme Rules”).
32. The Variable Remuneration Programme, together with the long-term incentive programme adopted by Resolution No [•] of the Annual General Meeting held on 10 June 2025 for the Group’s key managers for the 2025-2027 cycle (the “**Incentive Programme**”), shall comprise no more than 400,000 (four hundred thousand) ordinary shares of the Company (the “**Shares**”) in aggregate, subject to the following allocation limits: the number of Shares granted under the Variable Remuneration Programme together with the number of Shares granted under the Incentive Programme to participants other than the Management Board Members shall be not less than 50% of the total number of Shares granted under across both programmes; and the number of Shares granted to the Management Board Members under the Incentive Programme shall not exceed 50% of that total.
33. The Supervisory Board shall determine the number of Shares to be granted in each tranche of the Variable Remuneration Programme and in each corresponding tranche of the Incentive Programme, provided that the aggregate number of Shares granted under both programmes in any given tranche (i.e., in respect of the same performance period), after taking into account any increase in the number of Rights referred to in Section 3.5 below, shall not exceed 100,000 (one hundred thousand).
34. No individual may participate in both the Variable Remuneration Programme and the Programme. This restriction does not preclude a participant from transferring from the Variable Remuneration Programme into the Incentive Programme, provided such transfer is effected in accordance with the Programme Rules.
35. Rights will be granted to Programme Participants only if: (I) the relevant Programme Participant satisfies the loyalty condition set out in the LTIP Rules; and (ii) the Group meets, for the relevant financial year, the performance condition described in item 7 below.
36. Rights will be awarded to Programme Participants in the following tranches:
  - 36.1 in the first tranche Rights will be granted after the end of the 2025 financial year if the Group achieves (i) consolidated EBITDA of not less than PLN 1,447,302,000 (one billion four hundred forty-seven million three hundred two thousand), and (ii) consolidated revenue of not less than PLN 21,739,417,000 (twenty-one billion seven hundred thirty-nine million four hundred seventeen thousand);
  - 36.2 in the second tranche Rights will be granted after the end of the 2026 financial year if the Group achieves (i) consolidated EBITDA of not less than PLN 1,633,927,000 (one billion six hundred thirty-three million nine hundred twenty-seven thousand), and (ii) consolidated revenue of not less than PLN 23,913,358,000 (twenty-three billion nine hundred thirteen million three hundred fifty-eight thousand);
  - 36.3 in the third tranche Rights will be granted after the end of the 2027 financial year if the Group achieves (i) consolidated EBITDA of not less than PLN 1,843,405,000 (one billion eight hundred forty-three million four hundred five thousand), and (ii) consolidated revenue of not less than PLN 26,304,694,000 (twenty-six billion three hundred four million six hundred ninety-four thousand);

- 36.4 in the additional tranche Rights will be granted after the end of 2027 if, in aggregate across the 2025–2027 financial years, the Group achieves (i) consolidated EBITDA of not less than PLN 4,924,634,000 (four billion nine hundred twenty-four million six hundred thirty-four thousand), and (ii) consolidated revenue of not less than PLN 71,957,469,000 (seventy-one billion nine hundred fifty-seven million four hundred sixty-nine thousand).

For the purpose of assessing whether these performance conditions have been met, (i) the Group’s consolidated EBITDA shall be calculated before recognising the costs of the Variable Remuneration Programme and the costs of the Incentive Programme established by the Company pursuant to Resolution No [•] of the Annual General Meeting of 10 June 2025 on the adoption of a long-term incentive programme for the Group’s key managers for 2025–2027; and (ii) any Rights that are not granted to Programme Participants in a given tranche will lapse and may not be re-awarded in any subsequent tranche.

37. Employees or independent contractors of the Company, and directors, employees or independent contractors of the Company’s subsidiaries – other than the Management Board Members – who are engaged under a contract of employment, service contract, mandate agreement or any similar arrangement, or who hold office by appointment, shall be eligible to participate in the Variable Remuneration Programme, provided they are named in a resolution of the Management Board designating the individuals admitted to the Programme (the “**Programme Admission Resolution**”).
38. The Management Board shall determine, in accordance with the Programme Rules, the number of Rights to be granted to each Programme Participant. Programme Participants will be bound by the determination of the Management Board regarding the number of Rights granted to them and the vesting and exercise schedule.

### **Section 3** **Rules of the Programme**

39. The detailed terms and conditions governing the implementation of the Programme will be set out in the Rules (the “**Programme Rules**”), which shall be adopted by the Management Board of the Company (the “**Management Board**”) and approved by the Supervisory Board of the Company (the “**Supervisory Board**”) by way of resolution.
40. The LTIP Rules may stipulate that the exercise of Rights is additionally subject to certain technical requirements – for example, that a Programme Participant maintains an appropriate brokerage account and provides its details to the Company.
41. The Programme Rules will specify, among other matters, the vesting schedule, the detailed conditions for granting Rights, and the terms on which Treasury Shares are offered by the Company and acquired by Programme Participants.
42. The LTIP Rules may set out circumstances in which Rights will lapse, including (without limitation) upon their exercise; the expiry or termination of the Programme; the termination of the legal relationship between a Programme Participant and the Company or any member of the Group; gross misconduct by a Programme Participant; or any conduct that is inconsistent with, or detrimental to, the interests, good name or reputation of the Company or any Group company.

43. The Programme Rules may also specify how Rights are to be awarded to Programme Participants where the Group (a) falls short of, or (b) exceeds, the applicable consolidated EBITDA or consolidated revenue targets, provided that:
- 43.1 if either component of the performance condition set for a given tranche (see Section 2.7 above) is achieved at below 90% of the target level, no Rights will be granted in that tranche; and
- 43.2 achievement of either component of the performance condition at above 105% of the target level will not further increase the number of Rights granted in that tranche.

#### **Section 4** **Exercise price**

44. Each Right will entitle its holder to acquire Treasury Shares at the shares' nominal value, namely PLN 2.00 (two złoty) per share.

#### **Section 5** **Verification of conditions and exercise of Rights**

45. For each tranche, Programme Participants will acquire the number of Rights specified for them in a resolution of the Management Board confirming that the conditions for acquiring Treasury Shares in that tranche have been satisfied (the "**Verification Resolution**").
46. Where the Verification Resolution authorises the grant of Rights to acquire Treasury Shares, those Rights will vest automatically upon adoption of the Verification Resolution. The exercise of Rights to acquire Treasury Shares in any tranche may occur only after six (6) months have elapsed from the date of the Verification Resolution.
47. Programme Participants may dispose of Treasury Shares only after six (6) months have elapsed from the date of acquisition, and then solely in accordance with the Programme Rules.

