

INTER CARS GROUP

ANNUAL FINANCIAL STATEMENTS

2025



The document is not to be treated as an official version. The report in an XBRL format is to be found at:
<https://inwestor.intercars.com.pl/pl/raporty/raporty-okresowe/>

Financial highlights
in thousand PLN
ANNUAL CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 JANUARY TO 31 DECEMBER 2025
TABLE OF CONTENTS

Financial highlights	4
Information about INTER CARS S.A.....	6
1. Scope of activities	6
2. The seat of the Parent Entity	6
3. Contact and administrative details	6
4. Supervisory Board (as at the date of approval of the financial statements)	6
5. Management Board (as at the date of approval of the financial statements)	7
6. Statutory auditor.....	7
7. Subsidiaries, jointly controlled and associated entities of Inter Cars - entities included in consolidation as at 31 December 2025	8
8. Jointly controlled companies	11
9. Associated entity.....	11
10. Stock exchange listings	11
11. Date of approval of the financial statements for publication	11
ANNUAL CONSOLIDATED STATEMENT OF THE FINANCIAL SITUATION	12
ANNUAL CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	13
ANNUAL CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	14
ANNUAL CONSOLIDATED STATEMENT OF CASH FLOWS	16
Notes to the annual consolidated financial statements	17
1. Basis for the preparation of the annual consolidated financial statements	17
1.1. Basis of measurement	17
1.2. Capital Group	17
1.3. Functional and presentation currency and transactions in foreign currency	17
2. Impact of changes in IFRS standards and interpretation on the Group's financial statements	18
2.1. Changes in IFRS and their interpretations	18
2.2. Amendments in IFRS and their interpretations published and approved by the EU not yet effective	18
2.3. Standards and Interpretations adopted by the International Financial Reporting Standards Board (IASB), awaiting EU's approval	18
3. Basis of accounting	19
3.1. Changes in the accounting policy.....	19
3.2. Principles of consolidation	19
3.3. Other significant accounting policies	19
4. Significant evaluations and estimates.....	29
5. Operating segments.....	30
6. Supplementary information.....	32
7. Property, plant and equipment.....	32
8. Right-of-use assets	35
9. Intangible assets	37
Impairment test	37
10. Investments in associates	39
11. Deferred tax	39
12. Inventory.....	40

Additional information is an integral part of annual consolidated financial statements

Financial highlights
in thousand PLN

13. Trade and other receivables	41
14. Cash.....	43
15. Share capital and share premium account.....	43
16. Net profit per share	44
17. Incentive scheme	45
18. Liabilities due to borrowings and other debt instruments.....	46
19. Lease liabilities	51
20. Liabilities and receivables due to lease transformed into sub-lease.....	51
21. Trade liabilities, including those transferred for factoring and other liabilities	52
22. Employee benefits	53
23. Sales revenues	53
24. Cost of sales	54
25. Selling, general and administrative expenses	54
26. Other operating income.....	54
27. Other operating expenses.....	55
28. Finance income and expenses	55
29. Structure of cash for the statement of cash flows	56
30. Income tax	59
31. Dividend proposed by the Board of Managers	60
32. Unrecognised liabilities under executed agreements.....	60
33. Transactions with related entities.....	60
34. Financial risk management	61
Credit risk.....	62
Market risk.....	62
Liquidity risk.....	63
Capital management.....	64
Fair value	65
Climate risk	65
35. Events subsequent to the balance sheet date	65
36. Continued and discontinued operations.....	65
INFORMATION OF THE INTER CARS S.A. MANAGEMENT BOARD.....	68
STATEMENTS OF THE MEMBERS OF THE MANAGEMENT BOARD AND APPROVAL OF THE FINANCIAL STATEMENTS	69

FINANCIAL HIGHLIGHTS

for the period of 12 months ended on 31 December

	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
	in thousand PLN	in thousand PLN	EUR '000	EUR '000
Information on growth and profits				
Sales margin	29.51%	29.25%		
EBITDA	1,424,035	1,265,547	336,079	294,026
EBITDA as percentage of sales	6.71%	6.50%		
EBITDA (for 12 consecutive months)	1,424,035	1,265,547	336,079	294,026
Net debt / EBITDA	2.23	2.18		
Basic profit per share (PLN)	57.08	50.92	13.47	11.83
Diluted earnings per share (PLN)	57.08	50.92	13.47	11.83
Sales revenues	21,216,209	19,473,078	5,007,129	4,524,204
Operating profit	1,162,863	1,058,722	274,441	245,974
Net profit	806,420	721,480	190,319	167,622

Cash flows

Net cash flows from operating activities	627,561	336,548	148,107	78,191
Investing cash flows	(421,235)	(370,906)	(99,414)	(86,173)
Financing cash flows	(124,965)	129,373	(29,492)	30,057

	As at <u>31/12/2025</u>	As at <u>31/12/2024</u>	As at <u>31/12/2025</u>	As at <u>31/12/2024</u>
	in thousand PLN	in thousand PLN	EUR '000	EUR '000
Consolidated statement of the financial situation				
Cash	544,280	462,919	128,772	108,336
Balance sheet total	11,956,218	10,765,893	2,828,736	2,519,516
Loans, borrowings and lease	3,717,366	3,224,264	879,496	754,567
Equity attributable to the shareholders of the parent entity	5,776,024	5,111,652	1,366,556	1,196,268

	As at 31/12/2025	As at 31/12/2024
Employment and branches		
Employees		
Parent company	1,109	1,026
Subsidiaries	4,852	4,235
Branches		
Parent company	242	246
Subsidiaries	442	418

EBITDA (equal to PLN 1,424,035k) is calculated as the sum of operating profit (PLN 1,162,863k) and depreciation and amortisation for the reporting period (PLN 261,172k).

Net debt/EBITDA ratio

The net debt / EBITDA is measured as the quotient of the net debt (constituting total credit, loan and lease liabilities minus cash and cash equivalents) to the EBITDA value. Sub-lease liabilities are not recognized as sub-lease liabilities due to their completely neutral impact.

The following exchange rates were applied to calculate selected financial data in EUR, in line with IAS 21:

- for the statement of financial position items – the National Bank of Poland exchange rate of 31 December 2025 – EUR 1 = PLN 4.2267, and the National Bank of Poland exchange rate of 31 December 2024 – EUR 1 = PLN 4.2730
- for the comprehensive income and cash flow statement items – an exchange rate constituting the average National Bank of Poland exchange rate announced on the last day of each month of 2025 and 2024, respectively: 1 EUR = PLN 4.2372 and 1 EUR = PLN 4.3042.



**Annual consolidated financial statements of Inter Cars S.A. for the
period from 1 January to 31 December 2025**

INFORMATION ABOUT INTER CARS S.A.

1. SCOPE OF ACTIVITIES

The principal activities of Inter Cars Capital Group are import and distribution of spare parts and tyres for passenger cars and commercial vehicles. In addition, the Group is involved in servicing car fleets in the area of repairs, selling vans and trucks, manufacturing motor vehicles (trailers and semi-trailers) and remanufacturing automotive spare parts. To complement its offering, the Group provides logistics and warehouse management services, property development and rental, consulting and organisation of training and seminars, advertising, market research and opinion polling.

2. THE SEAT OF THE PARENT ENTITY

With effect from 1 December 2025, the address of the Company's registered office has changed

Swobodnia 35

05-180 Swobodnia

Poland

Central Warehouse:

Europejskie Centrum Logistyczne (European Logistics Centre)

Swobodnia 35

05-180 Swobodnia

The main area of Inter Cars S.A. activity is the territory of Poland.

3. CONTACT AND ADMINISTRATIVE DETAILS

Inter Cars S.A.. with its registered seat in Swobodnia, entered into the Register of Companies of the National Court Register kept by the District Court for the capital city of Warsaw, in Warsaw, XII Commercial Department of the National Court Register, under the following number:

KRS 0000008734

NIP 1181452946

Regon 014992887

phone (+48-22) 714 19 16

fax. (+48-22) 714 19 18

bzrazadu@intercars.eu

relacje.inwestorskie@intercars.eu

www.intercars.com.pl

Both the name of the Company and its other identifying information have not changed since the end of the previous reporting period.

4. SUPERVISORY BOARD (AS AT THE DATE OF APPROVAL OF THE FINANCIAL STATEMENTS)

Andrzej Oliszewski, President

Radosław Kudła

Witold Kmieciak

Kamilla Spark

Zofia Dzik

Łukasz Dziekoński

Zoya Gyurova

5. MANAGEMENT BOARD (AS AT THE DATE OF APPROVAL OF THE FINANCIAL STATEMENTS)

Maciej Oleksowicz, President
Krzysztof Soszyński, Vice-President
Wojciech Twaróg, Member of the Management Board
Piotr Zamora, Member of the Management Board
Wojciech Aleksandrowicz, Member of the Management Board

6. STATUTORY AUDITOR

KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp. K.
Ul. Inflancka 4A;
00-189 Warsaw

7. SUBSIDIARIES, JOINTLY CONTROLLED AND ASSOCIATED ENTITIES OF INTER CARS - ENTITIES INCLUDED IN CONSOLIDATION AS AT 31 DECEMBER 2025

The parent company is Inter Cars S.A. ("the Company / The parent entity").

As at 31 December 2025, the following entities comprised the Inter Cars Capital Group: Inter Cars S.A. as the parent entity, and 42 other entities, including:

- 36 direct subsidiaries of Inter Cars S.A.
- 4 indirect subsidiaries of Inter Cars S.A.
- 2 jointly controlled companies

The Group also holds shares in one related entity.

Name of entity	Registered seat	Scope of activities	Consolidation method	Percentage of the Company's share in the share capital	
				31/12/2025	31/12/2024
Parent company					
Inter Cars S.A.	Swobodnia, Poland	Import and distribution of spare parts for passenger cars and commercial vehicles	full	Not applicable	Not applicable
Direct subsidiaries					
Name of entity	Registered seat	Scope of activities	Consolidation method	Percentage of the Company's share in the share capital	
				31/12/2025	31/12/2024
Inter Cars Ukraine LLC	Khmelnysky, Ukraine	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Q-service Sp. z o.o.	Cząstków Mazowiecki, Poland	Advisory services, organization of trainings and seminars related to automotive services and the automotive market	full	100%	100%
Lauber Sp. z o.o.	Słupsk, Poland	Remanufacturing of car parts	full	100%	100%
Inter Cars Česká republika s.r.o.	Prague, Czech Republic	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Feber Sp. z o.o.	Cząstków Polski, Poland	Manufacture of motor vehicles, trailers and semi-trailers	full	100%	100%
IC Development & Finance Sp. z o.o.	Cząstków Mazowiecki, Poland	Real estate development and lease	full	100%	100%
Armatus sp. z o.o.	Cząstków Polski, Poland	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars Slovenská republika s.r.o.	Bratislava, Slovakia	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars Lietuva UAB	Vilnius, Lithuania	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%

Subsidiaries, jointly controlled companies and associates (cont.)

