

## POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

29

/

2025

Date: 10 September 2025

Abbreviated issuer name:  
INTERCARS

Subject:

Invitation to tender shares of Inter Cars S.A.

Legal basis:

Article 17(1) of MAR – Inside information

Text of the report:

Acting pursuant to the authorisation granted by Resolution No. 33 of the Annual General Meeting of 10 June 2025 authorising the Management Board of Inter Cars S.A. (the “Company”) to acquire the Company’s own shares, the Company’s Management Board announces that on 15 September 2025 it resolved to launch a share buyback by way of an invitation to tender Company shares for sale (the “Invitation”) on the following terms:

1. The Invitation covers up to 150,000 (one hundred and fifty thousand) ordinary bearer shares in book-entry form, with a par value of PLN 2.00 per share, issued by the Company and registered with the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.) under ISIN code PLINTCS00010, representing up to 1.06% of the Company’s share capital and conferring up to 1.06% of total voting rights in the Company (the “Shares”).
2. The Invitation is not a tender offer or exchange offer for shares, as referred to in Article 72a et seq. of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (“Act on Public Offering”), or Article 91.5 of the Act on Public Offering, or an offer as defined in Article 66 of the Civil Code of 23 April 1964.
3. The proposed purchase price for the Shares is PLN 575.00 (five hundred and seventy-five złoty) per Share.
4. Schedule of the share buyback based on the Invitation:
  - a. publication date of the Invitation: 15 September 2025
  - b. opening of the period set for accepting tenders of shares: 16 September 2025
  - c. closing of the period set for accepting tenders of shares: 23 September 2025
  - d. expected date of Share transfer and transaction settlement: 26 September 2025
5. Trigon Dom Maklerski S.A. (the “Brokerage House”) will act as an intermediary in the execution and settlement of the share buyback based on the Invitation.
6. The Company reserves the right, at its sole discretion and in whatever case, to cancel the Invitation and abandon the share buyback at any time, including in particular the right not to purchase Shares tendered in response to the Invitation.

The full text of the Invitation is attached to this current report and will be available on the Company's website at <https://inwestor.intercars.com/>

During the period set for accepting tenders of shares, it will also be available at the Brokerage House's client service offices and on its website at [www.trigon.pl](http://www.trigon.pl).

Legal basis:

Article 17(1) of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC – inside information.

#### Appendices

File	Description
RB_29_ZAŁĄCZNIK_Zaproszenie do składania ofert sprzedaży akcji Inter Cars S.A.	

INTER CARS S.A.	(full issuer name)
INTERCARS	Trade
(abbreviated issuer name)	(sector according to the WSE)
02-903	Warsaw, Poland
(postal code)	(city/town)
Powsińska	64
(street)	(number)
714-19-16	714-19-18
(phone)	(fax)
bzarzadu@intercars.com.pl	inwestor.intercars.com
(email)	(www)
118-14-52-946	014992887
(TAX IDENTIFICATION NUMBER – NIP)	(INDUSTRY IDENTIFICATION NUMBER – REGON)

#### SIGNATURES OF AUTHORISED REPRESENTATIVES

Date	Full name	Position	Signature
15 September 2025	Krzysztof Soszyński	Vice President of the Management Board	
15 September 2025	Piotr Zamora	Member of the Management Board	

**Appendix to Current Report No. 29/2025**

*This invitation to tender shares for sale (the “**Invitation**”) is not a tender offer or exchange offer for shares, as referred to in Article 72a et seq. of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (the “**Act on Public Offering**”), or Article 91.5 of the Act on Public Offering. In particular, the provisions of Articles 77–79f of the Act on Public Offering do not apply to this Invitation, nor do the provisions of the Regulation of the Minister of Finance on the Forms of Tender Offers for Sale or Exchange of Shares in a Public Company, Manner and Procedure for Submitting and Accepting Subscriptions in Response to Such Tender Offer and Permissible Types of Security, dated 23 May 2022 (the “**Tender Offer Regulation**”). This Invitation is not an offer as defined in Article 66 of the Polish Civil Code of 23 April 1964 (the “**Civil Code**”), nor does it constitute an offer to purchase or solicit the sale of any securities, in particular in any state where the making of such an offer or soliciting the sale of securities would be unlawful or would require any authorisations, notifications or registration.*