#### **Section 6** **Termination of the Programme**

48. The Programme will terminate automatically upon its full settlement, namely when the Treasury Shares constituting the final tranche have been credited to the securities accounts of the Programme Participants or to an appropriate omnibus account.
49. The General Meeting may, by resolution, bring the Programme to an early close for good cause, being any of the following: (i) a change in law that would render the implementation of the Programme unlawful or impose an excessive financial burden on the Company; (ii) a merger of the Company with another entity; or (iii) the delisting of the Company.
50. If the General Meeting resolves to terminate the Programme early pursuant to Section 6.2 above, the Company will offer Programme Participants an equivalent consideration.

#### **Section 7** **Miscellaneous**

51. The Management Board and the Supervisory Board are each authorised and instructed to take any and all acts – whether factual or legal – necessary to give full effect to this resolution and to implement and administer the Programme, including (without limitation):
- 51.1 adopting the LTIP Rules and carrying out all actions contemplated therein;

- 51.2 passing the resolution referred to in Section 2.4 above;
  - 51.3 passing the Programme Admission Resolution;
  - 51.4 notifying eligible individuals of their admission to the Programme and of their ability to enter into Participation Agreements with the Company;
  - 51.5 executing Participation Agreements with Programme Participants;
  - 51.6 passing the Verification Resolutions; and
  - 51.7 amending, repealing or supplementing any of the documents referred to in items 1.1–1.6 above.
52. The acquisition of Treasury Shares by Programme Participants shall be effected in accordance with all applicable laws and the regulations of the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.) as in force from time to time.

## **Section 8**

### **Entry into force**

This Resolution shall come into force upon its adoption.

#### *Explanatory note*

#### *to the draft resolution of the Annual General Meeting of Inter Cars S.A. of 10 June 2025 concerning the establishment of a Variable Remuneration Component for the Inter Cars Group management*

The resolution is intended to introduce the Variable Remuneration Programme across the Inter Cars Group. The Programme is designed to align the interests of Programme Participants with those of shareholders by incentivising them to deliver the Group’s strategic objectives through the maximisation of the Group’s consolidated financial performance. The Programme will operate through the grant of Rights which, once the prescribed conditions are satisfied, will entitle Participants to acquire Treasury Shares previously repurchased by the Company under an approved buy-back. Implementation will be phased: Rights will be granted on the basis, and subject to the conditions, set out in the Programme Rules. The Programme will operate over a three (3)-year performance cycle, covering the financial years 2025, 2026 and 2027. The final tranche of the Programme is to be settled in 2028.

#### **Item 19 of the agenda:**

“Resolution No. [•]  
of the Annual General Meeting  
of Inter Cars Spółka Akcyjna  
dated 10 June 2025

to authorise the Management Board of Inter Cars S.A. to acquire the Company’s own shares (share buy-back).

### **Section 1**

1. The Annual General Meeting of Inter Cars S.A. of Warsaw (the “**Company**”), acting pursuant to Article 362.1.8 of the Polish Commercial Companies Code of 15 September 2000 (the “**Commercial Companies Code**”) and further to its adoption of (i) Resolution No [•] of 10 June

2025 approving a long-term incentive programme for the Group's key managers for the 2025–2027 performance cycle, and (ii) Resolution No [•] of 10 June 2025 establishing a variable remuneration component for the management of the Inter Cars Group, hereby authorises the Management Board (the “**Management Board**”) to cause the Company to acquire, on the terms set out in this Resolution, fully paid-up, Company shares in book-entry form with a nominal value of PLN 2 (two) per share, identified by the Central Securities Depository of Poland under ISIN PLINTCS00010 (the “**Treasury Shares**”). Such authority shall expire on 31 December 2028, or, if earlier, when the allocated funds specified in item 3 below are exhausted.

2. The authority described in item 1 above extends to Treasury Shares representing, in aggregate, no more than 2.83 per cent. of the Company's share capital, that is, up to 400,000 (four hundred thousand) Treasury Shares in total. This limit is calculated inclusive of the nominal value of any other treasury shares already held by the Company or its subsidiaries that have not yet been disposed of. As at the date of this Resolution, neither the Company nor any of its subsidiaries holds treasury shares.
3. The maximum aggregate amount that may be applied to the consideration for Treasury Shares acquired under this authority, together with all related acquisition costs, shall not exceed PLN 320,000,000 (three hundred twenty million złoty).
4. The purchase of Treasury Shares will be financed from the reserve capital created pursuant to Section Section 4 of this Resolution, earmarked specifically for the acquisition of Treasury Shares.
5. Treasury Shares shall be acquired for a consideration determined by the Management Board, provided that the purchase price per Treasury Share shall not exceed the arithmetic average of the volume-weighted average prices of the Company's shares for each trading day in the one-month period immediately preceding publication of the invitation referred to in Section Section 1 below, plus 15%.
6. Subject to the provisions of Section 0, Treasury Shares may be purchased solely for the purpose of allotting shares to eligible persons under the long-term incentive programme adopted by Resolution No [•] of the Annual General Meeting held on 10 June 2025 for the Group's key managers for the 2025–2027 performance cycle (the “**Incentive Programme**”) and the variable remuneration programme adopted by Resolution No [•] of the same date (the “**Variable Remuneration Programme**”).
7. Treasury Shares may be acquired pursuant to one or more invitations issued to all shareholders of the Company, inviting them to tender their shares for sale.
8. At the discretion of the Management Board, the acquisition of own shares may be effected (i) directly by the Company, (ii) through a licensed brokerage firm or a third party acting on the Company's behalf, or (iii) in any other manner permitted by law.

## **Section 2**

1. Any Treasury Shares that have not been allotted under the Incentive Programme or the Variable Remuneration Programme by 31 December 2029 shall be earmarked for cancellation.
2. Should the Management Board resolve to cancel the repurchased Treasury Shares, the shares will be cancelled by way of a reduction of the Company's share capital in accordance with Article 359 of the Polish Commercial Companies Code and Articles 8.1–8.2 of the Company's

Articles of Association. In such a case, the Management Board must place on the agenda of the next General Meeting an item seeking shareholder resolutions to approve (i) the cancellation of the Treasury Shares and (ii) the related reduction of the Company's share capital.