Name of entity	Registered seat	Scope of activities	Consolidation method	Percentage of the Company's share in the share capital	
				31/12/2025	31/12/2024
Inter Cars Belgium NV	Hasslt, Belgium	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars Hungária Kft	Budapest, Hungary	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars Italia s.r.l	Pero, Italy	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars d.o.o.	Zagreb (Grad Zagreb), Croatia	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars Romania s.r.l.	Cluj-Napoca, Romania	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars Cyprus Limited (in liquidation)	Nicosia, Cyprus	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars Latvija SIA	Mārupes nov., Mārupe, Latvia	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Cleverlog-Autoteile GmbH	Berlin, Germany	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars Bulgaria Ltd.	Sofia, Bulgaria	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars Marketing Services Sp. z o.o.	Częstków Mazowiecki, Poland	Advertising, market and public opinion research	full	100%	100%
ILS Sp. z o.o.	Swobodnia, municipality Zakroczym, Poland	Logistics services	full	100%	100%
Inter Cars Malta Holding Limited	Birkirkara, Malta	Assets management	full	100%	100%
Q-service Truck Sp. z o.o.	Częstków Polski, Poland	Sale of delivery vans and trucks	full	100%	100%
Inter Cars INT Trgovina z rezervnimi deli in opremo za motorna vozila d.o.o./Inter Cars INT d.o.o.	Ljubljana, Slovenia	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars Eesti OÜ	Tallinn, Estonia	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars Moldova s.r.l. (formerly: Inter Cars Pieses Auto s.r.l.)	Kishinev, Moldova	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars GREECE Ltd.	Elliniko Attica, Greece	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars d.o.o.	Sarajevo, Bosnia and Herzegovina	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars United Kingdom - automotive technology Ltd	Tipton, Great Britain	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars d.o.o. Beograd-Rakovica	Belgrade-Rakovica, Serbia	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%

Subsidiaries, jointly controlled companies and associates (cont.)

Name of entity	Registered seat	Scope of activities	Consolidation method	Percentage of the Company's share in the share capital	
				31/12/2025	31/12/2024
Inter Cars Fleet Services Sp. z o.o.	Swobodnia, Poland	Services for motor-vehicle fleets related to vehicle repairs	full	100%	100%
Inter Cars Norge AS	Oslo, Norway	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars Deutschland GmbH	Berlin, Germany	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars Albania SHA ¹	Tirana, Albania	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
Inter Cars Austria GmbH ²	Vienna, Austria	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	-
TK Dystrybucja Sp. z o.o. ³	Częstków Polski, Poland	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%
WZ Dystrybucja Sp. z o.o. ⁴	Częstków Polski, Poland	Distribution of spare parts for passenger cars and commercial vehicles	full	100%	100%

Indirect subsidiaries

Name of entity	Registered seat	Scope of activities	Consolidation method	Percentage of the Company's share in the share capital	
				31/12/2025	31/12/2024
Inter Cars Malta Limited ⁵	Birkirkara, Malta	Sale of spare parts and advisory services related to automotive services and the automotive market	full	100%	100%
Aurelia Auto d.o.o. ⁶	Vinkovci, Croatia	Distribution of spare parts and real estate rental	full	100%	100%
ILS Balkan srl. ⁷	Bucharest, Romania	Warehousing services	full	100%	100%
ILS Adriatic Logistika d.o.o. ⁸	Vinkovci, Croatia	Warehousing services	full	100%	100%

Jointly controlled companies

InterMeko Europe Sp. z o.o.	Swobodnia, Poland	Control and assessment of spare parts, components and accessories	equity method	50%	50%
DANXILS Sp. z o.o. ⁹	Swobodnia, Poland	Logistics services	equity method	50%	50%

Associated entity

Partslife International Kft. ¹⁰	Dunakeszi, Hungary	Environmental and ecological services	equity method	33.3%	33.3%
--	--------------------	---------------------------------------	---------------	-------	-------

¹ The Company established in October 2023, started operating activities in 3Q2024² The Company established in April 2025, started operating activities in August 2025³ The Company established in April 2024⁴ The Company established in April 2024; business suspended as of 31.12.2024⁵ 100% shares held by subsidiary company Inter Cars Malta Holding Limited⁶ 100% shares held by subsidiary company Inter Cars d.o.o. (Croatia)⁷ 100% shares held by subsidiary ILS Sp. z o.o.⁸ The Company established in October 2023 by parent company Inter Cars S.A., since 30 October 2024, 100% of the shares are held by the subsidiary ILS Sp. z o.o.⁹ The Company established in March 2023, 50% shares held by subsidiary company ILS Sp. z o.o.¹⁰ 33.3% shares held by the Parent company, Inter Cars S.A..

In April 2025, a new subsidiary was registered Inter Cars Austria GmbH, based in Vienna.

In the reporting period there were no other changes in the structure of the entity, besides listed above, including business combinations, takeovers or sales entities of the Capital Group of the Company, long-term investments, division, restructuring or cessation of business activities.

8. JOINTLY CONTROLLED COMPANIES

As at 31 December 2025 the Company owned 50 % of shares in InterMeko Europe Sp. z o.o., a joint-venture company established in order to monitor the quality of goods using a laboratory.

DANXILS Sp. z o.o. Company founded in March 2023, 50% shares held by subsidiary company ILS Sp. z o.o. A description of the accounting policies used for jointly controlled companies is described in note 3.2 b).

9. ASSOCIATED ENTITY

As at 31 December 2025, the Company holds 33.33% (directly and indirectly 2.27% through Partslife GmbH) of the shares in Partslife International Kft.

10. STOCK EXCHANGE LISTINGS

The shares of Inter Cars S.A. are listed on the Warsaw Stock Exchange in the continuous trading system.

11. DATE OF APPROVAL OF THE FINANCIAL STATEMENTS FOR PUBLICATION

These annual consolidated financial statements were approved by the Management Board of Inter Cars S.A for publication on 28 April 2026.

(in thousand PLN)

ANNUAL CONSOLIDATED STATEMENT OF THE FINANCIAL SITUATION

	Note	<u>31/12/2025</u>	<u>31/12/2024</u>
ASSETS			
Non-current assets			
Property, plant and equipment	7	1,457,659	1,097,868
Right-of-use assets	8	699,782	604,620
Investment property		3,181	3,181
Intangible assets	9	239,257	203,262
Investments in associates	10	4,518	4,538
Other long-term receivables	13	94,980	42,510
Sub-lease receivables	20	271,245	255,298
Deferred tax assets	11	29,025	8,300
		2,799,647	2,219,577
Current assets			
Inventory	12	5,337,919	4,992,352
Trade and other receivables	13	3,179,057	2,998,192
Sub-lease receivables	20	95,315	92,853
Cash	14	544,280	462,919
		9,156,571	8,546,316
TOTAL ASSETS		11,956,218	10,765,893
LIABILITIES			
Share capital	15	28,336	28,336
Treasury shares		(86,290)	-
Share premium account	15	259,530	259,530
Other supplementary capitals	15	3,174,231	3,111,615
Capital from share-based employee benefit programmes		12,227	-
Supplementary capital for the buy-back of own shares		320,000	-
Foreign exchange gains /losses in subsidiaries	15	(148,761)	(100,895)
Retained earnings		2,216,751	1,813,066
Equity		5,776,024	5,111,652
Long-term liabilities			
Liabilities due to credits, loans	18	1,385,221	1,047,010
Other lease liabilities	19	619,747	528,887
Liabilities due to lease transformed into sub-lease	20	271,245	255,298
Other long-term liabilities		5,108	4,533
Deferred income tax provision	11	162,936	125,841
		2,444,257	1,961,569
Short-term liabilities			
Trade and other liabilities	21	1,566,227	1,701,604
Trade and other liabilities - passed for factoring	21	148,638	136,431
Liabilities due to credits, loans	18	1,587,251	1,538,891
Other lease liabilities	19	125,147	109,476
Liabilities due to lease transformed into sub-lease	20	95,315	92,853
Employee benefits	22	87,262	75,644
Income tax liabilities		126,097	37,773
		3,735,937	3,692,672
Total liabilities		6,180,194	5,654,241
TOTAL LIABILITIES		11,956,218	10,765,893

(in thousand PLN)

ANNUAL CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Note	for the period of 12 months ended on	
		<u>31/12/2025</u>	<u>31/12/2024</u>
Revenues from the sale of products, goods and materials	23	21,216,209	19,473,078
Cost of sales	24	(14,954,860)	(13,776,388)
Gross profit on sales		6,261,349	5,696,690
Other operating income	26	70,008	69,626
Selling, general and administrative expenses	25	(3,031,313)	(2,741,428)
Costs of distribution service	25	(1,981,421)	(1,855,441)
Other operating expenses	27	(155,760)	(110,725)
Operating profit		1,162,863	1,058,722
Financial income	28	25,280	22,083
Foreign exchange gains/losses	28	6,208	3,186
Financial expenses	28	(189,273)	(186,854)
Profit/(Loss) from interest in associates		(19)	(3,041)
Profit before tax		1,005,059	894,096
Income tax	30	(198,639)	(172,616)
Net profit		806,420	721,480
Attributable to:			
shareholders of the parent company		806,420	721,480
OTHER COMPREHENSIVE INCOME			
<i>Other comprehensive income subject to reclassification to profit or loss</i>		(47,867)	(37,237)
Foreign exchange gains /losses in Subsidiaries*		(47,867)	(37,237)
Total other comprehensive income, net		(47,867)	(37,237)
COMPREHENSIVE INCOME		758,553	684,243
Comprehensive income attributable to:			
- the shareholders of the parent entity		758,553	684,243
Earnings per share (PLN)			
- basic		57.08	50.92
- diluted	16	57.08	50.92
Weighted average number of shares	16	14,128,648	14,168,100

*Foreign exchange gains/losses on future translation can be reclassified to profit or loss.

