

Attachment No. 1 to Resolution No. 8/2025 of the Supervisory Board of Inter Cars S.A. of 28 April 2025

**REPORT ON REMUNERATION OF MEMBERS OF THE MANAGEMENT BOARD
I OF THE SUPERVISORY BOARD OF INTER CARS S.A.**

I. INTRODUCTION

This report on remuneration (**the "Report"**) of the members of the Management Board and the Supervisory Board of Inter Cars S.A. (**the "Company"**) was prepared by the Supervisory Board of the Company pursuant to Article 90g of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (consolidated text). Journal of Laws of 2022, item 2554, as amended. as amended)

(the "Act").

The report has been prepared for the financial year 2024 and includes only the remuneration and changes in these remunerations of persons holding positions in the Management Board and the Supervisory Board of the Company in 2024. In 2024, the following changes took place in the composition of the Management Board and the Supervisory Board of the Company.

On January 1, 2024, a new member of the Management Board of the Company, Mr. Wojciech Aleksandrowicz, was appointed for the current joint four-year term. The Supervisory Board of the Company has decided that the Management Board of the Company will consist of five people.

As of January 1, 2024, the Management Board of the Company consists of the following persons:

- 1) Maciej Oleksowicz– President of the Management Board;
- 2) Krzysztof Soszyński – Vice-President of the Management Board;
- 3) Wojciech Twaróg – Member of the Management Board;
- 4) Piotr Zamora– Member of the Management Board;
- 5) Wojciech Aleksandrowicz– Member of the Management Board

From January 1, 2024 to September 2, 2024, the Company's Supervisory Board consisted of the following persons:

- 1) Andrzej Oliszewski– Chairman of the Supervisory Board;
- 2) Piotr Płoszajski – Member of the Supervisory Board
- 3) Jacek Podgórski – Member of the Supervisory Board;

- 4) Radosław Kudła – Member of the Supervisory Board;
- 5) Tomasz Rusak– Member of the Supervisory Board;
- 6) Jacek Klimczak– Member of the Supervisory Board.

Z September 2, 2024, as a result of his death, the mandate of Mr. Piotr Płoszajski as a Member of the Supervisory Board expired.

As of September 2, 2024, the Company's Supervisory Board consists of the following persons:

- 1) Andrzej Oliszewski– Chairman of the Supervisory Board;
- 2) Jacek Podgórski – Member of the Supervisory Board;
- 3) Radosław Kudła – Member of the Supervisory Board;
- 4) Tomasz Rusak– Member of the Supervisory Board;
- 5) Jacek Klimczak– Member of the Supervisory Board.

The Inter Cars S.A. Capital Group ("Inter Cars Group") is the largest, independent European distributor of spare parts for vehicles, which has a unified logistics network, product management, controlling and business support departments on the scale of several countries . In each country where it operates, it has independent structures that deal with sales and conducting local marketing activities. The task of the Company's Headquarters in Poland, i.e. the Company, is to coordinate the activities of subsidiaries of the Inter Cars Group and to conduct other areas of operational activity. As a result, it uses many synergy effects and enables the flow of knowledge between the various entities of the Inter Cars Group.

The sales results of the Inter Cars Group achieved in 2024 indicate that the automotive industry, in the area of spare parts sales, continues to develop well. In 2024, sales revenues exceeded PLN 19 billion, which means their growth rate of 8.0% compared to 2023.

The positive sales dynamics was the result of continued demand. The main factors shaping the growth of the market are the constant increase in the demand for spare parts for used vehicles, the liberalization of regulations opening access to authorized workshops for independent distributors of spare parts, the removal of barriers to the import of used cars, the increasing complexity of repairs related to the increasingly widespread use of advanced technologies in the production of cars, and the constant increase in the intensity of the operation of the car fleet, in in particular, an increase in the average age of registered cars and average mileage levels. The Group continued to operate in all geographic markets in 2024. At

the end of 2024, the branch (distribution) network in Europe consisted of 664 subsidiaries (distribution points): 246 in Poland and 418 subsidiaries (distribution points) abroad. In 2024, 32 new subsidiaries were opened in foreign subsidiaries.

The values indicated in the tables included in this Report have been rounded to whole numbers.