### **Section 3**

- 1.** The Management Board is hereby authorised to take any and all legal or factual steps necessary to give effect to this Resolution, including (without limitation) to:
  - 1.1** determine any matters relating to the purchase of Treasury Shares that are not governed by this Resolution, including the final number of shares, the manner, price and timing of each purchase;
  - 1.2** set the detailed terms and conditions for the buy-back, which shall include determining the wording of the invitation referred to in Section Section 1 above;
  - 1.3** to take any and all legal or factual steps necessary give full effect to this Resolution, including entering into any agreements (in particular with a licensed brokerage firm) and making any declarations required for its execution;
  - 1.4** select the brokerage firm(s) or any third party acting on the Company's behalf to act as intermediary in the purchase of Treasury Shares and agree the terms of their engagement, where applicable;
  - 1.5** suspend or terminate the buy-back prior to the expiry of the authority granted by this Resolution, even if the financial resources allocated for the purpose have not been fully utilised; and
  - 1.6** otherwise deal in the Treasury Shares so acquired, within the limits set out in this Resolution.

### **Section 4**

Pursuant to Articles 396.4–5, 362.2.3 and 348.1 of the Polish Commercial Companies Code, the General Meeting hereby resolves to create a reserve capital for the sole purpose of financing purchases of Treasury Shares, paying the consideration for such shares and covering the associated acquisition costs. To fund this reserve capital, an amount of PLN 320,000,000 (three hundred twenty million zloty) shall be transferred from the Company's statutory reserve funds (that portion of the reserve funds constituted out of distributable profits) into the newly created reserve capital. Thus, the Company's statutory reserve funds shall be reduced accordingly by the amount of the created capital reserve.

### **Section 5**

This Resolution shall come into force upon its adoption.

#### ***Explanatory note***

***to the draft resolution of the Annual General Meeting of Inter Cars S.A. of 10 June 2025 authorising the Management Board of Inter Cars S.A. to acquire the Company's own shares (share buy-back).***

This resolution gives effect to (i) the resolution adopting a long-term incentive programme for the Group's key managers for the 2025–2027 performance cycle, and (ii) the resolution on the establishment of a variable remuneration component for the Inter Cars Group's senior management. It is a prerequisite

for implementing the Incentive Programme and the Variable Remuneration Programme. The draft resolution would confer on the Management Board authority for the Company to purchase fully paid-up own shares, on the terms and within the limits set out in that authority. Specifically, the Management Board would be authorised to buy back shares until 31 December 2028, up to an aggregate amount representing no more than 2.83% of the Company's share capital. The purchase of own shares will be financed from the reserve capital created pursuant to Section 4 of this Resolution, earmarked specifically for the acquisition of own shares. Under the authority, the Management Board will be entitled to conduct the buy-back through one or more invitations issued to all shareholders of the Company, inviting them to tender their shares for sale. At the discretion of the Management Board, the acquisition of own shares may be effected (i) directly by the Company, (ii) through a licensed brokerage firm or a third party acting on the Company's behalf, or (iii) in any other manner permitted by law.

**Item 20 of the agenda:**

“Resolution No. [•]  
of the Annual General Meeting  
of Inter Cars Spółka Akcyjna  
dated 10 June 2025

on the conditional share-capital increase through the issue of Series H shares with the disapplication of pre-emptive rights, the issue of subscription warrants conferring rights to subscribe for Series H shares with pre-emptive rights disapplied, the application for admission of the Series H shares to trading on the regulated market operated by the Warsaw Stock Exchange, and the related consequential amendments to the Articles of Association of the Company

**Section 1**

1. The Annual General Meeting of Inter Cars S.A. of Warsaw (the “**Company**”), acting pursuant to Articles 430, 448 and 453(2) of the Polish Commercial Companies Code and further to its adoption of Resolution No [•] on 10 June 2025 approving a long-term incentive programme for the Group's key managers for the 2025-2027 performance cycle (the “**Incentive Programme**”), hereby conditionally increases the Company's share capital by up to PLN 500,000 (five hundred thousand złoty) through the issue of not more than 250,000 (two hundred fifty thousand) Series H ordinary bearer shares with a nominal value of PLN 2 (two złoty) per share (the “**Series H Shares**” or “**New Shares**”).
2. The purpose of the conditional share-capital increase is to grant subscription rights for the New Shares to the holders of Subscription Warrants (as defined below) to be issued under this Resolution.
3. The right to subscribe for New Shares may be exercised only by the holders of Subscription Warrants, on the terms set out in this Resolution and in the rules of the Incentive Programme to be adopted by resolution of the Management Board of the Company (the “**Management**”).

**Board**") and approved by resolution of the Supervisory Board of the Company (the "**Supervisory Board**").

4. The right to subscribe for the Series H Shares may be exercised within the period specified in the rules of the Programme, but in any event no later than 31 December 2029.
5. The New Shares shall be subscribed for against cash consideration. The issue price of each Series H Share shall equal the arithmetic average of the volume-weighted average price of the Company shares for each trading day in the one-month period immediately preceding the date on which the General Meeting that adopted this Resolution was convened, less 5%.
6. New Shares shall carry the right to dividend for a given financial year on the following terms:
  - 6.1 If the New Shares are first credited to a securities account (or an omnibus account) at any time from the beginning of a financial year up to and including the dividend record date referred to in Article 348(2) of the Polish Commercial Companies Code, they shall participate in any dividend declared in respect of the profits for the financial year immediately preceding the year in which such crediting occurs;
  - 6.2 If the New Shares are first credited after that dividend record date but before the end of the same financial year, they shall participate in any dividend declared in respect of the profits for the financial year in which such crediting occurs.
7. In the interest of the Company, the pre-emptive rights of the existing shareholders in respect of the New Shares are hereby disappplied.
8. The General Meeting approves the opinion of the Management Board setting out the reasons for the disapplication of shareholders' pre-emption rights, attached as Appendix 1 to this Resolution.

## **Section 2**

1. The Company shall apply for the admission to, and listing of, the New Shares on the regulated market (Main List) operated by the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A., the "**WSE**"), provided that the eligibility criteria and conditions set by applicable laws and the WSE regulations are satisfied. Admission of the shares to listing and trading on the WSE regulated market should, in principle, be effected without the preparation or publication of a prospectus, relying on the exemption set out in Article 1(5)(a) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, provided that the conditions for that exemption can be satisfied under the laws in force on the date of admission.
2. The New Shares shall be issued exclusively in book-entry form. Pursuant to Article 5(8) of the Act on trading in financial instruments of 29 July 2005, the Management Board is hereby authorised, on behalf of the Company, to enter into an agreement with Krajowy Depozyt Papierów Wartościowych S.A. ("**KDPW**") for the registration of the New Shares and of the Subscription Warrants referred to in Section 3.1 of this Resolution; and undertake all such

further acts and steps as may be necessary to effect the registration of the New Shares and the Subscription Warrants in the securities depository operated by KDPW.