*This Invitation should not be deemed investment, legal, or tax advice. In any matters related to this Invitation, the shareholders to whom it is addressed should seek advice from their own investment, legal, or tax advisors, at their own discretion. Any shareholder responding to this Invitation assumes full responsibility for the legal, financial, or tax consequences of their investment decisions. This Invitation does not require approval by or submission to the Polish Financial Supervision Authority (KNF) or any other public administration authority.*

*The share buyback based on this Invitation will be carried out exclusively in the territory of the Republic of Poland. This Invitation may not be deemed a basis for carrying out the actions specified herein outside the Republic of Poland.*

*Shareholders considering the sale of shares based on this Invitation are advised to carefully review the full text of this Invitation as well as publicly available information about the Company and its shares, in particular the Company’s current and periodic reports. They should also thoroughly analyse and assess the information presented in this Invitation and other publicly available materials, and base any decision to sell their shares on whatever analysis they deem appropriate.*



## INVITATION TO TENDER SHARES OF INTER CARS S.A.

*(joint-stock company with its registered office at ul. Powińska 64, 02-903 Warsaw, Poland,  
entered in the Business Register of the National Court Register under entry No.  
0000008734)*

This Invitation to tender shares of Inter Cars S.A. of Warsaw, with its registered office at ul. Powińska 64, 02-903 Warsaw (the “**Company**”), was published on 15 September 2025 in connection with the Company’s share buyback, to be carried out under Resolution No. 33 of the Company’s Annual General Meeting of 10 June 2025, authorising the Management Board of Inter Cars S.A. to acquire the Company’s own shares (the “**Authorising Resolution**”).

### 1. Buyback Shares

This Invitation covers up to 150,000 (one hundred and fifty thousand) ordinary bearer shares in book-entry form, with a par value of PLN 2.00 per share, issued by the Company and registered with the Central Securities Depository of Poland (the “**CSDP**”) under ISIN code PLINTCS00010, representing up to 1.06% of the Company’s share capital and conferring up to 1.06% of total voting rights in the Company (each separately referred to as a “**Buyback Share**” and all jointly referred to as the “**Buyback Shares**”).

Each Buyback Share carries one vote in the Company. The Buyback Shares are listed on the main market of the Warsaw Stock Exchange (the “**WSE**”).

### 2. Entity issuing the Invitation and acquiring Buyback Shares

This Invitation to tender Shares is being made by the Company.

The Company will also be the purchaser of any shares tendered in response to this Invitation. As at the date of this Invitation, the Company holds no treasury shares.

### 3. Purchase Price

The proposed purchase price for the Buyback Shares is PLN 575.00 (five hundred and seventy-five złoty) per Buyback Share (the “**Purchase Price**”). The Purchase Price falls within the range specified in the Authorising Resolution.

The Company reserves the right to change the Purchase Price within the limits specified in the Authorising Resolution. Any change to the Purchase Price will be announced to the public by way of a current report and published on the Brokerage House’s website ([www.trigon.pl](http://www.trigon.pl)).

#### **4. Entity acting as an intermediary in the execution and settlement of the share buyback based on the Invitation**

The following entity will act as an intermediary in the execution and settlement of the share buyback based on this Invitation:

**Trigon Dom Maklerski S.A.**  
ul. Mogilska 65  
31-545 Kraków, Poland  
Tel: +48 22 330 11 11  
Fax: +48 22 330 11 12 [www.trigon.pl](http://www.trigon.pl)  
(the “**Brokerage House**”)

#### **5. Schedule of the share buyback based on the Invitation**

Publication date of the Invitation:	15 September 2025
Opening of the period set for accepting Tenders of Shares:	16 September 2025
Closing of the period set for accepting Tenders of Shares:	23 September 2025
Expected date of transfer of ownership of the Buyback Shares repurchased outside the regulated market and settlement of the transaction via the CSDP:	26 September 2025

The Company reserves the right to cancel this Invitation at any time, including after the opening of the period set for accepting Tenders of Shares, and to amend any pending dates related to this Invitation, including by extending the acceptance period. Should this Invitation be cancelled or any of its dates amended, the relevant information will be announced to the public by way of a current report and published on the Brokerage House’s website ([www.trigon.pl](http://www.trigon.pl)).