II. THE AMOUNT OF THE TOTAL REMUNERATION, INCLUDING THE REMUNERATION FROM ENTITIES BELONGING TO THE INTER CARS GROUP

The tables in letters A and B. below present the amount of the total remuneration of the members of the Management Board and the Supervisory Board of the Company for the financial year 2024 broken down into the components referred to in Article 90d(3)(1) of the Act, i.e. taking into account fixed and variable components of remuneration, as well as bonuses and other cash and non-cash benefits that may be granted to members of the Management Board and the Supervisory Board, and the mutual proportions between these components of remuneration.

The tables in points A and B. include the remuneration paid in 2024 or due (in the case of variable remuneration) for this period. Variable remuneration for 2024 was indicated on the basis of the estimated net profit of the Inter Cars Group for 2024 at PLN 721 million.

The Company is in force with the remuneration policy adopted on 8 June 2020 by the Ordinary General Meeting of Shareholders of the Management Board and Supervisory Board of the Company, as amended by Resolution No. 19 of the Ordinary General Meeting of the Company of 23 May 2024 on the adoption of the amended Remuneration Policy for members of the Management Board and Supervisory Board of Inter Cars S.A. with its registered office in Warsaw (hereinafter referred to as **the "Remuneration Policy"**), which aims in particular to:

- (i) ensuring the efficiency and transparency of remuneration;
- (ii) supporting the business strategy, long-term interests and stability of the Company and the Inter Cars Group, including by introducing an incentive system for members of the Management Board, depending on the financial results of the Inter Cars Group and providing for minimum levels of financial results of the Inter Cars Group, below which the bonus is not paid;
- (iii) preventing conflicts of interest, including by introducing transparent and comprehensive rules for determining the components of remuneration and their amount, rules for awarding the annual bonus, which ensures internal consistency and regularity in the conduct and results achieved;
- (iv) appropriate motivation and building engagement in the Company.

The remuneration system adopted in the Remuneration Policy is based on fixed and variable remuneration components relating to the results at the level of the entire Inter Cars Group and the implementation of the Inter Cars Group's strategy, which is intended to promote the long-term development of the Company and the Inter Cars Group.

A. TOTAL REMUNERATION OF MEMBERS OF THE MANAGEMENT BOARD

The remuneration of the Management Board members is paid on the basis of a resolution of the Supervisory Board.

In accordance with the Remuneration Policy, the remuneration of Management Board Members may consist of:

- (i) a fixed basic salary under an employment contract;
- (ii) fixed basic remuneration for performing functions in the Management Board of the Company;
- (iii) variable remuneration in the form of additional cash remuneration awarded in accordance with the incentive programme adopted pursuant to the Supervisory Board's Resolution No. 21/2017 of 26 June 2017, as amended (**the "Incentive Programme"**), provided that the amount of variable remuneration may not exceed 85% of the total amount of all remuneration components received by a member of the Management Board in a given year);
- (iv) severance pay and compensation;
- (v) non-monetary additional benefits.

A fixed basic remuneration under an employment contract is paid to each member of the Management Board for a given month until the last working day of a given month. A fixed basic remuneration for performing functions in the Management Board of the Company (in relation to members of the Management Board of the Company who receive such remuneration) is paid for a given month by the last business day of a given month.

In the case of a given member of the Management Board performing functions in the bodies of subsidiaries, the remuneration under the employment contract or for performing functions in the Management Board of the Company is reduced accordingly.

Members of the Management Board have the right to participate in the Employee Capital Program on the terms applicable in the Company for all employees in accordance with generally applicable regulations. In 2024, none of the members of the Management Board participated in the Employee Capital Program.

There are no additional pension and disability schemes and early retirement schemes in relation to the members of the Management Board.

In accordance with the Incentive Programme, the bonus system provided for in it is based on a degressive model, where the bonus base is determined as a percentage of the consolidated net profit of the Inter Cars Group, resulting from the audited financial statements of the Inter Cars

Group. The cash bonus for a given financial year is paid within 30 days from the date of approval by the Ordinary General Meeting of the Company of the consolidated financial statements of the Inter Cars Group for that financial year. It is permissible to pay advances towards bonuses under the conditions specified in the Incentive Program.