### Section 3

1. Subject to the registration of the amendments to the Company's Articles of Association referred to in Section 4 of this Resolution and acting pursuant to Article 453(2) of the Polish Commercial Companies Code, the General Meeting hereby authorises the issue of up to 250,000 (two hundred and fifty thousand) registered Series A subscription warrants (the "**Series A Warrants**" or "**Subscription Warrants**"), each entitling the holder to subscribe for one Series H Share, with the statutory pre-emptive rights of the existing shareholders disappplied.
2. Series A Warrants shall be issued on – and their terms shall be governed by – the rules of the Company's Incentive Programme.
3. Series A Subscription Warrants may be offered for subscription solely to persons who are entitled to participate in the Incentive Programme and to take up warrants in accordance with the rules of the Incentive Programme, namely:
  - 3.1 each member of the Management Board who is expressly named in the Programme Admission Resolution adopted by the Supervisory Board, which resolution identifies the Management Board Members eligible to participate in the Programme;
  - 3.2 each individual, other than a Management Board member, who is named in the Programme Admission Resolution adopted by the Management Board, including employees or independent contractors of the Company or of any Group company; and members of the management boards of Group companies; and
  - 3.3 in the event of the death of a Programme Participant, any other person who, in accordance with the Programme Rules, becomes entitled to the rights of the deceased Participant under the Incentive Programme, including the Participant's heirs or legatees.
4. Subscription Warrants shall be issued free of charge.
5. Subscription Warrants shall be issued in book-entry form.
6. Subscription Warrants shall not be transferable. The Subscription Warrants may pass to a Participant's successors on death. The detailed procedure for exercising the rights attached to

any such Subscription Warrants following the death of a Programme Participant will be prescribed in the relevant provisions of the Programme Rules.

7. Each Series A Warrant entitles its holder to subscribe for one Series H Share at the issue price specified in Section 1.5 above.
8. Series A Warrants may be exercised, in accordance with the Programme Rules, only after the expiry of twelve (12) months from the date on which the Verification Resolution is adopted and, in any cases, no later than 31 December 2029.
9. In the interest of the Company, the pre-emptive rights of the existing shareholders in respect of the Subscription Warrants are hereby disapplied.
10. The General Meeting approves the opinion of the Management Board setting out the reasons for the disapplication of shareholders' pre-emption rights, attached as Appendix 1 to this Resolution.

#### **Section 4**

In connection with the conditional increase in the Company's share capital described in this Resolution, Article 6a shall be added to the Articles of Association of the Company, to read as follows:

##### “Article 6a

*1. Pursuant to Resolution No. [•] of the Company's Annual General Meeting of 10 June 2025 on the conditional share-capital increase through the issue of Series H shares with the disapplication of pre-emptive rights, the issue of subscription warrants conferring rights to subscribe for Series H shares with pre-emptive rights disapplied, the application for admission of the Series H shares to trading on the regulated market operated by the Warsaw Stock Exchange, and the related consequential amendments to the Articles of Association of the Company, the Company's share capital was conditionally increased by no more than PLN 500,000 (five hundred thousand zloty) through the issue of no more than 250,000 (two hundred fifty thousand) Series H ordinary bearer shares with a par value of PLN 2 (two zloty) per share (the “**Series H Shares**”).*

2. The purpose of the conditional share capital increase referred to in Section 4.1 is to grant the right to subscribe for Series H Shares to holders of subscription warrants issued by the Company under Resolution No. [•] of the Company's Annual General Meeting of 10 June 2025 on the conditional share-capital increase through the issue of Series H shares with the disapplication of pre-emptive rights, the issue of subscription warrants conferring rights to subscribe for Series H shares with pre-emptive rights disapplied, the application for admission of the Series H shares to trading on the regulated market operated by the Warsaw Stock Exchange, and the related consequential amendments to the Articles of Association of the Company.”

#### **Section 5**

1. The Management Board is authorised to specify, in the Programme Rules, the detailed terms and conditions governing (i) the issue of the Subscription Warrants and (ii) the exercise of the

rights attaching to those Subscription Warrants, such Rules to be approved by resolution of the Supervisory Board.

2. The Supervisory Board is authorised to determine the aggregate number of Series A Warrants that may be offered for subscription under this Resolution.
3. The Management Board and the Supervisory Board are each authorised and instructed to take any and all acts – whether factual or legal – necessary to give full effect to this Resolution.

## **Section 6**

This Resolution shall take effect immediately upon its adoption; provided, however, that the amendment to the Company's Articles of Association concerning the conditional increase of the share capital shall become legally effective only upon its registration – in the wording set out in Section 4 of this Resolution – by the competent registry court.

### *Explanatory note*

*to the draft resolution of the Annual General Meeting of Inter Cars S.A. of 10 June 2025 on the conditional share-capital increase through the issue of Series H shares with the disapplication of pre-emptive rights, the issue of subscription warrants conferring rights to subscribe for Series H shares with pre-emptive rights disappplied, the application for admission of the Series H shares to trading on the regulated market operated by the Warsaw Stock Exchange, and the related consequential amendments to the Articles of Association of the Company*

This resolution gives effect to the resolution adopting a long-term incentive programme for the Group's key managers for the 2025–2027 performance cycle. It is a prerequisite for implementing the Incentive Programme. The draft Resolution provides for the issue of Subscription Warrants and New Shares to the persons, and on the terms, set out in the Programme Rules. The issue of new shares is positioned as an alternative to a share buy-back, which the Management Board could be authorised to carry out under a separate resolution. The terms of the Series A warrants and of the Series H share issue have been structured so that the aggregate number of Series H shares in issue will not exceed 250,000. In addition, the LTIP Rules cap the total number of shares that may be allotted under both the Programme and the Variable Remuneration Programme at 400,000. The issue price of each Series H share offered to Programme Participants will equal the arithmetic average of the volume-weighted average price of the Company shares for each trading day in the one-month period immediately preceding the date on which the General Meeting that adopted this Resolution was convened, less 5%.