(in thousand PLN)

ANNUAL CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the period from 1 January 2025 to 31 December 2025

<i>(in thousand PLN)</i>	Note no.	Share capital	Share premium account	Treasury shares	Other supplementary capitals	Capital from share-based employee benefit programmes	Supplementary capital for the buy-back of own shares	Foreign exchange gains /losses in subsidiaries	Retained earnings	Total equity
As at 1 January 2025		28,336	259,530	-	3,111,615	-	-	(100,895)	1,813,066	5,111,652
Profit in the reporting period		-	-	-	-	-	-	-	806,420	806,420
Other comprehensive income										
Foreign exchange gains /losses		-	-	-	-	-	-	(47,867)	-	(47,867)
Total comprehensive income		-	-	-	-	-	-	(47,867)	806,420	758,553
Distribution of prior period profit – dividend	31	-	-	-	-	-	-	-	(20,119)	(20,119)
Distribution of retained profits - transfer to supplementary and reserve capital	31	-	-	-	382,616	-	-	-	(382,616)	-
Transfer to supplementary capital for the buy-back of own shares		-	-	-	(320,000)	-	320,000	-	-	-
Employee stock option plan - value of provided services	17	-	-	-	-	12,227	-	-	-	12,227
Share buyback	17	-	-	(86,290)	-	-	-	-	-	(86,290)
Total changes in equity		-	-	(86,290)	62,616	12,227	320,000	(47,867)	403,685	664,371
As at 31 December 2025		28,336	259,530	(86,290)	3,174,231	12,227	320,000	(148,761)	2,216,751	5,776,024

(in thousand PLN)

ANNUAL CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONT.)

for the period from 1 January 2024 to 31 December 2024

	Note no.	Share capital	Share premium account	Treasury shares	Other supplementary capitals	Capital from share-based employee benefit programmes	Supplementary capital for the buy-back of own shares	Foreign exchange gains /losses in subsidiaries	Retained earnings	Total equity
As at 1 January 2024		28,336	259,530	-	2,707,304	-	-	(63,658)	1,505,956	4,437,468
Profit in the reporting period	16	-	-	-	-	-	-	-	721,480	721,480
Other comprehensive income										
Foreign exchange gains /losses		-	-	-	-	-	-	(37,237)	-	(37,237)
Total comprehensive income		-	-	-	-	-	-	(37,237)	721,480	684,243
Distribution of prior period profit – dividend	31	-	-	-	-	-	-	-	(10,059)	(10,059)
Distribution of retained profits - transferred to supplementary capital	31	-	-	-	404,311	-	-	-	(404,311)	-
Transfer to supplementary capital for the buy-back of own shares		-	-	-	-	-	-	-	-	-
Employee stock option plan - value of provided services		-	-	-	-	-	-	-	-	-
Share buyback		-	-	-	-	-	-	-	-	-
Total changes in equity		-	-	-	404,311	-	-	(37,237)	307,110	674,184
As at 31 December 2024		28,336	259,530	-	3,111,615	-	-	(100,895)	1,813,066	5,111,652

Additional information is an integral part of annual consolidated financial statements

(in thousand PLN)

ANNUAL CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	01/01/2025 - 31/12/2025	01/01/2024- 31/12/2024
Cash flows from operating activities			
Profit before tax		1,005,059	894,096
Adjustments:			
Amortization and depreciation	25	261,172	206,825
Costs of employee benefits - share based programme		12,227	-
Foreign exchange gains /losses		(2,885)	(7,380)
Loss on investing activities		19,813	6,997
Net interest	29	141,146	146,530
Other adjustments, net	29	(27,752)	(8,843)
Foreign exchange gains /losses on translation of equity		(47,867)	(37,238)
Operating profit before changes in the working capital		1,360,913	1,200,987
Increase (decrease) in inventories		(345,567)	(551,448)
Change in long- and short-term receivables	29	(182,288)	(339,243)
Change in short-term liabilities (including reversed factoring, excluding credits and loans)		(111,552)	160,620
Cash generated by operating activities		721,506	470,916
Corporate income tax paid	29	(93,945)	(134,368)
Net cash from operating activities		627,561	336,548
Cash flow from investment activities			
Proceeds from the sale of intangible assets, investment property, property, plant and equipment		2,032	4,386
Proceeds from sub-lease contracts		99,395	80,744
Acquisition of intangible assets, investment property, and property, plant and equipment	7.9	(520,259)	(465,173)
Repayment of loans granted	29	4,655	7,226
Loans granted	29	(26,453)	(14,599)
Interest received	29	19,395	16,510
Net cash from investing activities		(421,235)	(370,906)
Cash flow from financing activities			
Share buyback, including transaction costs		(86,290)	-
Repayment of credits and loans	29	(201,269)	(39,666)
Cash inflows on credits and loans	29	590,773	520,549
Payment of lease contracts liabilities	29	(113,403)	(97,438)
Sub-leasing payments		(99,395)	(80,744)
Interest paid	28	(195,262)	(163,269)
Dividend paid	31	(20,119)	(10,059)
Net cash from financing activities		(124,965)	129,373
Net change in cash and cash equivalents		81,361	95,015
Cash as at the beginning of period		462,919	367,904
Cash as at the end of period		544,280	462,919

(in thousand PLN)

NOTES TO THE ANNUAL CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS FOR THE PREPARATION OF THE ANNUAL CONSOLIDATED FINANCIAL STATEMENTS

The consolidated annual financial statements (hereinafter referred to as the “financial statements”) were prepared in accordance with the International Financial Reporting Standards, hereinafter referred to as “EU IFRS,” approved by the European Union.

The UE IFRS include all International Accounting Standards, International Financial Reporting Standards and interpretations thereof, excluding the below-mentioned Standards and Interpretations currently awaiting EU’s approval, as well as the Standards and Interpretations which have been approved by the EU but have not become effective.

The Group decided not to apply new Standards and Interpretations published and approved by the EU which will become effective following the reporting date. The Group is currently reviewing the impact of the published standards that have not come into force and assesses that, apart from additional disclosures, they are not expected to have a material impact on the consolidated financial statements.

The financial statements were prepared under the assumption that the Company will continue as a going concern in the foreseeable future.

1.1. BASIS OF MEASUREMENT

The financial statements have been prepared on the historical cost basis, except for investment property measured at fair value.

All amounts in the financial statements are shown in thousand PLN, unless stated otherwise.

1.2. CAPITAL GROUP

The Group structure is described in detail above in section 7 of the Information on Inter Cars SA of these financial statements.

1.3. FUNCTIONAL AND PRESENTATION CURRENCY AND TRANSACTIONS IN FOREIGN CURRENCY

(a) Presentation and functional currency

Assets and liabilities of foreign-based entities, including goodwill and adjustments on fair value as at the purchase date, are translated according to the average National Bank of Poland exchange rate prevailing as at the end of the reporting period. Revenues and costs of foreign entities are translated according to the average National Bank of Poland rate applicable as at the transaction date. Foreign exchange translation differences are recognised under other comprehensive income and disclosed as foreign exchange translation differences of foreign-based entities. If control, significant impact or joint control over a foreign-based entity is lost, the accumulated value of translation differences is reclassified to profit or loss for the current period and recognised as a profit or loss on sales of such an entity.

The financial results, assets and liabilities of entities using functional currencies other than the PLN is translated into PLN according to the following procedures:

- assets and liabilities of each disclosed balance-sheet are translated at the closing rate as at the reporting date,
- revenues and costs in each statement of comprehensive income are translated at average rates prevailing during a reporting period
- foreign exchange gains/losses are recognized in a separate item of equity as foreign exchange gains/losses resulting from translation.

(in thousand PLN)

(b) Transactions in foreign currency (other than functional currency for each entity in the Group)

Transactions presented in foreign currencies have been recognized according to the exchange rate announced at the transaction date. Foreign currency translation differences resulting from settling of these transactions and measuring of monetary assets and liabilities as at the reporting date according to the average National Bank of Poland exchange rate announced at that date, have been recognized as profit or loss, where foreign currency translation differences resulting from settlement of trade liabilities adjust the costs of sales, while the remaining foreign currency translation differences are presented in a separate position.

Non-cash balance sheet items denominated in foreign currency measured at fair value are translated as per the average exchange rate announced by the National Bank of Poland (or another bank in the case of another functional currency) at the date the fair value is measured. The non-cash items measured at historical cost in foreign currencies are translated by the Group using the exchange rate valid on the transaction date. Translation differences are recognised in profit or loss of the current period

Foreign currency translation differences resulting from translation of transactions into PLN are recognized separately in the statement of comprehensive income, excluding foreign currency translation differences regarding the repayment of liabilities or payment of trade and other receivables, recognised as cost of sale.

2. IMPACT OF CHANGES IN IFRS STANDARDS AND INTERPRETATION ON THE GROUP'S FINANCIAL STATEMENTS

2.1. CHANGES IN IFRS AND THEIR INTERPRETATIONS

The information included in these consolidated financial statements was prepared based on the same accounting principles and calculation methods as those applied in the preceding annual consolidated financial statements for the year 2024.

The new or amended standards and interpretations applicable as of 2025 have no material bearing on the Group's financial statements.

Other changes having no material bearing on the Company's financial statements:

- Amendments to IAS 21, 'Non-convertibility': the amendment requires disclosures that enable users of financial statements to understand the impact of non-convertible currencies. Amendment shall apply to reporting periods commencing as of 1 January 2025 or thereafter. The amendment had no crucial impact on the financial statements.

2.2. AMENDMENTS IN IFRS AND THEIR INTERPRETATIONS PUBLISHED AND APPROVED BY THE EU NOT YET EFFECTIVE

In these consolidated financial statements, the Group has not decided to early apply the following published standards, interpretations or amendments to existing standards before their effective date, and does not anticipate any material impact on the Group's consolidated financial statements when applied:

- Amendments to classification and measurement of financial instruments (amendments to IFRS 9 and IFRS 7) - settlement of liabilities through electronic payment systems, the Group plans to apply the amendments as of 1 January 2026.
- Nature-dependent power contracts (Amendments to IFRS 9 and IFRS 7) - The amendments allow better reflection in the financial statements of nature-dependent power contracts, which are also referred to as power purchase agreements, the Group plans to apply the amendments as of 1 January 2026.
- Annual Improvements to IFRS Accounting Standards - Volume 11 (Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10, IAS 7) - The amendments relate to IFRS 9 Financial Instruments and four other accounting standards. The amendments to IFRS 9 relate to:
 - differences between IFRS 9 and IFRS 15 Revenue from Contracts with Customers regarding the initial measurement of trade receivables; and
 - how the lessee ceases to recognise the lease liability in accordance with paragraph 23 of IFRS 9. The Group plans to apply the changes as of 1 January 2026.

2.3. STANDARDS AND INTERPRETATIONS ADOPTED BY THE INTERNATIONAL FINANCIAL REPORTING STANDARDS BOARD (IASB), AWAITING EU'S APPROVAL

- IFRS 18 Presentation and Disclosures in Financial Statements - IFRS 18 replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces the newly defined subtotals "operating profit" and "profit or loss before financing and income taxes" and the requirement that all income and expenses are to be allocated to three new, separate

(in thousand PLN)

categories relating to the company's main activities: operating, investing and financing activities. Effective for annual periods beginning 1 January 2027.

- IFRS 19 Subsidiaries without public accountability: disclosures - IFRS 19 allows eligible subsidiaries to apply IFRS Accounting Standards with the reduced disclosure requirements of IFRS 19. The Group plans to apply the new standard as of 1 January 2027.
- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Conversion to a presentation currency that is a hyperinflationary currency (issued on 13 November 2025). Effective for annual periods beginning 1 January 2027.

As of the report date, the Board is analysing the impact of IFRS 18, which is due to take effect on 1 January 2027. Implementing the standard is expected to primarily affect the presentation of financial data and the scope of disclosures, with no significant effect on net profit or equity. The standard will be applied retrospectively, requiring comparative figures to be restated.

Regarding other amendments to standards and interpretations, the Board has identified no significant impact on the Group's future results.

3. BASIS OF ACCOUNTING

Presented accounting policies were used equally in all entities comprising the Capital Group. In 2024 there were no changes to the accounting policy, except for the new and amended standards described above. Consolidation is based in the full method. Jointly controlled companies InterMeko Europe Sp. z o.o. and DANXILS sp. z o.o. were estimated with equity method.