Name and Function	Fixed salary (in PLN thousand)		Variable remuneration ¹ (premium*) (in PLN thousand)	Remuneration from companies other than the Company z GK Inter Cars (w PLN thousand)	Additional Benefits ² (in PLN thousand)	Check-in and damages (in PLN thousand)	Ratio of fixed remuneration ³ to other remuneration components	Total (in PLN thousand)
	On the basis of an employment contract	On account of his position in the Management Board						
Maciej Krzysztof Oleksowicz President of the Management Board	120	720	3460*	0	5	0	24,2%	4305
Krzysztof Soszyński Vice-President of the Management Board	120	720	3460*	0	6	0	24,2%	4306
Wojciech Tadeusz Twaróg Member of the Management Board	120	720	3460*	0	2	0	24,2%	4302
Piotr Dariusz Zamora Member of the Management Board	120	720	3460*	0	5	0	24,2%	4305

¹ Variable remuneration for 2023, which was paid in 2024, was not included in this report.

² The item "Additional benefits" includes the values of benefits resulting from the use of the company car for private purposes, subsidies for medical care and funds used as part of the cafeteria system.

³ Taking into account fixed remuneration received from companies other than the Company from the Inter Cars Group.

Wojciech Grzegorz Aleksandrowicz Member of the Management Board	60	420	3460*	360	7 ⁴	0	21,9%	4307
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*The variable remuneration for 2024 was indicated on the basis of the estimated result of the Inter Cars Group (PLN 721 million), while the resolution of the Company's Supervisory Board on the payment of variable remuneration has not yet been adopted, with the proviso that on 12 December 2024 the Supervisory Board adopted a resolution on the payment of an advance towards the bonus due to the members of the Company's Management Board for 2024 in the amount of 75% of the expected for 2024 cash bonus. The advance payment was calculated on the basis of the consolidated financial result of the Inter Cars S.A. Capital Group for the third quarters of 2024 on the basis of the financial report published on 15 November 2024 and was paid in 2024.

B. TOTAL REMUNERATION OF SUPERVISORY BOARD MEMBERS

The remuneration of the Supervisory Board members is paid on the basis of a resolution of the General Meeting of Shareholders of the Company.

In accordance with the Remuneration Policy, the remuneration of the members of the Supervisory Board of the Company may consist of the following components:

- (i) fixed basic remuneration for holding office in the Company's Supervisory Board;
- (ii) fixed basic remuneration for performing functions in the Audit Committee of the Supervisory Board or another committee of the Supervisory Board of the Company (if a member of the Supervisory Board has been appointed to such committee);
- (iii) fixed basic remuneration under an employment contract in the event that a member of the Supervisory Board remains in an employment relationship with the Company.

Members of the Supervisory Board have the right to participate in the Employee Capital Program on the terms applicable in the Company for all employees in accordance with generally applicable provisions of law. In 2024, the following members of the Supervisory Board participated in the Employee Capital Program: Radosław Jan Kudła (the total value of the Company's contributions in 2024 amounted to PLN 3,240.00), Jacek Marek Klimczak (the total value of the Company's contributions in 2024 amounted to PLN 1,440.00), Tomasz Rusak (the total value of the Company's contributions in 2024 amounted to PLN 1,440.00). The other Members of the Supervisory Board did not participate in the ECP.

There are no additional pension or early retirement plans for the members of the Supervisory Board.

⁴ "Additional benefits" received from the company from the Inter Cars Group.

Name and surname and function	Fixed salary (in PLN thousand)			Remuneration from companies other than the Company z GK Inter Cars (w PLN thousand)	Total (in PLN thousand)
	From the employment contract	On account of his position in the Supervisory Board	By virtue of the performance of the function in the Audit Committee		
Andrzej Aleksander Oliszewski Chairman of the Supervisory Board	52	120	96	0	268
Jacek Marek Klimczak Member of the Supervisory Board	0	96	0	0	96
Piotr Zbigniew Płoszajski Member of the Supervisory Board	0	64	0	0	64
Tomasz Rusak Member of the Supervisory Board	0	96	0	0	96
Radosław Jan Kudła Member of the Supervisory Board	0	96	120	0	216
Jacek Tomasz Podgórski Member of the Supervisory Board	0	96	96	0	192