### **Item 21 of the agenda:**

“Resolution No. [•]  
of the Annual General Meeting  
of Inter Cars Spółka Akcyjna  
dated 10 June 2025  
to amend the Company's Articles of Association

The Annual General Meeting of Inter Cars S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 430.1 of the Commercial Companies Code (the “**CCC**”) and Art. 16.4.3 of the Company's Articles of Association (the “**Articles of Association**”), hereby resolves as follows:

### Section 1

1. Article 14.2 of the Articles of Association is amended to read as follows:

“9) adoption of the Rules of Procedure for the Supervisory Board, which defines its organisation and manner of operation.”

2. Article 16.4 of the Articles of Association shall be amended by repealing Article 16.9)

#### Section 2

This Resolution shall come into force upon its adoption.”

#### *Explanatory note*

#### *to the draft resolution of the Annual General Meeting of Inter Cars S.A. of 10 June 2025 to amend the Company's Articles of Association*

The draft resolution proposes an amendment to the Articles of Association of Inter Cars S.A. to authorise the Supervisory Board to adopt its own rules of procedure, setting out its organisation and manner of operation. At present, both the adoption of those rules and any subsequent amendments require the approval of the General Meeting by way of resolution. Article 391(3) of the Polish Commercial Companies Code expressly permits a company's articles to empower the supervisory board to adopt such rules itself. Accordingly, the amendment removes the requirement for approval by the General Meeting and empowers the Supervisory Board to adopt, and from time to time amend, its own Rules of Procedure. The change is intended to streamline the Supervisory Board's work and to give it the agility to respond swiftly to developments in the regulatory environment.

#### **Item 22 of the agenda:**

“Resolution No. [•]  
of the Annual General Meeting  
of Inter Cars Spółka Akcyjna  
dated 10 June 2025  
to amend the Company's Articles of Association

The Annual General Meeting of Inter Cars S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 430.1 of the Commercial Companies Code (the “**CCC**”) and Art. 16.4.3 of the Company's Articles of Association (the “**Articles of Association**”), hereby resolves as follows:

#### Section 1

1. Art. 14.2.3 of the Articles of Association is hereby amended to read as follows:

“3) appointment of an audit firm to audit the Company's financial statements and appointment of an audit firm to audit sustainability reports,”.

#### Section 2

This Resolution shall come into force upon its adoption.”

#### *Explanatory note*

#### *to the draft resolution of the Annual General Meeting of Inter Cars S.A. of 10 June 2025 to amend the Company's Articles of Association*

The draft Resolution amends the Articles of Association of Inter Cars S.A. to empower the Supervisory Board to appoint the statutory auditor to perform the assurance engagement on the Company's

sustainability reporting. Under the amendments to the Polish Accounting Act implementing Directive (EU) 2022/2464 of the European Parliament and of the Council – which amends Regulation (EU) No 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU with regard to corporate sustainability reporting – the body that approves an entity’s financial statements will, by default, appoint the statutory auditor to perform both the audit of the financial statements and the assurance engagement on the sustainability report, unless the Articles of Association, any other constitutional document, or binding provisions of law provide otherwise. Currently, the Supervisory Board is already competent to select and appoint an audit firm to audit financial statements. Accordingly, the proposed amendment will ensure that the same body is responsible for appointing the statutory auditor to carry out the audit of the financial statements and the assurance engagement on the sustainability reporting, thereby streamlining and harmonising the appointment process.

**Item 23 of the agenda:**

“Resolution No. [•]  
of the Annual General Meeting  
of Inter Cars Spółka Akcyjna  
dated 10 June 2025

to adopt the consolidated text of the Articles of Association

The Annual General Meeting of Inter Cars S.A. of Warsaw (the “**Company**”), acting pursuant to Art. 430.1 of the Commercial Companies Code (the “**CCC**”), hereby resolves as follows:

Section 1

The following consolidated text of the Company’s Articles of Association is hereby adopted:

**“ARTICLES OF ASSOCIATION**

**I. GENERAL PROVISIONS**

**Article 1**

The Company’s name shall be Inter Cars Spółka Akcyjna.-----

**Article 2**

The Company’s registered office shall be in Warsaw.-----

**Article 3**

- 1. The Company may operate in Poland and abroad. -----
- 2. The Company may form branches, affiliates and establishments in Poland and outside Poland, and join other companies, cooperatives and business organisations. The Company may also acquire and dispose of shares in other companies. -----

**Article 4**

The Company’s duration shall be unlimited.-----

**II. PRINCIPAL BUSINESS**

**Article 5**

The Company’s business shall include:-----

- 1) Wholesale and retail trade of motor vehicles; repair of motor vehicles (PKD 45), -----
- 2) Wholesale trade, except of motor vehicles (PKD 46),-----

- 3) Support activities to agriculture and post-harvest crop activities (PKD 01.6), -----
- 4) Manufacture of paper stationery (PKD 17.23.Z), -----
- 5) Printing and reproduction of recorded media (PKD 18),-----
- 6) Manufacture of basic metals (PKD 24), -----
- 7) Manufacture of machinery and equipment n.e.c. (PKD 28), -----
- 8) Manufacture of motor vehicles, trailers and semi-trailers, except of motorcycles (PKD 29),  
-----
- 9) Manufacture of other transport equipment (PKD 30),-----
- 10) Repair and installation of machinery and equipment (PKD 33),-----
- 11) Waste collection, treatment and disposal activities; raw materials recovery (PKD 38),  
-----
- 12) Retail trade, except of motor vehicles (PKD 47),-----
- 13) Land transport and transport via pipelines (PKD 49),-----
- 14) Warehousing and support activities for transportation (PKD 52), -----
- 15) Publishing activities (PKD 58),-----
- 16) Computer programming, consultancy and related activities (PKD 62),-----
- 17) Information service activities (PKD 63),-----
- 18) Real estate activities (PKD 68), -----
- 19) Activities of head offices; management consultancy (PKD 70), -----
- 20) Architectural and engineering activities; technical testing and analysis (PKD 71), ---
- 21) Scientific research and development (PKD 72), -----
- 22) Advertising and market research (PKD 73),-----
- 23) Other professional, scientific and technical activities (PKD 74), -----
- 24) Rental and leasing activities (PKD 77), -----
- 25) Employment activities (PKD 78), -----
- 26) Travel agency, tour operator reservation service and related activities (PKD 79), ----
- 27) Services to buildings and landscape activities (PKD 81), -----
- 28) Office administrative, office support and other business support activities (PKD 82),
- 29) Other education n.e.c. PKD 85.59.B, -----
- 30) Educational support activities (PKD 85.60.Z),-----
- 31) Repair and maintenance of computers and peripheral equipment (PKD 95.11.Z),----
- 32) Other monetary intermediation (PKD 64.19.Z), -----
- 33) Finance leasing (PKD 64.91.Z), -----
- 34) Other credit granting (PKD 64.92.Z),-----
- 35) Other financial service activities, except insurance and pension funding n.e.c. (PKD 64.99.Z),  
-----