3.1. CHANGES IN THE ACCOUNTING POLICY

The main accounting principles applied in preparing these financial statements are presented below. These principles were applied continuously in all presented years with the exception of adopting the new and amended standards described above.

3.2. PRINCIPLES OF CONSOLIDATION

(a) Subsidiary Companies

The subsidiaries are entities controlled by the Parent Company. Under IFRS 10, an investor controls an investee when it simultaneously:

- Exercises authority over the entity that the investment was made, in investee,
- By virtue of its involvement in the investee, it is subject to exposure to variable financial performance or has rights to variable financial performance,
- Has the ability to use its power over the investee to influence its financial performance.

When evaluating the degree of control, the impact of the existing and of potential voting rights are taken into consideration, which, as the report date, may be fulfilled or may be subject to conversion.

The financial statements of subsidiaries are considered in the consolidated financial statement starting from the date of obtaining control over them up to the moment of their expiry.

(b) Jointly controlled companies and subsidiaries

Investments in subsidiaries and jointly-controlled entities are measured using the equity method (investments measured by equity method), and are initially recognised at the purchase cost. The purchase cost of an investment includes transaction costs.

(c) Consolidation adjustments

The balances of internal settlements between entities of the Group, the transactions concluded within the Group as well as any unexecuted profits or losses resulting from there as well as the revenues and costs of the Group are eliminated during drawing up a consolidated financial statement. Unrealised gains on transactions with associated entities are eliminated from the consolidated financial statements pro rata to the Group's interest in such entities. The unexecuted losses are excluded from the consolidated financial statement on the same principle as the unexecuted profits, until the moment of occurrence of the premises indicating value loss.

3.3. OTHER SIGNIFICANT ACCOUNTING POLICIES

The Company has consistently applied the following accounting policies to all periods presented in the financial statements:

(in thousand PLN)

(a) Property, plant and equipment

Property, plant and equipment include Group's assets, investment in third-party fixed assets, fixed assets under construction and third-party fixed assets accepted for use by the Group (when pursuant to a contract the potential benefits and risk resulting from their possession are substantially transferred to the Group). The above mentioned constitute assets used for delivery of goods or services and for administrative purposes or for third-party lease, and the anticipated time of their use exceeds one year.

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. Land is not depreciated.

The acquisition or production cost includes the costs incurred to purchase or manufacture property, plant and equipment, including capitalised borrowing costs until a property, plant or equipment asset is handed over for permanent use. The costs incurred at a later period are recognized in the balance sheet value, if the Group is likely to obtain economic benefits. The cost of current maintenance of property, plant and equipment are recognized as profit or loss.

Property, plant and equipment, except for tangible assets under construction and land, are subject to depreciation. Depreciation is calculated to write off the cost of items of property, plant and equipment less their residual value over their estimated useful lives periodically reviewed by the Group. Depreciation of an asset begins when it is available for use and ceases at the earlier of the date that the asset is classified as held for sale, it is derecognized, its residual value is higher than its carrying amount, or it is fully depreciated..

Items of property, plant and equipment are depreciated using the straight-line method over their estimated useful lives which are as follows:

Buildings and leasehold improvements	10 - 40 years
Plant and machinery	3 - 16 years
Vehicles	5 - 7 years
Other fixed assets	1 year - 5 years

(b) Goodwill

Goodwill arising on acquisition of subsidiaries is measured at cost, being the excess of the cost of the business combination over the acquirer's interest in the net fair value of the

After the initial presentation, goodwill is measured according to the purchase price less any cumulated impairment losses. In the case of investments measured using the equity method, goodwill is recognized as the carrying value of investments, while an impairment loss on this investment is not allocated to any item of assets, including goodwill, which constitutes a part of the value of the investment. Purchase of non-controlling shares is recognized as transactions with shareholders, as a result of which goodwill is not recognized with this type of transactions. Adjustments on non-controlling shares are based on the proportional value of net assets of a related entity .

(c) Intangible assets

Identifiable non-monetary assets without physical substance, whose acquisition or production cost can be estimated reliably and which will probably bring future economic benefits to the Group attributable directly to a given asset, are recognized as intangible assets. Intangible assets with definite useful lives (between 2 and 8 years) are amortized over their useful lives, starting from the day when a given asset is available to be placed in service. Amortisation of an asset ceases at the earlier of the date that the asset is classified as held for sale (or included in a disposal group of assets that is classified as held for sale) in accordance with IFRS 5 Non-Current Assets Available for Sale and Discontinued Operations, and the date that the asset is derecognized or when it is fully amortized. The amortisable amount of an intangible asset for amortization is determined after deducting its residual value.

The Group has no other intangible assets with an indefinite useful life.

Computer software

Software licenses are valued at acquisition cost plus the costs directly attributable to bringing them to the condition necessary for the asset to be capable of operating.

The costs related to maintaining software are recognized as the costs of the period in which they are incurred.

Costs related directly to the production of unique computer software for the Group, which will probably yield economic benefits exceeding costs beyond one year, are disclosed under intangible assets and amortized over the useful life of a given asset. .

Other intangible assets

Other intangible assets include on-line sales platforms, databases and other intangibles of lower value.

Other intangible assets are valued at acquisition cost plus the costs directly attributable to bringing them to the condition necessary for the asset to be capable of operating.

(in thousand PLN)

The costs related to maintaining other intangible assets are recognized as the costs of the period in which they are incurred.

Costs related directly to the production of unique sales platforms or customer bases for the Group, which will probably yield economic benefits exceeding costs beyond one year, are disclosed under intangible assets and amortized over the useful life of a given asset.

(d) Investment property

Investment property is property is held to earn rentals or for capital appreciation or both, rather than for: a) use in production or supply of goods or services or for administrative purposes; or b) sale in the ordinary course of business. Initially, investment property is valued at acquisition cost, including transaction costs. After initial recognition, it is measured at fair value, and any gain or loss arising from a change in the fair value is recognised in profit or loss for the period in which it arises.

(e) Financial instruments

1. Classification and measurement of financial assets

The Group has prepared a detailed analysis of its business models regarding the management of financial assets, as well as an analysis of characteristics of the cash flows resulting from the applicable contracts.

The Group has been recognizing financial assets in the following categories:

- measurement at amortized costs,
- measured at Fair Value through Profit or Loss,
- measured at Fair Value through other total income,

The classification relies on the financial assets management model adopted by the Group and on the contractual terms of cash flows. The group re-qualifies investments to debt instruments only when the model of managing these assets changes. Debt instruments are maintained for the purposes of contractual flows, which include solely payment of principal and interest (SPPI) are measured by the Group at amortized cost. The Group performs an SPPI test for the loans granted by comparing the total principal and interest with the model instrument according to IFRS 9. The interest revenue is calculated by means of the effective interest rate method and shown in "interest revenue" in the financial result. Impairment write-downs are shown under the "financial assets impairment write downs." The Group measures the anticipated credit losses related to debt instruments measured at amortized cost.

In 2025 and 2024 the Group did not use external instruments for trade receivables such as factoring.

In the course of an analysis of the business model for trade receivables it was determined that all trade receivables are held to be paid - the Group has not planned nor plans to its trade receivables; they are all held until maturity date. The Group evaluates if the classification test according to IFRS 9, the so-called SPPI test, checking if the cash flows from receivables represent solely the principal and interest. If the test criteria are met, trade receivables are measured at amortized cost. As regards trade receivables, the Group applies a simplified approach provided for in the standard, and, consequently, measures a write-down on anticipated credit losses at an amount equal to the anticipated credit losses throughout an entire lifetime of a receivable. This approach results from the fact that the Group's receivables do not include a material financial element within the meaning of IFRS 15. For the purposes of calculation of a write-down, the Group uses a provision matrix by means of which revaluation write downs are determined for receivables classified in different overdue ranges. This method provides for historical data related to credit losses and a potential impact of material and identifiable future factors (e.g. market or macroeconomic). The probability of non-payment of a receivable is estimated based on historical data regarding previously unpaid receivables. To assess the parameter of non-payment of receivable by a customer, the Group has created 8 ranges:

- Not overdue;
- Overdue from 1 to 30 days;
- Overdue from 31 to 60 days;
- Overdue from 61 to 90 days;
- Overdue from 91 to 180 days;
- Overdue from 181 to 270 days;
- Overdue from 271 to 360 days;
- Overdue over 360 days.

For each of the above ranges the Group estimates a non-payment parameter which takes into account historical non-payment of sales invoices by customers over a period of two years preceding the year for which financial statements are prepared. The value of the anticipated credit loss is calculated by multiplying the value of a receivable in a given range by a calculated non-payment parameter.

(in thousand PLN)

As regards trade receivables, the Group provides also for an individual possibility of determining the anticipated credit losses. This regards in particular: receivables from liquidated or bankrupt debtors, receivables questioned by debtors and of which they are in default, other overdue receivables, as well as non-overdue receivables, where the risk of them being irrecoverable is significant according to the individual assessment of the Management Board (especially where the anticipated legal and collection costs related to an overdue amount are equal to or higher than such amount). In the above situations a write-down on receivables can be created up to 100% of their value.

Currently the Group does not identify negative changes on the market that might result in a negative impact of future factors on the scale of financial losses. The macroeconomic factors (GDP, unemployment) do not justify application of further portfolio write-downs regarding the status of receivables as at the balance sheet date.

The Group applies a 3-level classification of financial assets in terms of their impairment, with the exception of trade receivables:

- Level 1 - balances for which there has not been a significant increase of credit risk since their initial recognition, and for which an anticipated loss is determined based on the probability of non-payment of a receivable within 12 months (i.e. the total anticipated credit loss multiplied by the probability that the loss will occur within the next 12 months);
- Level 2- balances for which there has been a significant increase of credit risk since their initial recognition but there are no objective grounds for impairments, and for which an anticipated loss is determined based on the probability of non-payment of a receivable within an entire contractual lifetime of an asset;
- Level 3- balances with objective grounds for impairment.

Financial assets are recognized, in part or in full, once the Group has done everything possible to collect its receivables and decided that their recovery cannot be reasonably expected. This usually takes place when an asset is more than 360 days overdue (in the case of unrelated parties) and recoverability of receivables is deemed unlikely. Therefore, the profits and losses from changes in the fair value are not subject to further reclassification to the financial result when the Company ceases to recognize investments. Dividends from such investments are recognized in the financial result upon obtaining by the Group the right to receive respective payments.

Impairment write-downs on capital investments measured at fair value in other comprehensive income are presented under "financial asset impairment write-downs."

(f) Financial liabilities other than derivatives

Debt instruments and subordinated debt are recognized as at their date.

Following their repayment, cancellation or expiration, financial liabilities are removed from the Group's books.

The Group recognizes financial liabilities other than derivatives as other financial liabilities. Such financial liabilities are initially recognized at fair value plus directly related transactional costs. Following the initial recognition, such liabilities are valued at amortized cost using the effective interest rate method.