#### **6. Persons eligible to submit Tenders of Shares in response to the Invitation**

All Shareholders are eligible to tender their Shares for sale in response to this Invitation, meaning entities who have Shares recorded in their securities accounts or for whom Shares are recorded in omnibus accounts at the time of the tender acceptance.

Shares tendered in response to this Invitation must be free of any Encumbrance.

## **7. Procedure for submitting Tenders of Shares**

Shareholders are advised that, prior to submitting a Tender of Shares, they should acquaint themselves with the procedures and regulations applied by the banks or investment firms maintaining the securities accounts in which their Shares are recorded, with respect to the issuance of certificates of Share ownership and to blocking and unblocking of Shares, in particular the rules and deadlines applied by the relevant investment firm or bank, as well as the fees charged by them for performing such actions.

On the first day of the period set for accepting Tenders of Shares, the Brokerage House will open a register in which Tenders of Shares submitted by Shareholders in response to this Invitation will be recorded during that period.

Shareholders wishing to tender their Shares for sale should deliver their Tenders of Shares to the entity maintaining the securities account in which the Buyback Shares are recorded, together with an instruction to block the Buyback Shares, with a validity period through and including the settlement date of the transaction executed based on this Invitation. The Tender of Shares together with the blocking instruction for the Buyback Shares should be submitted on the form provided to the entities maintaining the securities accounts by the Brokerage House. In particular, a Shareholder holding Buyback Shares should contact the entity maintaining their securities account to confirm the procedure to be followed in accepting Tenders of Shares, the relevant time limits, and the places at which that entity will accept such tenders.

If Buyback Shares are recorded in an account maintained by a custodian bank or in an omnibus account maintained by a custodian bank, the Shareholder should submit the Tender of Shares together with an instruction to block the Buyback Shares, with a validity period through and including the settlement date of the transaction executed based on this Invitation, to the entity with which the Shareholder has entered into an agreement on the reception and transmission of orders.

The entity referred to above will forward the blocking instruction to the custodian bank maintaining the securities account or the omnibus account, and the custodian bank will then confirm to the entity with which the Shareholder has entered into the agreement on the reception and transmission of orders that the Shares have been duly blocked in the securities account or the omnibus account.

A Tender of Shares so submitted must be unconditional and irrevocable. A Tender of Shares may not be subject to any conditions reserved by the tendering Shareholder and will be binding on that Shareholder until the Tender of Shares has been settled or until this Invitation is withdrawn. Any consequences, including the Tender of Shares being deemed invalid, resulting from improper preparation or submission of the Tender of Shares will be borne by the tendering

Shareholder. Transactions to purchase Company shares tendered for sale will only be effective if the relevant Tender of Shares meets the conditions set out in this Invitation. Neither the Brokerage House nor the Company will be liable to a Shareholder submitting a Tender of Shares for any loss suffered by that Shareholder should the entity maintaining the Shareholder's securities account fail to notify the Brokerage House of the Tender of Shares submitted by the Shareholder.

A complete set of forms necessary for Shareholders to tender their Shares for sale has been sent to the entities maintaining their securities accounts – participants of the CSDP.

Entities maintaining Shareholders' securities accounts in which the Buyback Shares are recorded may charge commissions or fees for the transfer of Company shares sold to the Company and for other actions they may perform in connection with the sale of Shares to the Company, in accordance with the rules and procedures applicable at the relevant entity and the provisions of the service agreement concluded between that entity and the relevant Shareholder. Each Shareholder intending to submit a Tender of Shares should contact the entity maintaining their securities account to find out about any fees or commissions charged for performing the actions referred to in this Invitation. Each Shareholder will bear the related costs on their own.

## **8. Withdrawal of the Invitation**

Up to and including the settlement date of the transaction executed based on this Invitation, the Company reserves the right, at its sole discretion and in whatever case, to cancel the Invitation and abandon the share buyback at any time, and in particular the right not to purchase Shares tendered in response to this Invitation, including before the Opening Date, after the Opening Date, and after the Closing Date, e.g. not to accept in whole or in part any Tenders of Shares submitted by Shareholders, especially if a material adverse change has occurred.