- 36) Other activities auxiliary to financial services, except insurance and pension funding (PKD 66.19.Z),-----
- 37) Risk and damage evaluation (PKD 66.21.Z),-----
- 38) Activities of insurance agents and brokers (PKD 66.22.Z),-----
- 39) Other activities auxiliary to insurance and pension funding (PKD 66.29.Z). -----

If a licence or permit is required under other regulations to launch a business activity, the Company shall obtain the relevant licence or permit prior to commencing such activity, or shall fulfil other statutory requirements specified for that activity. -----

### **III. SHARE CAPITAL**

#### **Article 6**

1. The Company's share capital shall amount to PLN 28,336,200 (twenty-eight million, three hundred and thirty-six thousand, two hundred złoty) and shall be divided into 14,168,100 (fourteen million, one hundred and sixty-eight thousand, one hundred) ordinary bearer shares with a par value of PLN 2 (two złoty) per share, including:-----

- 1) 200,000 (two hundred thousand) Series A ordinary bearer shares,-----
- 2) 7,695,600 (seven million, six hundred and ninety-five thousand, six hundred) Series B ordinary bearer shares, -----
- 3) 104,400 (one hundred and four thousand, four hundred) Series C ordinary bearer shares,
- 4) 2,153,850 (two million, one hundred and fifty-three thousand, eight hundred and fifty) Series D ordinary bearer shares, -----
- 5) 1,667,250 (one million, six hundred and sixty-seven thousand, two hundred and fifty) Series E ordinary bearer shares, -----
- 6) 1,875,000 (one million, eight hundred and seventy-five thousand) Series G ordinary bearer shares,-----
- 7) 157,333 (one hundred and fifty-seven thousand, three hundred and thirty-three) Series F1 ordinary bearer shares, -----
- 8) 157,333 (one hundred and fifty-seven thousand, three hundred and thirty-three) Series F2 ordinary bearer shares, -----
- 9) 157,334 (one hundred and fifty-seven thousand, three hundred and thirty-four) Series F3 ordinary bearer shares. -----

2. Bearer shares may not be converted into registered shares.-----

#### **Article 6a**

1. Pursuant to Resolution No. [•] of the Company's Annual General Meeting of 10 June 2025 on the conditional share-capital increase through the issue of Series H shares with the disapplication of pre-emptive rights, the issue of subscription warrants conferring rights to subscribe for Series H shares with pre-emptive rights disapplied, the application for admission of the Series H shares to trading on the regulated market operated by the Warsaw Stock Exchange, and the related consequential amendments

to the Articles of Association of the Company, the Company's share capital was conditionally increased by no more than PLN 500,000 (five hundred thousand zloty) through the issue of no more than 250,000 (two hundred fifty thousand) Series H ordinary bearer shares with a par value of PLN 2 (two zloty) per share (the "Series H Shares").

2. The purpose of the conditional share capital increase referred to in Section 4.1 is to grant the right to subscribe for Series H Shares to holders of subscription warrants issued by the Company under Resolution No. [•] of the Company's Annual General Meeting of 10 June 2025 on the conditional share-capital increase through the issue of Series H shares with the disapplication of pre-emptive rights, the issue of subscription warrants conferring rights to subscribe for Series H shares with pre-emptive rights disappplied, the application for admission of the Series H shares to trading on the regulated market operated by the Warsaw Stock Exchange, and the related consequential amendments to the Articles of Association of the Company.

**Article 7**

All Shareholders shall have the pre-emptive rights to acquire new shares in proportion to the number of Company shares held, unless the General Meeting waives the Shareholders' pre-emptive rights in whole or in part. -----

**Article 8**

- 1. Shares may be retired by way of reducing the share capital. -----
- 2. The manner and terms of retirement of shares shall be specified in each case by a resolution of the General Meeting. -----

**Article 9**

- The Company's founders are:-----
- 1. Krzysztof Teofil Oleksowicz,-----
  - 2. Piotr Tadeusz Oleksowicz, -----
  - 3. Andrzej Aleksander Oliszewski. -----

**IV. GOVERNING BODIES**

**Article 10**

- The Company's governing bodies are: -----
- 1. The Management Board, -----
  - 2. The Supervisory Board,-----
  - 3. The General Meeting. -----

**A. MANAGEMENT BOARD**

**Article 11**

1. The Management Board shall be composed of three to nine members appointed and removed from office by way of a resolution of the Supervisory Board. The number of members of the Management Board shall be set by the Supervisory Board. -----

2. The term of office of the Management Board shall be 4 (four) years. Members of the Management Board shall be appointed for a joint term of office. -----

3. The Management Board shall manage the Company and represent it in and out of court. -----

4. Any matters not reserved for the General Meeting or the Supervisory Board under these Articles of Association or applicable laws shall fall within the remit of the Management Board. -----

5. The Management Board shall manage the Company’s assets and rights to a standard of care required in commercial activity and in strict compliance with applicable laws. -----

6. Resolutions of the Management Board shall be passed by an absolute majority of votes cast with a quorum of at least half of the Management Board members. The scope of rights and obligations of the Management Board and the manner of its work shall be defined by the Rules of Procedure for the Management Board. The Rules of Procedure for the Management Board shall be adopted by the Management Board and approved by the Supervisory Board.-----

7. Subject to the provisions of these Articles of Association and the Rules of Procedure for the Management Board, any matters which do not fall outside the ordinary course of the Company’s business shall not require a resolution of the Management Board. However, if before settling any matter referred to above a member of the Management Board raises an objection, a resolution of the Management Board shall be required to approve the matter.-----

8. Members of the Management Board may participate in passing Management Board resolutions by casting their votes in writing through another member of the Management Board. Votes shall not be cast in writing with respect to any matters placed on the agenda during a meeting of the Management Board.