(g) Offsets

Financial assets and liabilities are offset against each other and recognized in the financial statements as a net amount only, if the Group is authorized to offset particular financial assets and liabilities or intends to settle a particular transaction in net amounts of offset financial assets and liabilities items or intends to utilize financial assets subject to offsetting, and settle the financial liabilities.

(h) Impairment of assets

Financial assets

Impairment losses are recognised in current period profit or loss.

Impairment losses are reversed if a subsequent increase in the recoverable value can be objectively attributed to an event occurring after the impairment recognition date.

For a description of the recognition of the allowance for expected credit losses under IFRS 9, see 3.3 e) Financial instruments.

Non-Financial Assets

The carrying amount of non-financial assets other than investment property, inventories and deferred tax asset is tested for impairment at each reporting date. If the Group has a reason to suspect that a given asset's value has been impaired, it estimates its recoverable amount. The recoverable amount of goodwill, intangible assets with indefinite useful lives and intangible assets which are not yet ready for use is established at each reporting date.

An impairment loss is recognised when the carrying amount of an asset or a cash-generating unit is higher than its recoverable amount. A cash-generating unit is the smallest identifiable group of assets which generates cash inflows that are largely independent of the cash flows from other assets or groups of assets. Impairment losses are recognised

(in thousand PLN)

in current period profit or loss. Impairment of a cash-generating unit is initially recognised as a decrease in goodwill allocated to that cash-generating unit (a group of cash-generating units), and subsequently as a decrease in the carrying amount of the other assets belonging to that cash-generating unit (a group of cash-generating units) on a pro-rata basis.

The recoverable amount of assets or cash-generating units is the higher of their net realisable value and their value in use. Value in use is calculated by discounting estimated future cash flows with a pre-tax interest rate that reflects current market assessments of the time value of money and the risks specific to the asset. In the case of assets which do not generate independent cash flows, value in use is estimated for the smallest identifiable cash-generating unit to which the asset belongs.

Impairment losses on goodwill are not reversible. As far as other assets are concerned at each reporting date impairment losses recognised in prior periods are reviewed to determine if there is any evidence that they no longer exist or have decreased. An impairment loss recognised in prior periods is reversed if the estimates used to determine the asset's recoverable amount have changed. An impairment loss is reversed only up to the carrying amount of the asset (net of amortisation and depreciation) that would have been disclosed had no impairment loss been recognized.

(i) Lease

The IFRS 16 sets forth the requirement to control a particular asset indicated in an arrangement directly or implicitly. An assignment of a right to use an asset takes place when an identified asset with respect, to which the lessee is entitled to practically all economic benefits and controls the use of such assets over a given period.

A lessor recognizes lease interest costs and the depreciation of right-of-use assets separately.

IFRS 16 provides for exceptions from the general lease model related to short-term lease contracts (i.e. shorter than 12 months) and lease of low-value assets (e.g. laptops).

The Group has decided to apply the above exemptions provided for by the standard and recognized the fees on a straight-line basis in the profit or loss for the current period.

The standard does not introduce significant changes to the requirements related to lessors. A lessor should continue classifying lease contracts as a financial or operating lease.

The Group as a Lessee

For contracts where the Group acts as lessee, a unified accounting is applied, whereby the lessee recognises an asset for the right to use the leased asset in correspondence with the liability under the lease contracts. The Group has recognised the lease liabilities measured at the current value of the remaining lease payments, discounting by means of the marginal interest rate as at the date of initial application. The Group has measured the right-of-use asset for particular lease contracts (separately for each contract) in a value equal to a lease liability adjusted by previously recognized prepaid or accrued lease fees.

The assets recognized as right-of-use assets include mainly warehouse and office spaces and premises leased for the purposes of some branches. Contracts are typically for a fixed term of 1 to 7 years or for an indefinite period of time, and may include an option to renew. Many of the leases for property leased for the Group's branches operations contain options to extend and terminate the lease. These are used to provide as much operational flexibility as possible in relation to the management of assets used in the Group's operations. The majority of lease extension or termination options can be exercised by the Group.

Contracts may contain leasing and non-leasing elements. The Group allocates the consideration set out in the contract to the leasing and non-leasing elements respectively. However, in the case of property leases where the Company is the lessee, the Company has elected not to separate the non-lease elements from the lease elements and recognise them as a single lease element.

Lease assets and liabilities are measured at initial recognition at present value. Lease liabilities include the net present value of the following lease payments:

- fixed lease payments (including substantially fixed lease payments) less any lease incentives payable,
- variable lease payments that depend on an index or a rate, measured initially using that index or that rate according to their value at the commencement date of the amount, that the Group expects to pay in guaranteed residual value,
- the exercise price of a call option, if it can be assumed with reasonable certainty that the Group will exercise the option.

Lease payments relating to the option to extend the lease, when exercise of the option is reasonably certain, are also included in the measurement of the liability.

Lease payments are allocated between principal and finance costs. Finance costs are charged to profit or loss over the term of the lease so as to produce a constant periodic rate of interest on the outstanding balance of the lease liability for each period.

(in thousand PLN)

Lease payments are discounted using the lease interest rate. If this rate cannot be easily determined - which is the case for most of the Group's leases - the lessee's marginal interest rate is used.

The Group is exposed to potential future increases in variable index or rate-based lease payments, which are not included in the lease liability until they are implemented. Once the adjustments to the index-based or rate-based lease payments take effect, the lease liability is remeasured and adjusted in conjunction with the right-of-use asset.

The right-of-use asset is measured at cost, which includes:

- the amount of the initial estimation of the lease liability
- any lease payments made on or before the commencement date less initial direct costs.

Right-of-use assets are depreciated on a linear basis over the useful life of the assets, not exceeding the lease term. In the case of the Group, this is between one and seven years.

Payments relating to short-term leases of equipment and leases of low-value assets are recognised as an expense on a linear basis in the statement of comprehensive income, under selling, general and administrative expenses. Short-term leases represent leases of 12 months or less. Low-value assets include: floor mats, printers or coffee machines.

The Group as a Lessor

Premises, cars and other devices of which the Group is a lessor and which it leases out to its agents running branches are treated as a sub-lease. The Group sub-leases the property for the same period as the main lease agreement between the Group and the head lessor (the property owner). Therefore, the sub-leasing period represents the greater part of the economic life of the right to use the property. At the commencement date, the Group recognises the leased assets in the statement of financial position and presents them as receivables at an amount equal to the net investment in the lease. These lease liabilities equal the respective sub-lease receivables.

In the case of a sub-lease agreement, the Group is not released from its obligation to the head lessor once the sub-lease agreement has been entered into. According to the provision of the operating lease agreement, the space of which the Group is the lessee may be subleased, but all obligations relating to payments and maintenance of the space in an undamaged condition are to be covered by the Group. Thus, the property owner has no rights or claims against the subtenant and, in the event of the subtenant ceasing to make payments, the Group is in no way relieved of its debt to the property owner.

Determining the lease period: contracts for an indefinite period of time

According to the new approach to and interpretation of the standard, all contracts concluded for an indefinite or definite period of time with the possibility of their extension, analysed and qualified as a lease for an anticipated term of a lease contract, estimated individually for each of the contracts taking into consideration, among other things:

- potential costs related to a termination of a lease contract, including costs of entering into a new lease contract, such as the costs of its negotiation, costs of relocation, costs of identification of another base asset corresponding with the lessee's needs, costs on integrating a new asset into the Group's operations or costs of penalties for termination as well as similar costs, including costs related to returning a base asset in a condition or to a location specified in a contract, or
- existing business plans and other contracts justifying using a leased object over a given period.

Determination of the lessee's marginal interest rate

Due to the fact that the Group has no information on the interest rate for lease contracts, to measure lease liabilities it applies a marginal interest rate that it would have to pay in order to be able to borrow funds in a given currency for a similar period and with a similar security to purchase an asset of a value similar to that of a right-of-use asset in a similar economic environment.

To determine the marginal interest rate, the Group:

- uses, where possible, external financing received in the recent past as a starting point, adjusted to take into account changes in financing terms since the financing was received;
- uses a compounding method that starts from a risk-free interest rate, subsequently adjusted for credit risk for the Company's leases for which there is no recent external financing received; and
- makes adjustments specific to the lease in question, i.e. its term, country, currency and collateral

(j) Inventory

Inventories are recognised at the lower of their acquisition (production) cost or net realisable value. The cost of inventories includes all costs of acquisition and processing as well as all other costs incurred in order to bring inventories to condition available for sale.

The acquisition or production cost is determined using the FIFO method, which assumes that sales are made from the oldest available goods.

(in thousand PLN)

The amounts of discounts and rebates as well as other payments depending on the purchase volume reduce the purchase price regardless of the date on which they are actually granted, provided that their receipt is probable.

Net realisable value is recognised in the amount of the estimated selling price, that could be obtained in the ordinary course of business, less any estimated cost of finishing the inventories and costs to sell.

The value of inventories is reduced by impairment losses recognised when the net realisable price (price less discounts, rebates and selling costs) is lower than the relevant acquisition (production) cost, determined separately for each line of inventories.

The Group receives discounts on the value of purchased goods, the amount of which depends on the annual turnover with a given supplier (including participation in a purchasing group). The Group makes the current calculation of the value of the mark-up by individually referring for each contracting party the value of the received turnover bonuses to the turnover realised in the period and the inventory held from a given contracting party. The discounts calculated this way are distributed proportionally to the value of goods sold and to the value of inventory. The value of discounts, rebates and other volume-dependent payments (except marketing, warranty and claim discounts) is recognised as a reduction in the purchase price irrespective of the date of their actual receipt.

(k) Cash

Cash and cash equivalents comprise cash on hand, in bank accounts and deposits and short-term securities with maturity of up to three months, which can be exchanged for specific monetary amounts on demand and for which the risk of changes in value is negligible

(l) Equity

In the Group's financial statements, the equity comprises:

1. Share capital disclosed in the amount specified in the Company's Articles of Association and entered into the court register,
2. Share issue capital disclosed as a separate item under equity. Costs of share issue are charged against equity.
3. The reserve fund created pursuant to the Code of Commercial Companies,
4. Retained profit, comprising retained profit from prior years and the profit or loss from the current financial period.
5. Foreign exchange gains / losses – capital from recalculation of entities operating abroad.
6. Treasury shares are shown as a deduction from equity at their acquisition value. They are not entitled to dividends or voting rights.
7. A capital reserve is created on the basis of resolutions of the General Meeting to finance the company's purchase of treasury shares, in the amount determined by these resolutions.
8. Earnings per share

Basic earnings per share are calculated by dividing the net profit attributable to equity holders of the parent company by the weighted average number of ordinary shares in issue during the period, excluding treasury shares. Diluted earnings per share take into account the potential dilutive effect of financial instruments, including share-based incentive schemes.

(m) Loans and borrowings

Loans and borrowings are initially recognised at acquisition cost, equal to their respective fair value, the determination of which includes cost of contracting a loan as well as discounts and bonuses received at the time of the settlement of liabilities.

In subsequent periods, loans and borrowings are measured at amortised cost using the effective interest rate. The Group removes a liability from the statement of financial position when the obligation specified in the contract is fulfilled, cancelled or extinguished. The difference between the carrying amount of the financial liability that is extinguished and the amount paid is recognised in profit or loss as a finance cost.