Should this Invitation be cancelled, the relevant information will be announced to the public in the same manner in which this Invitation was made public, and will also be published on the Brokerage House's website ([www.trigon.pl](http://www.trigon.pl)).

If this Invitation is cancelled, neither the Company nor the Brokerage House will be liable for reimbursing any costs incurred by Shareholders, their attorneys-in-fact or statutory representatives in connection with submitting a Tender of Shares or performing other necessary actions to tender their Shares for sale, nor will they be liable for paying any damages on that account.

## **9. Purchase of Buyback Shares from Shareholders and rules of reduction**

The Company will accept Tenders of Shares submitted within the period set for their acceptance, in accordance with this Invitation. In particular, the Company reserves the right, at its sole discretion, to accept Tenders of Shares during their relevant validity periods.

Only Tenders of Shares submitted in accordance with the conditions set out in this Invitation will be accepted. In particular, Tenders of Shares submitted on incorrectly or incompletely filled-in tender forms will not be accepted.

The Company may, at its sole discretion, determine the final number of Company shares to be purchased based on this Invitation and the final number of Company shares to be purchased from individual Shareholders.

The Company may, at its sole discretion, decide not to purchase any Company shares from a particular Shareholder or not to purchase any shares based on this Invitation, e.g. not to accept in whole or in part the Tenders of Shares submitted by a Shareholder.

As a result of the acquisition of Buyback Shares, the Company will hold no more than 150,000 (one hundred and fifty thousand) Shares, representing up to 1.06% of the Company's share capital.

If the Tenders of Shares received by the Company cover a greater number of Shares than it is authorised to acquire, the Company will proportionally reduce the number of Shares to be purchased from each Shareholder who has tendered their Shares for sale.

No fractional parts of Shares will be purchased based on this Invitation.

## **10. Payment of the Purchase Price and settlement costs**

The Purchase Price for Buyback Shares will be paid by the Company on the terms set out in this Invitation.

Payment of the Purchase Price for Shares acquired by the Company based on this Invitation will be made through the CSDP settlement system, on the basis of delivery-versus-payment settlement instructions issued by the Brokerage House on behalf of the Company and by the entities maintaining the Shareholders' securities accounts. An amount equal to the product of the number of Shares sold by a Shareholder to the Company and the Purchase Price will be transferred to that Shareholder's cash or bank account linked to the securities account in which the Shares were recorded and from which they were transferred to the Company. This amount may be reduced by the commission due (if any such commission is charged by the brokerage firm issuing the settlement instruction, in accordance with that firm's fee schedule).

The Brokerage House will charge a commission for the performance of actions related to the Tenders of Shares from the tendering Shareholders whose securities accounts are maintained by the Brokerage House. Such commission will be charged at the rate applicable to transactions in shares effected for a given Shareholder in accordance with the Brokerage House's fee schedule. The amount of the commission referred to in the preceding sentence will be deducted from the cash proceeds of the sale of the Buyback Shares.

From Shareholders who are institutional clients submitting a Tender of Shares through the Brokerage House, the Brokerage House will charge a commission equal to 0.1% of the transaction value, except for those clients who have negotiated a different commission rate with the Brokerage House.

## **11. Purpose of acquiring the Buyback Shares based on the Invitation**

The Buyback Shares may be allocated for offering to (i) persons eligible under the Incentive Programme; and (ii) persons eligible under the Variable Remuneration Component Scheme.

Any Buyback Shares that have not been allocated under the Incentive Programme or the Variable Remuneration Component Scheme will be earmarked for cancellation.

## **12. Legal nature of the Invitation**

This Invitation is not a tender offer or exchange offer for shares, as referred to in Article 72a et seq. of the Act on Public Offering, or in Article 91.5 of the Act. In particular, Articles 77–79f of the Act on Public Offering do not apply to this Invitation, nor do the provisions of the Tender Offer Regulation.

Furthermore, this Invitation does not constitute an offer as defined in Article 66 of the Civil Code.

This Invitation does not constitute an offer to purchase or solicit the sale of any securities, in particular in any state where the making of such an offer or soliciting the sale of securities would be unlawful or would, under applicable law, require any authorisations, notifications or registration.