III. RELATIONSHIP BETWEEN THE REMUNERATION POLICY AND THE TOTAL REMUNERATION OF MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD, RESPECTIVELY

MEMBERS OF THE MANAGEMENT BOARD (total salary in PLN thousand)											
Maciej Krzysztof Oleksowicz <small>President of the Management Board</small>	1 754	2 279	3 703	4 376	4 204	4305	+30%	+62%	+18%	-3,93%	+2,4%
Krzysztof Soszyński <small>Vice-President of the Management Board</small>	1 757	2 281	3 705	4 345	4 206	4306	+30%	+62%	+17%	-3,20%	+2,4%
Wojciech Tadeusz Twaróg <small>Member of the Management Board</small>	1 729	2 252	3 678	4 377	4 205	4302	+30%	+63%	+19%	-3,93%	+2,3%
Piotr Dariusz Zamora <small>Member of the Management Board</small>	1 734	2 258	3 683	4 377	4 205	4305	+30%	+63%	+18%	-3,93%	+2,4%
Wojciech Grzegorz Aleksandrowicz <small>Member of the Management Board</small>	-	-	-	-	-	4307	-	-	-	-	+100%
MEMBERS OF THE SUPERVISORY BOARD (total salary in PLN thousand)											
Andrzej Aleksander Olszewski <small>Chairman of the Supervisory Board</small>	135	139	142	207	258	268	+3%	+2%	+45%	+25%	+4%

Jacek Marek Klimczak Member of the Supervisory Board	96	81	48	76	96	96	-15%	-41%	+58%	+26%	0%
Piotr Zbigniew Ploszajski Member of the Supervisory Board	108	108	108	171	116	64	0%	0%	+58%	-32%	-45%
Tomasz Rusak Member of the Supervisory Board	48	48	48	76	96	96	0%	0%	+58%	+26%	0
Radosław Jan Kudła Member of the Supervisory Board	26	63	96	152	222	216	+143%	+52%	+58%	+46%	-3%
Jacek Tomasz Podgórski Member of the Supervisory Board	50	96	96	152	192	192	+90%	0%	+58%	+26%	0
			EMPLOYEES OF THE COMPANY								
Average annual salary in terms of full-time employees who are not members of the Management Board or the Council	92	98	116	122	147	153	+6%	+18%	+5%	+20%	+5%

Supervisory Authority (in PLN thousand)												
			RESULTS OF THE COMPANY (in PLN million)									
Gross profit of the Company	180	325	591	654	434	459	+81%	+82%	+11%	-34%	+6%	
Net profit of the Company	155	223	482	543	361	403	+44%	+117%	+13%	-33%	+11%	
Ratio of sales and general management costs / revenues of the Company	12,6%	11,6%	10,6%	11,7%	12,3%	13,2%	-1.0pp ⁵	-1.0 pp ⁶	+1.1 pp ⁷	+0.6 pp ⁸	+0.9 pp ⁹	
Gross profit of the Inter Cars Group	279	444	877	926	869	894	+59%	+97%	+6%	-6%	+3%	
Net profit of the Inter Cars Group	227	334	700	746	700	721	+47%	+110%	+7%	-6%	+3%	

⁵ percentage points

⁶ percentage points

⁷ percentage points

⁸ Percentage Points

⁹ percentage points

VIII. INFORMATION ON DELIMITATIONS FROM THE PROCEDURE FOR IMPLEMENTING THE REMUNERATION POLICY AND DEROGATIONS FROM ARTICLE 90F OF THE ACT

W Company has not applied any deviations from the procedure for implementing the Remuneration Policy, nor are there any exceptions under Article 90f of the Act.

IX. INFORMATION ON THE IMPLEMENTATION OF THE RESOLUTION OF THE GENERAL MEETING GIVING AN OPINION ON THE REPORT

The Ordinary General Meeting of the Company on 23 May 2024, acting pursuant to Article 90g(6) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, gave a positive opinion on the Report on the remuneration of members of the Management Board and the Supervisory Board of the Company prepared for 2023.