In line with IFRS 9, the Group performed an analysis of the present value of the new cash flows resulting from the annex concluded during the reporting period. The Group carried out only a quantitative test, without extending it to an analysis taking into account qualitative factors.

(n) Trade payables and trade payables submitted for factoring

Trade payables represent obligations to pay for goods and services purchased in the ordinary course of business from suppliers. Trade payables are classified as current payables if the payment term is within one year (or in the ordinary course of business if longer). Otherwise, the payables are shown as non-current.

Liabilities other than financial liabilities measured at fair value through profit or loss are measured at adjusted cost at the balance sheet date. In case of short-term liabilities, this valuation corresponds to the amount payable.

(in thousand PLN)

Trade payables for goods are reduced by the value of trade bonuses due from suppliers up to the amount of the liability to each supplier in detail, if the criteria under IAS 32, par. 42 allow them to be set off against liabilities (i.e. there is a currently enforceable right of set-off) Excess trade bonuses due from suppliers are presented under the balance sheet item Trade and other receivables.

The payables to suppliers presented in the Group's Statement of Financial Position also include trade payables transferred for debt factoring, which fall into the category "trade". When a payable is transferred to debt factoring, the Group recognises a payable to a factor who, as a result of the statutory subrogation of the receivable, legally assumes the rights and obligations characteristic of trade receivables. Debt factoring is not directly regulated by IFRS and, due to its ambiguous nature, it was necessary for the Group to make a significant judgement regarding the presentation of balances placed under factoring in the statement of financial position and the presentation of the transaction in the statement of cash flows. In the Group's opinion, the following aspects were key in determining the aforementioned presentation of the balance of trade payables submitted for debt factoring as "Trade payables" and not as debt payables:

- from legal point of view, when debt factoring is subrogated, the rights and obligations arising from the liabilities are transferred and not extinguished and new rights and obligations towards the factor are established,
- no additional guarantees are established in connection with the debt factoring and there is no change in the commercial terms relating to breach and cancellation of the agreement,
- the purpose of the programme is not only to improve the Group's liquidity but also to support the suppliers in obtaining more favourable financing in order to build long-term business relationships,
- the agreed payment terms as well as the payment pattern (including interest and discount) do not change with respect to trade payables to a given supplier that are not covered by debt factoring. Therefore, as well as taking into account the agreed interest and discount rate and the term of the extended repayment, the cash flows associated with the liability submitted for debt factoring will not change by more than 10%,
- the costs associated with the debt factoring are borne exclusively by the suppliers. Suppliers bear the cost of discounting in connection with earlier (i.e. before the expiry of the basic term of 60 days as a standard) receipt of payment from the factor,
- the final terms of the factoring are negotiated between the suppliers and the bank, and Inter Cars is not a party to these agreements,
- the factor is the bank and at the moment of subrogation by the factor the creditor changes,
- the suppliers decide whether they want to present their receivables for early redemption and the factor has the right not to accept a given invoice for early financing,
- Inter Cars has information about which supplier and which of its invoices were financed earlier by the factor.

(o) Provisions

A provision is recognised when a group has a present obligation (whether legal or constructive) resulting from past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

(p) Revenues

The fundamental principle of IFRS 15 is to recognise revenue when goods and services are transferred to the customer, at a value that reflects the price expected by the Group in exchange for the transfer of those goods and services. These principles are applied using a five-step model:

- identification of the contract with the customer,
- identification of the performance obligation under the contract with the customer,
- identification of the transaction price,
- allocation of the transaction price to the individual performance obligations,
- recognition of revenue when the performance obligation under the contract is met.

Identification of a contract with a customer

The Group recognises a contract with a customer only when all of the following criteria are met:

- the parties to the contract have entered into an agreement (whether in writing, orally or in accordance with other customary commercial practices) and are obliged to perform their obligations;
- The Group is able to identify the rights of each party concerning the goods or services to be transferred;
- The Group is able to identify the terms of payment for the goods or services to be transferred;
- the contract has economic substance (i.e. the risk, timing or amount of the Group's future cash flows can be expected to change as a result of the contract); and

(in thousand PLN)

- it is probable that the Group will receive the consideration to which it is entitled in exchange for the goods or services to be transferred to the customer.

In assessing whether it is probable that an amount of consideration will be received, the Group considers only the customer's ability and intention to pay the amount of consideration in a timely manner. The amount of consideration to which the Group will be entitled may be less than the contract price if the consideration is variable because the Group may offer the customer a price concession.

Identification of performance obligations

At the conclusion of the contract, the Group evaluates the goods or services promised in the contract with the customer and identifies as a performance obligation any promise to transfer to the customer a good or service (or bundle of goods or services) that is separable or a group of separate goods or services that are substantially the same and for which the transfer to the customer is of the same nature.

The good or service promised to the customer is distinct if both of the following conditions are met:

- the customer can benefit from the good or service either directly or through a link to other resources that are readily available to the customer, and
- the Group's obligation to transfer the good or service to the customer can be identified as separate from other obligations in the contract.

- Sale of goods

The Group's main objects are the wholesale of goods thorough stationary stores and retail business through an on-line shop.

The revenues are recognized in a particular moment, i.e. when a customer gains control over goods (the moment the goods are released from the warehouse or made available for the customer to collect).

Due to the bonuses and returns policy applied, the Group, following the IFRS 15, decreases the value of the revenues by an estimated cost of the right to return.

- Sale of products

Feber Sp. z o.o., a subsidiary company, produces and sells semi-trailers tippers.

The revenues from the sale are recognized in the profit and loss account if the Feber Company provides the purchaser with significant benefits resulting from the title to such assets and ceases to be permanently involved in the management of such assets and has no effective control over them. In practice, the customer will take delivery of the semi-trailer once the registration of the semi-trailer has been completed at the relevant Department of Transport.

- Sale of services

The Group sells services and these include mainly repair services provided to fleet chains and remanufacturing of automotive parts.

The Group believes that customers simultaneously receive and gain benefits resulting from the services rendered upon their completion, as these services are short-term ones. Hence, the Group continues to recognize sales revenues upon the completion of a settlement month.

- Sale of vehicles

The Group sells ISUZU, FORD Truck and BYD vehicles.

QST sp z o.o. and Armatys sp z o.o. recognise sales revenue when ownership of the vehicle is transferred to the customer, with physical delivery taking place after the vehicle is registered with the relevant Department of Transport..

Determination of the transaction price

In determining the transaction price, the Group takes into account the terms of the contract and its customary business practices. The transaction price is the amount of consideration that the Group expects to receive in exchange for transferring the promised goods or services to the customer, excluding amounts collected on behalf of third parties (for example, certain sales taxes).

Allocation of the transaction price to performance obligations

The Group attributes a transaction price to each performance obligation (or separate good or separate service) in an amount that reflects the amount of consideration that the Group expects to receive in exchange for transferring the promised goods or services to the customer.

Fulfilment of performance obligations

The Group recognises revenue when it has fulfilled (or is in the process of fulfilling) its performance obligation by transferring the promised goods or services to the customer.

In respect of contracts for continuing services under which the Group has the right to receive remuneration from the customer in an amount that corresponds directly to the value to the customer of the service provided to date, the Group recognises revenue in the amount that it is entitled to invoice.

The Group is not obliged to accept returns of goods and products sold, however, it grants customers the opportunity to return goods under the terms and conditions set out in the General Terms of Sale (GTS). When an asset is transferred

(in thousand PLN)

to a customer (when the customer obtains control over the asset). The Group may enter into agreements with customers containing variable remuneration (revenue) amounts resulting from discounts, rebates or performance bonuses granted. Such an agreement provides for purchase thresholds based on appropriate increases, beyond which the customer receives a bonus. Normally, the contract is concluded for a period of one year, settled in quarterly cycles.

Principal's remuneration vs. agent's remuneration

Based on its analysis of sales contracts, the Group has identified its role as principal in sales transactions in all areas of activity on the basis of the following:

- it exercises control over the promised goods or services prior to their transfer to the customer,
- it is obliged to deliver a performance consisting in supplying goods or services to the customer,
- the consideration is the gross amount receivable in exchange for the goods or services provided.

Sales revenue is recognised when the Group fulfils (or is in the process of fulfilling) its performance obligation by transferring the promised goods or services to the customer, where the transfer is gaining control of the asset.

Receivables

Under receivables, the Group recognises rights to remuneration in exchange for goods or services that it has provided to the customer, if the right is unconditional (the only condition for the remuneration to be due is the passage of a specified period of time).

Guarantees

All goods offered by the Group, regardless of the distribution channel, are covered by either a warranty or guarantee. As the Group does not use additional agreements or arrangements in the scope of guarantees, and the guarantee granted results from the necessity for the Group to ensure that the goods comply with their specification, the liabilities on this account were and are recognised in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

Material payment terms

Granting of a deferred payment to the purchaser of the goods (Customer) for the purchased goods takes place after verification of the documents provided by the Customer showing his formal and legal situation. Standard payment terms for customers are 7-, 14-, 21- or 30-days credits. Granting a credit longer than 30 days requires a separate approval of the persons responsible for the Group's credit policy.

There is no material financing element in the Group's customer

(q) Other operating income

Other operating income is income indirectly related to the operating activities of the Group, in particular: gain on disposal of non-financial non-current assets, assets received free of charge (including by way of donation), compensation, income from social activities, income from complaints, non-trading bonuses, income related to random events and income resulting from the calculation of transfer prices.

(r) Financial income

Financial income mainly comprises income from the sale of financial assets, interest on loans granted and interest on late payment of receivables.

(s) Operating expenses

Operating expenses are disclosed in the period to which they relate, in the amount of a probable reduction of the group's economic benefits which can be measured reliably.

The costs charged to the Group by its affiliate branches as compensation for the sale of goods for resale performed on behalf of the Group are recognised in the period to which they relate.

Distribution costs – the share of the entity managing the branch in the margin earned. The sales margin generated by a branch is divided between the branch and Inter Cars in the 50/50 ratio. The branch system is based on the assumption of entrusting management of a distribution point (branch) to external entities. Sales are made on behalf of Inter Cars. External entities (branch entities) employ workers and cover current costs of functioning from revenue, which is share in generated margin on sales of goods. Settlement of share in margin is made in monthly periods. The Company provides organizational and logistic knowledge, capital, vendors of parts, full product range and its availability, trade mark. Branch entity contributes the knowledge of local market and experienced employees to Inter Cars. Risk of activities of a given entity (branch) is borne by the entrepreneur that, by running own business, optimizes the resources that remain at their disposal.

Expense on the lease of office and warehouse space is recognised in profit or loss in the period to which it relates.

Re-invoiced amounts reduce the respective cost items of the Group.

License fees - fees for using trademarks held by Inter Cars Marketing Services S.A. for the purposes of the current activity of the distribution companies.