9. Resolutions of the Management Board may also be passed in writing or with the use of means of remote communication.-----

10. The terms of remuneration for members of the Management Board shall be defined by the Supervisory Board. -----

11. The disclosure obligations applicable to the Management Board, referred to in Article 380<sup>1</sup> of the Commercial Companies Code, shall be performed in such a way that the Management Board shall have the duty to provide the Supervisory Board with the information referred to in: -----

a) Article 380<sup>1</sup>.1.1-3 of the Commercial Companies Code – provided that the Supervisory Board notifies the Management Board of the Supervisory Board meeting and the scope of information to be presented by the Management Board at such meeting no later than 14 days prior to the meeting; -----

b) Article 380<sup>1</sup>.1.4-5 of the Commercial Companies Code – electronically or in writing, provided that the Supervisory Board requests the Management Board to provide such information; in such a case, the Supervisory Board’s request should specify the required information and the deadline for submitting the response, which must not be shorter than 14 days. -----

## **B. SUPERVISORY BOARD**

### **Article 12.**

1. The Supervisory Board shall be composed of five to thirteen members appointed by the General Meeting. The General Meeting shall appoint the Chair of the Supervisory Board. From among the remaining Supervisory Board members, the Supervisory Board shall appoint the Deputy Chair.

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2. The number of Supervisory Board members shall be determined by the General Meeting. In the event of block voting, the Supervisory Board shall be composed of thirteen members. -----

3. The term of office the Supervisory Board shall be 5 (five) years. All members of the Supervisory Board shall be appointed for a joint term of office. -----

4. Members of the Supervisory Board may be reappointed for subsequent terms. -----

### **Article 13**

1. Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes with a quorum of at least half of the members of the Supervisory Board. Resolutions of the Supervisory Board shall only be valid if all members of the Supervisory Board have been invited to the meeting.

2. Meetings of the Supervisory Board shall be held at least once a quarter. Meetings shall be convened by means of an invitation specifying the time and date, venue and proposed agenda for the meeting, as well as the use of means of remote communication at the meeting. The invitation shall be delivered to all members of the Supervisory Board at least 7 (seven) days prior to the date of the meeting. Meetings of the Supervisory Board shall be convened by the Chair of the Supervisory Board on his or her own initiative or upon request of the Management Board or a member of the Supervisory Board.

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3. Resolutions of the Supervisory Board may be voted on by written ballot or using means of remote communication. A resolution shall be valid if all Supervisory Board members have been notified of the contents of the draft resolution and at least half of the Supervisory Board members participated in voting on the resolution. -----

4. A resolution of the Supervisory Board on suspending a member of the Management Board from duties for a good reason and a resolution on delegating a member of the Supervisory Board to temporarily perform the duties of a member of the Management Board shall be adopted by a majority of 4/5 (four fifths) of the votes cast with a quorum at least 4/5 (four fifths) of the members of the Supervisory Board. -----

### **Article 14**

1. The Supervisory Board shall exercise supervision over the Company's activities in the manner stipulated by the Commercial Companies Code, the Articles of Association, and the Rules of Procedure for the Supervisory Board, adopted by the General Meeting. -----

2. The remit of the Supervisory Board shall include in particular:-----
  - 1) assessment of the Company's financial statements, -----
  - 2) assessment of the Directors' Report on the Company's operations and the Management Board's proposals on the distribution of profit or coverage of loss, as well as preparation and submission to the General Meeting of a written annual report of the Supervisory Board for the previous financial year,-----
  - 3) appointment of an audit firm to audit the Company's financial statements and appointment of an audit firm to audit sustainability reports,-----
  - 4) appointment and removal from office of members of the Management Board,-----
  - 5) appointment from among members of the Management Board of the President of the Management Board, and optionally a Vice President of the Management Board, ----
  - 6) execution of contracts with members of the Management Board,-----
  - 7) determination of the terms of remuneration for members of the Management Board, -  
-----
  - 8) consent for disposal or acquisition of property, perpetual usufruct right or an interest in property,  
-----
  - 9) adoption of the Rules of Procedure for the Supervisory Board, which defines its organisation and manner of operation. -----

**Article 15.**

Members of the Supervisory Board may receive remuneration for serving on the Board. The remuneration for individual members of the Supervisory Board shall be set by the General Meeting.

**C. GENERAL MEETING**

**Article 16**

1. The General Meeting is the supreme governing body of the Company. -----
2. The General Meeting shall act on the basis of the Commercial Companies Code and Rules of Procedure adopted by the General Meeting.-----
3. The scope of the General Meeting's powers shall cover matters specified in the Commercial Companies Code, excluding matters which these Articles of Association reserve for other bodies of the Company. -----
4. The following matters shall require a resolution of the General Meeting:-----
  - 1) increase or reduction of the Company's share capital; creation, increase and use of other funds, accounts and reserves,-----
  - 2) issue of convertible bonds or bonds with pre-emptive rights, -----
  - 3) amendments to these Articles of Association, -----
  - 4) retirement of shares,-----
  - 5) disposal of the Company's business or its organised part, -----

- 6) liquidation, division, merger, dissolution, and transformation of the Company, -----
- 7) distribution of profit, coverage of loss, and establishment of capital reserves, -----
- 8) appointment and removal from office of members of the Supervisory Board, -----
- 9) (repealed), -----
- 10) determination of the terms of remuneration for members of the Supervisory Board, including amounts of remuneration for Supervisory Board members delegated to individually perform certain supervisory functions on a permanent basis, -----
- 11) granting an approval to dispose of or encumber the business or an organised part of the business of Inter Cars Marketing Services Sp. z o.o., granting an approval to dispose of or encumber the industrial property rights or trade and industry marks of Inter Cars Marketing Services Sp. z o.o., granting an approval to any change in the share capital of Inter Cars Marketing Services Sp. z o.o., and granting an approval to dispose of or encumber shares in Inter Cars Marketing Services Sp. z o.o. -----

5. Acquisition or disposal of property, a usufruct right or interest in real property shall not require a consent of the General Meeting. -----

**Article 17**

A General Meeting shall be convened by the Management Board or – in the circumstances and in the manner specified in the Commercial Companies Code – by other entities. A General Meeting may be held in the Company’s registered office, or in Cząstków Mazowiecki (Czosnów municipality, Province of Warsaw), or in Kajetany (Nadarzyn municipality, Province of Warsaw).-----

**Article 18**

Unless the Commercial Companies Code or these Articles of Association stipulate stricter terms, resolutions of the General Meeting shall be passed by an absolute majority of the votes cast.