The share buyback based on this Invitation will be carried out exclusively in the territory of the Republic of Poland. This Invitation may not be deemed a basis for carrying out the actions specified herein outside the Republic of Poland.

Shareholders considering the sale of shares in response to this Invitation are advised to carefully review the full text of this Invitation as well as publicly available information about the

Company and its shares, in particular the Company's current and periodic reports. They should also thoroughly analyse and assess the information presented in this Invitation and other publicly available materials, and base any decision to sell their shares on whatever analysis they deem appropriate.

This document should not be deemed to constitute investment, legal, or tax advice. In any matters related to this Invitation, Shareholders should seek advice from their own investment, legal, or tax advisors, at their own discretion. Any Shareholder responding to this Invitation assumes full responsibility for the legal, financial, or tax consequences of their investment decisions.

This Invitation does not require approval by or submission to the Polish Financial Supervision Authority (KNF) or any other public administration authority.

During the period set for accepting Tenders of Shares, the text of this Invitation will be available at the Brokerage House's client service offices and on its website at [www.trigon.pl](http://www.trigon.pl).

Any additional information on the procedure to be followed in accepting Tenders of Shares submitted in response to this Invitation may be obtained at the Brokerage House's client service offices, in person or by telephone at +48 801 292 292 and +48 12 629 22 92.

### 13. Definitions and abbreviations used in the Invitation

<b>Shares</b>	ordinary bearer shares in book-entry form, with a par value of PLN 2 per share, issued by the Company and registered under ISIN code PLINTCS00010.
<b>Buyback Shares</b>	up to 150,000 (one hundred and fifty thousand) Shares.
<b>Shareholder</b>	each shareholder of the Company.
<b>Purchase Price</b>	price at which Buyback Shares are proposed to be acquired, i.e. PLN 575.00 (five hundred and seventy-five złoty) per Buyback Share.
<b>Brokerage House</b>	Trigon Dom Maklerski S.A. with its registered office at ul. Mogilska 65, 31-545 Kraków, Poland.
<b>WSE</b>	Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.).
<b>CSDP</b>	Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.).
<b>Civil Code</b>	Polish Civil Code of 23 April 1964.

<b>Encumbrance</b>	any ordinary, treasury, registered or financial pledge, seizure through enforcement proceedings, option, right of pre-emption, right of first refusal, or any other like right, charge or restriction created for the benefit of third parties involving property or obligation (including under the articles of association).
<b>Tender of Shares</b>	offer to sell Shares submitted by a Shareholder in response to this Invitation.
<b>Incentive Programme</b>	incentive programme adopted by Inter Cars S.A. pursuant to Resolution No. 31 of the Annual General Meeting of 10 June 2025 on the adoption of an incentive programme for the Group's key managers for the 2025–2027 performance cycle.
<b>Variable Remuneration Component Scheme</b>	scheme established at Inter Cars S.A. pursuant to Resolution No. 32 of the Annual General Meeting of 10 June 2025 on the establishment of a Variable Remuneration Component for the Group's management.
<b>Tender Offer Regulation</b>	Regulation of the Polish Minister of Finance of 23 May 2022 on the Forms of Tender Offers for Sale or Exchange of Shares in a Public Company, Manner and Procedure for Submitting and Accepting Subscriptions in Response to Such Tender Offer and Permissible Types of Security.
<b>Company</b>	Inter Cars Spółka Akcyjna, a joint-stock company with its registered office at ul. Powsińska 64, 02-903 Warsaw, Poland, entered in the Business Register of the National Court Register maintained by the District Court for the Capital City of Warsaw, 13th Commercial Division of the National Court Register, under No. KRS 0000008734, Industry Identification Number (REGON): 014992887, Tax Identification Number (NIP): 1181452946, with a share capital of PLN 28,336,200 (paid in full).
<b>Authorising Resolution</b>	Resolution No. 33 of the Annual General Meeting of 10 June 2025 authorising the Management Board of Inter Cars S.A. to acquire the Company's own shares (share buyback).
<b>Act on Trading in Financial Instruments</b>	Polish Act on Trading in Financial Instruments of 29 July 2005.
<b>Act on Public Offering</b>	Polish Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005.

**Invitation**

this invitation to tender Company shares for sale, addressed to all the Shareholders.