(in thousand PLN)

(t) Financial expenses

Finance expenses include primarily interest payable on borrowings, dividend on preference shares classified as liabilities, foreign exchange losses, losses resulting from changes in the fair value of financial instruments at fair value through profit or loss, and financial assets impairment as well as gains or losses related to hedging instruments which are recognised in profit or loss. All interest payable is measured using the effective interest rate.

(u) Income tax

Income tax covers the current and the deferred part. The calculation of current income tax is based on the profit of a given period determined according to the valid tax regulations. The total income tax charge is the aggregate of its current portion and deferred portion, determined with the balance-sheet method; the deferred income tax is recognised in connection with temporary differences between the values of assets and liabilities as disclosed in the accounting books and their respective values determined for tax purposes, and also for expected tax losses.

Deferred tax is not recognised in the following cases:

temporary differences resulting from initial recognition of assets or liabilities related to a transaction other than a merger, which does not affect the profit or loss of the current period nor the taxable income;

temporary differences resulting from investments in subsidiaries in the period when it is unlikely that they will be sold in a foreseeable future;

temporary differences resulting from initial recognition of goodwill.

Deferred income tax is determined with the use of the tax rates, which, according to forecasts, will be applied when the temporary differences will reverse. The tax regulations legally or actually binding up to the reporting date will apply. Deferred tax asset and deferred tax liability are offset if the Company holds an exercisable right to offset corporate income tax receivable and payable and if the deferred tax asset and deferred tax liability refer to the corporate income tax levied on the same taxpayer by the same tax authority.

(w) Valuation of shares in affiliated entities

Shares in affiliated entities are valued according to the equity method.

4. SIGNIFICANT EVALUATIONS AND ESTIMATES

The preparation of the financial statements in conformity with the EU IFRS requires the Parent Entity's Management Board to make judgements and estimates which affect the application of the accounting policies and reported amounts of assets and liabilities, income and expenses. Real values may differ from their estimates. Evaluations and estimates are reviewed on an ongoing basis. Revisions to the estimates are recognised as profit or loss of the period in which the estimate is revised. Information on particularly significant areas subject to judgements and estimates which affect the financial statements is disclosed in the following notes:

- Note 11 Deferred tax the Management Board analyses whether or not there is a possibility of using tax losses in subsidiary companies and assesses uncertainty of forecast changes in tax laws in force,
- Note 12 Impairment losses on stock - the Management Board analyses whether or not there is a possibility of impairment of stock. In the event of identification of impairment, net obtainable values are to be evaluated,
- Note 13 Impairment loss on receivables - as at the balance sheet date, the Group evaluates whether or not there is evidence of impairment of a receivable or a group of receivables. If the recoverable value of an asset is lower than its carrying value, the Group creates an impairment loss to the level of the current value of planned cash flows,
- Note 7/ 8/9 Impairment loss on property, plant and equipment, estimates as to the useful economic life of property, plant and equipment and intangible assets - the number of rates and impairment losses is determined based on the anticipated useful economic life of a property, plant and equipment or intangible assets item; the useful economic life periods are verified at least once during each financial year. The Management Board of the Parent Company also evaluates whether or not there is the possibility of impairment losses on assets. If an impairment loss is identified, the recoverable value of assets must be determined,
- Note 9 Intangible assets - The Group performs impairment tests for goodwill on an annual basis. For the 2025 and 2024 reporting periods, the recoverable number of cash-generating units was determined based on a value-in-use calculation that required the use of assumptions. The calculations use cash flow projections based on five-year financial budgets approved by management. Cash flows beyond the five-year period are extrapolated using estimated growth rates. These growth rates are in line with industry forecasts,
- Note 20: Liabilities and receivables relating to subleased leases - according to the assessment of the Group's Management Board, the agreements for the lease of warehouse and office space intended for branch operations, where the Group, on the one hand, is the lessee (leases space from third parties) and, on the other hand, is the lessor (leases the same space to the branch owner), contain a lease. The ultimate party to the agreement is the

(in thousand PLN)

branch owner, who has the right to receive substantially all the economic benefits of the space used and the right to manage the asset,

- Note 21: Trade payables, including those submitted for factoring - in the Group's judgement the balances of trade payables submitted for debt factoring should be presented as "Trade payables" together with other trade payables and not as debt liabilities. The factors that influenced the Board to make this judgement are described in section 3.3.n of these statements,
- Note 19/20: Lease commitments and commitments and receivables under sub-leases - all leases entered into for an indefinite or fixed term with the possibility of renewal have been analysed in detail and classified as leases for the expected lease term individually estimated for each contract, taking into account existing business plans and other contracts justifying using a leased object over a given period. The assumed lease term is subject to update at the end of each quarter when the option to extend or reduce the lease term is exercised. For contracts without a contractually specified end date, the previously assumed lease term is extended by a further three months or reduced to its actual value if, in the opinion of the Management Board, there is economic and business justification for doing so,
- Note 12 Inventories, Note 13 Trade and other receivables, Note 21 Trade and other payables- one of important estimates of the Management Board of the Group are the estimates on trade bonuses from suppliers on purchase of trade goods. Bonuses for the Group, calculated on realization of purchase plans, are included in expected values and included in the results or inventories, proportionally to rotation of sold merchandise.
- Note 23 Sales revenue - The Board assesses whether the nature of the promise constitutes a performance obligation to provide the Group with certain goods or services (in this case the Group is the ordering party).

5. OPERATING SEGMENTS

The core business of the Inter Cars S.A. Capital Group is the sale of spare parts. As a separate segment, sales of spare parts made by the company in Ukraine were additionally disclosed. The reason for separation of the additional disclosure in the presentation of the operating segments is the different economic and business situation in the war zones. In addition, the companies Feber, Lauber, IC Development & Finance, Q-Service Truck, Inter Cars Marketing Services, ILS and Inter Cars Fleet Services Sp. z o.o. are active in other insignificant business segments, such as the manufacture of semi-trailers, remanufacturing of spare parts, real estate development, running repair garages, dealership of trucks and commercial vehicles, marketing activities and logistics and management of fleet of motor vehicles in the area of vehicle repairs. This segment is presented as other sales.

The Inter Cars Capital Group applies uniform accounting principles to all segments. Transactions between particular segments are carried out at arm's length.

Notes to the annual consolidated financial statement



(in thousand PLN)

	Sale of spare parts		Sale of spare parts Ukraine		Other		Eliminations		Total	
	01/01/2025 - 31/12/2025	01/01/2024 - 31/12/2024	01/01/2025 - 31/12/2025	01/01/2024 - 31/12/2024	01/01/2025 - 31/12/2025	01/01/2024 - 31/12/2024	01/01/2025 - 31/12/2025	01/01/2024 - 31/12/2024	01/01/2025 - 31/12/2025	01/01/2024 - 31/12/2024
Revenues from external customers	20,237,402	18,584,750	684,849	645,238	293,958	243,090	-	-	21,216,209	19,473,078
Revenues between segments	51,113	46,974	-	-	1,391,969	1,194,696	(1,443,082)	(1,241,670)	-	-
Interest revenue	35,855	34,452	259	215	2,671	1,837	(13,852)	(14,771)	24,933	21,733
Interest costs	(208,089)	(163,937)	(1,373)	(923)	(2,294)	(19,357)	(13,852)	14,771	(197,904)	(169,445)
Amortization and depreciation	(175,029)	(136,496)	(8,719)	(7,128)	(66,944)	(51,773)	(10,480)	(11,428)	(261,172)	(206,825)
Profit before tax	1,103,181	938,954	(6,518)	31,837	31,402	32,756	(123,006)	(109,451)	1,005,059	894,096
Total assets	15,536,539	13,904,445	164,989	157,310	1,688,808	1,205,145	(5,434,118)	(4,501,007)	11,956,218	10,765,893
Capital expenditure (for purchasing tangible assets, intangible assets and investment property)	(158,539)	(132,005)	(4,237)	(3,991)	(391,236)	(329,177)	-	-	(554,012)	(465,173)
Total liabilities	9,686,892	8,617,859	96,735	73,307	570,732	646,325	(4,174,165)	(3,683,250)	6,180,194	5,654,241

(in thousand PLN)

6. SUPPLEMENTARY INFORMATION

For information on key products and services and the geographical breakdown of sales, see Note 23.
Information on fixed assets corresponding to the geographical breakdown is presented in the chart below:

	<u>31/12/2025</u>	<u>31/12/2024</u>
Fixed assets on the territory of Poland	1,633,550	1,213,968
Fixed assets outside the territory of Poland	1,166,097	1,005,609
Total fixed assets	<u>2,799,647</u>	<u>2,219,577</u>

The recipients of Inter Cars' products are primarily garages (independent and authorised), automotive shops, fleet services and individual customers purchasing spare parts. The Group does not have key customers due to the nature of its operations.

7. PROPERTY, PLANT AND EQUIPMENT

	<u>31/12/2025</u>	<u>31/12/2024</u>
Land	77,030	76,952
Buildings and structures	299,901	303,403
Plant and machinery	291,139	288,299
Vehicles	269,721	50,385
Other tangible assets (including warehouse equipment)	152,873	148,858
Tangible assets under construction	366,995	229,971
Total property, plant and equipment	<u>1,457,659</u>	<u>1,097,868</u>

None of the tangible fixed assets held by the Group are subject to limited right of use. Land properties owned by Inter Cars S.A. with a value of PLN 48,112 thousand. according to the valuation of 27 February 2018, are mortgaged to secure a loan granted by a consortium of banks.

Borrowing costs

The borrowing costs charged to property, plant and equipment for the reporting year amount to PLN 33,753.



(in thousand PLN)

GROSS VALUE OF PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings	Plant and machinery	Vehicles	Other tangible assets (including warehouse equipment)	Tangible assets under construction	Total
Gross value as at 01/01/2024	74,904	366,482	387,910	119,491	401,099	24,473	1,374,359
Increase	3,011	32,563	143,168	25,573	31,829	206,975	443,119
Acquisition	3,011	3,657	44,812	17,876	25,879	347,884	443,119
Transfer	-	28,906	98,356	7,697	5,950	(140,909)	-
Decrease	(190)	(6,049)	(10,410)	(33,945)	(10,736)	(1,477)	(62,807)
Sale	-	(661)	(1,299)	(8,213)	(2,213)	-	(12,386)
Liquidation	-	(4,227)	(4,146)	(2,436)	(5,990)	-	(16,799)
Transfer to PdU	-	-	-	(21,919)	-	-	(21,919)
Foreign exchange gains /losses in subsidiaries	(190)	(1,161)	(4,965)	(1,377)	(2,533)	(1,477)	(11,703)
Gross value as at 31/12/2024	77,725	392,996	520,668	111,119	422,192	229,971	1,754,671
Increase	-	11,169	54,904	253,441	43,370	373,379	736,263
Acquisition	-	3,097	34,854	48,009	38,410	373,379	497,749
Transfer	-	8,072	20,050	205,432	4,960	-	238,514
Decrease	111	(443)	(25,443)	(21,780)	(15,444)	(236,355)	(299,354)
Sale	-	(614)	(1,419)	(15,766)	(3,924)	-	(21,723)
Liquidation	-	(93)	(16,237)	(1,743)	(9,271)	-	(27,344)
Transfer	-	-	(5,055)	(490)	(815)	(232,154)	(238,514)
Other	-	(227)	(520)	(485)	1,284	(313)	(261)
Foreign exchange gains /losses in subsidiaries	111	491	(2,212)	(3,296)	(2,718)	(3,888)	(11,512)
Gross value as at 31/12/2025	77,836	403,722	550,129	342,780	450,118	366,995	2,191,580

In 2025, ILS Sp. z o.o. successfully implemented the Skypod® automated storage and retrieval system at its logistics centre in Zakroczym. At the same time, a new development involving the construction of a fully automated warehouse based on the same technology was underway in Stęszew near Poznań. The project's total estimated value is around PLN 600 million, with PLN 90 million allocated for this purpose for 2025. The project is scheduled for completion in the second quarter of 2027.