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**Article 18a**

1. The voting rights of shareholders holding over 33% (thirty-three per cent) of total voting rights at the Company shall be limited so that none of these shareholders can exercise at a General Meeting more than 33% (thirty-three per cent) of total voting rights existing at the Company as at the General Meeting date. The above limitation shall not apply for the purpose of determining the obligations of buyers of major holdings of shares, as provided for in the Act on public offering, conditions governing the introduction of financial instruments to organised trading, and public companies of 29 July 2005 (the “Public Offering Act”). -----

2. For the purposes of the voting cap pursuant to Article 18a.1, the voting rights of shareholders linked by a parent-subsidary relationship shall be aggregated as specified below.-----

3. A shareholder within the meaning of item 1 is any person and its parent or subsidiary which is entitled, directly or indirectly, to vote at the General Meeting under any legal title; This shall also include persons who do not hold any Company shares, in particular usufructuaries, pledgees, or persons entitled

under the Act on Trading in Financial Instruments, dated 29 July 2005, as well as persons entitled to participate in the General Meeting despite having disposed of their shareholdings after the record date.

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4. For the purposes of this section, a parent or a subsidiary shall be any person who: ----
- a. meets the relevant criteria set forth in Article 4.1.4 of the Commercial Companies Code; or
  - 
  - b. is a parent, a subsidiary, or both a parent and a subsidiary, within the meaning of the Act on Competition and Consumer Protection of 16 February 2007; or-----
  - c. is a parent, a higher-tier parent, a subsidiary, a lower-tier subsidiary, a jointly-controlled entity or both a parent (including a higher-tier parent) and a subsidiary (including a lower-tier subsidiary and a jointly-controlled entity) within the meaning of the Accounting Act of 29 September 1994; or-----
  - d. exerts (in the case of a parent) or is subject to (in the case of a subsidiary) decisive influence within the meaning of the Act on the Transparency of Financial Relations between State Authorities and State-Controlled Enterprises, and on Financial Transparency of certain Enterprises, dated 22 September 2006; or -----
  - e. whose voting rights conferred by Company shares, held directly or indirectly, are aggregated with the voting rights of other person or persons pursuant to the Act on Public Offering in connection with the holding, disposal or acquisition of major holdings of Company shares.
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5. Shareholders whose voting rights are aggregated or reduced in accordance with the rules specified in Article 18a.2–6 shall be jointly referred to as a “Shareholder Grouping”. The aggregation of voting rights shall consist in adding up all voting rights held by individual shareholders comprising a Shareholder Grouping. The reduction of voting rights shall consist in decreasing the total number of voting rights held at the General Meeting by shareholders comprising a Shareholder Grouping. The reduction of voting rights shall be made as follows: -----

- a. for each shareholder in the Shareholder Grouping the percentage of voting rights held by that shareholder in the aggregated number of voting rights of the entire Shareholder Grouping is calculated;-----
- b. the number of voting rights equivalent to 33% (thirty-three per cent) of total voting rights existing at the Company as at the General Meeting date is calculated;-----
- c. for each shareholder their percentage of total voting rights specified in Art. 18a.6a) is multiplied by the number of voting rights specified in Art. 18a.6b); -----
- d. the number of voting rights for each shareholder in the Shareholder Grouping after the said reduction is the result obtained pursuant to Art. 18a.6c) rounded up to one voting right;
- 
- e. the voting cap shall also apply to shareholders absent from the General Meeting.-----

6. In order to determine the basis for aggregation or reduction of voting rights, each of the Company's shareholders, the Management Board, the Supervisory Board, and individual members of these bodies, as well as the Chair of the General Meeting, may request that a Company shareholder who recorded its participation in the General Meeting disclose whether it is a parent or a subsidiary of any other Company shareholder within the meaning of Article 18a.4.-----

7. When in doubt, the provisions on the voting cap shall be interpreted in accordance with Article 65.2 of the Civil Code.-----

8. The voting cap referred to in this Article 18a shall expire if one of the shareholders acquires (in its own name and for its own account) and registers for the General Meeting shares conferring over 50% (fifty per cent) of total voting rights at the Company out of which all the shares whose number results in exceeding 33% (thirty-three per cent) of total voting rights at the Company and all the shares above this threshold are acquired by that shareholder through a tender offer concerning all shares in the Company, announced in accordance with the Public Offering Act.-----

**V. MANAGEMENT OF THE COMPANY'S BUSINESS**

**Article 19**

1. The Company shall create statutory reserve funds in accordance with the Commercial Companies Code, and other capitals (funds) required by law. Pursuant to a resolution of the General Meeting, the Company may also create other capital reserves (funds).-----

2. The amount of contributions to these funds, as well as the manner of their use and release, shall be determined by the General Meeting.-----

**Article 20**

The Company's financial year shall be the calendar year.-----

**Article 21**

The General Meeting may allocate the Company's net profit to:-----

- 1) statutory reserve funds,-----
- 2) dividends,-----
- 3) other capital reserves (funds) or special accounts established at the Company,-----
- 4) other purposes specified by a resolution of the General Meeting.-----

**Article 22**

The Company's Management Board shall sign a contract with an auditor of financial statements designated by the Supervisory Board.-----

**Article 23.**

1. The Company shall publish all its announcements required by law in the official gazette Monitor Sądowy i Gospodarczy.-----

2. Any matters not provided for in these Articles of Association shall be governed by applicable provisions of the Commercial Companies Code."-----

## Section 2

This Resolution shall come into force upon its adoption.”

### *Explanatory note*

#### *to the draft resolution of the Annual General Meeting of Inter Cars S.A. of 10 June 2025 on the adoption of the consolidated text of the Company's Articles of Association*

The resolution is passed following the adoption of Resolution No. [•] of the Annual General Meeting of Inter Cars S.A. of 10 June 2025 on the conditional share-capital increase through the issue of Series H shares with the disapplication of pre-emptive rights, the issue of subscription warrants conferring rights to subscribe for Series H shares with pre-emptive rights disappplied, the application for admission of the Series H shares to trading on the regulated market operated by the Warsaw Stock Exchange, and the related consequential amendments to the Articles of Association of the Company; Resolution No. [•] of the Annual General Meeting of Inter Cars S.A. of 10 June 2025 to amend the Company's Articles of Association; and Resolution No. [•] of the Annual General Meeting of Inter Cars S.A. of 10 June 2025 to amend the Company's Articles of Association.