Meanwhile, ILS Balcan s.r.l. finalised the expansion of its existing storage infrastructure by implementing the Skypod® automated storage and retrieval system in Braşov, Romania. This venture is part of the Group's broader growth strategy, which focuses on scaling up its operations and further automating its logistics. The total investment in this project reached just under PLN 222 million.

The remaining expenditure is for replacements.



(in thousand PLN)

AMORTISATION AND IMPAIRMENT LOSSES

	Land	Buildings	Plant and machinery	Vehicles	Other tangible assets (including warehouse equipment)	Tangible assets under construction	Total
Accumulated depreciation as at 01.01.2024	740	78,299	205,056	62,900	246,931	-	593,926
Amortization and depreciation	33	13,726	33,829	12,787	35,172	-	95,547
Sale	-	(618)	(667)	(4,758)	(1,721)	-	(7,764)
Liquidation	-	(1,869)	(4,108)	(823)	(5,296)	-	(12,096)
Transfer	-	294	505	(319)	(480)	-	-
Transfer to PdU	-	-	-	(7,133)	-	-	(7,133)
Other	-	-	-	(1,200)	-	-	(1,200)
Foreign exchange gains /losses in subsidiaries	-	(239)	(2,246)	(720)	(1,272)	-	(4,477)
Accumulated depreciation as at 31/12/2024	773	89,593	232,369	60,734	273,334	-	656,803
Amortization and depreciation	33	14,651	44,641	22,761	34,422	-	116,508
Sale	-	(513)	(1,124)	(9,161)	(2,628)	-	(13,426)
Liquidation	-	(55)	(15,832)	(974)	(6,891)	-	(23,752)
Transfer	-	-	(191)	-	-	-	(191)
Foreign exchange gains /losses in subsidiaries	-	145	(873)	(301)	(992)	-	(2,021)
Accumulated depreciation as at 31/12/2025	806	103,821	258,990	73,059	297,245	-	733,921
As at 01 January 2024	74,164	288,183	181,920	56,591	154,168	24,473	780,433
As at 31 December 2024	76,952	303,403	288,299	50,385	148,858	229,971	1,097,868
As at 01 January 2025	76,952	303,403	288,299	50,385	148,858	229,971	1,097,868
As at 31 December 2025	77,030	299,901	291,139	269,721	152,873	366,995	1,457,659

Depreciation and amortisation of tangible fixed assets is recognised under Cost, general and administrative expenses in the Statement of Comprehensive Income.



(in thousand PLN)

8. RIGHT-OF-USE ASSETS

The right-of-use assets result mainly contracts of lease of storage and office spaces used for conducting the Group's core activity, as well as cars, forklifts, racks, and warehouse scanners.

	Points of Sale floor space	Vehicles	Office, warehouse space and other	Other	Total
GROSS VALUE OF BENEFICIAL INTEREST					
Value as at 01 January 2024	308,377	7,594	372,689	15,759	704,419
Conclusion of new agreements	16,469	11,249	303,530	740	331,988
Decreases	(4,006)	(5,097)	(61,173)	-	(70,276)
Transfer from MT	-	21,919	-	-	21,919
Other	-	7,149	(3,440)	4,230	7,939
Value as at 31 December 2024	320,840	42,814	611,606	20,729	995,989
Increases	6,052	16,456	217,594	8,268	248,370
Decreases	-	(2,972)	(39,589)	(699)	(43,260)
Other	-	(76)	(4,368)	-	(4,444)
Value as at 31 December 2025	326,892	56,222	785,243	28,298	1,196,655
AMORTISATION AND IMPAIRMENT LOSSES					
Amortization as at 01 January 2024	175,880	4,110	113,840	5,302	299,132
Amortization and depreciation	42,402	2,496	39,452	2,925	87,275
Transfer from MT	-	7,133	-	-	7,133
Other	-	3,855	(7,384)	1,358	(2,171)
Amortization as at 31 December 2024	218,282	17,594	145,908	9,585	391,369
Amortization and depreciation	43,202	11,927	66,171	3,470	124,770
Other	-	(2,594)	(16,672)	-	(19,266)
Amortization as at 31 December 2025	261,484	26,927	195,407	13,055	496,873
NET VALUE					
As at 01 January 2024	132,497	3,484	258,849	10,457	405,287
As at 31 December 2024	102,558	25,220	465,698	11,144	604,620
As at 31 December 2025	65,408	29,295	589,836	15,243	699,782

Notes to the annual consolidated financial statement



(in thousand PLN)

In 2025, increases due to the conclusion of new contracts for the lease of office and warehouse space, points of sale, means of transport and other assets amounted to PLN 187,601 thousand. The remaining amount of the increases, i.e. PLN 60,769 thousand, is due to an update of the lease extension for the assets. Gross decreases relate to the shortening or expiry of the lease term. Depreciation and amortisation are recognised under Cost, general and administrative expenses in the Statement of Comprehensive Income.

(in thousand PLN)

9. INTANGIBLE ASSETS

	<u>31/12/2025</u>	<u>31/12/2024</u>
Goodwill, including:	124,130	124,130
- goodwill from merger with JC Auto S.A.	124,130	124,130
Computer software	18,864	23,213
Other intangible assets, including:	17,650	23,282
- other	17,650	23,282
Intangible assets under construction	78,613	32,637
	<u>239,257</u>	<u>203,262</u>

IMPAIRMENT TEST

The Group performed an impairment test, at the level of the cash generating unit (CGU) to which the goodwill from the merger with JC Auto was allocated, which is included in the parts segment. The recoverable amount was based on an estimation of value in use. No impairment was identified based on the test.

The value in use is the estimated present value of future cash flows generated by the spare parts segment. The material assumption made for the purposes of estimating the recoverable value are presented below:

- Cash flow projections used to estimate the value in use estimated for CGU that fall into the spare parts segment.
- The data used for the estimates for 2026 was prepared based on the approved budget and provides for a term is 5.4% increase of EBIT (operating profit before interest and tax), whereas the data for 2027-2030 prepared based on the financial forecasts of the Inter Cars Group provide for an annual increase of EBIT of approx. 5.3% and annual revenue growth of around 10%.
- Cash flow for the following years was estimated based on annual revenue growth rate of 10% and annual EBIT growth of 5.3%
- The discount rate used to calculate the value in use was 9.3% and was estimated based on the weighted average cost of capital (WACC)
- The gross discount rate used was 11.5% and was based on the weighted average cost of capital (WACC) before tax.
- The surplus of the recoverable value over the book value of the tested assets amounted to PLN 4,002 million.

The Board did not define any key assumptions, a change of which in a rational extend, might lead to a loss in value of money generating operations (including goodwill), for the CGUs as a whole, which fall into the spare parts segment.

In the previous year, the assumptions for the impairment test performed were as follows:

- Cash flow projections used to estimate the value in use estimated for CGU that fall into the spare parts segment.
- The data used for the estimates for 2025 was prepared based on the approved budget and provides for a term is 5.6% increase of EBIT (operating profit before interest and tax), whereas the data for 2026-2029 prepared based on the financial forecasts of the Inter Cars Group provide for an annual increase of EBIT of approx. 5.2% and annual revenue growth of around 10%.
- Cash flow for the following years was estimated based on annual revenue growth rate of 1.1% and annual EBIT growth of 5.2%
- The discount rate used to calculate the value in use was 12% and was estimated based on the weighted average cost of capital (WACC)
- The gross discount rate used was 14.8% and was based on the weighted average cost of capital (WACC) before tax.
- The surplus of the recoverable value over the book value of the tested assets amounted to PLN 4,118 million.

None of the intangible assets held by the Group is subject to limited right of use.

(in thousand PLN)

Borrowing costs

The borrowing costs charged to intangible values for the reporting year amount to PLN 0.

GROSS VALUE OF INTANGIBLE ASSETS

	Goodwill	Computer software	Other intangible assets	Intangible assets under construction	Total
Gross value as at 01/01/2024	124,130	117,819	98,268	24,875	365,092
Acquisition	-	4,313	600	17,141	22,054
Transfer from investments	-	7,451	1,928	(9,379)	-
Liquidation	-	(1,034)	(424)	-	(1,458)
Gross value as at 31/12/2024	124,130	128,549	100,372	32,637	385,688
Acquisition	-	5,933	3,620	46,710	56,263
Transfer from investments	-	568	(14)	(554)	-
Liquidation	-	(1,419)	(435)	(180)	(2,034)
Gross value as at 31/12/2025	124,130	133,631	103,543	78,613	439,917

AMORTISATION AND IMPAIRMENT LOSSES OF INTANGIBLE ASSETS

	Goodwill	Computer software	Other intangible assets	Intangible assets under construction	Total
Accumulated depreciation as at 01.01.2024	-	97,316	69,764	-	167,080
Amortisation for period	-	9,154	7,769	-	16,923
Foreign exchange gains /losses	-	(99)	(19)	-	(118)
Liquidation	-	(1,035)	(424)	-	(1,459)
Accumulated depreciation as at 31/12/2024	-	105,336	77,090	-	182,426
Amortisation for period	-	10,637	9,256	-	19,893
Foreign exchange gains /losses	-	62	5	-	67
Liquidation	-	(1,268)	(458)	-	(1,726)
Accumulated depreciation as at 31/12/2025	-	114,767	85,893	-	200,660
Net value					
As at 1 January 2024	124,130	20,503	28,504	24,875	198,012
As at 31 December 2024	124,130	23,213	23,282	32,637	203,262
As at 1 January 2025	124,130	23,213	23,282	32,637	203,262
As at 31 December 2025	124,130	18,864	17,650	78,613	239,257

The Other intangible assets group includes sales platforms and customer databases and sales markets. The Group's intangible assets under construction mainly comprise licences, applications, sales platforms and software, which are elements of a comprehensive IT system that the Group intends to take into use in the coming years.

Depreciation and amortisation of intangible assets is recognised under Cost, general and administrative expenses in the Statement of Comprehensive Income.

(in thousand PLN)

10. INVESTMENTS IN ASSOCIATES

	2025	2024
As at 1 January	4,538	6,416
Increase, including:	151	2,311
- share in results of InterMeko Sp. z o.o.	151	680
- increase in share capital in DANXILS sp. z o.o.	-	1,631
Decrease, including:	(171)	(4,189)
- share in results of DANXILS Sp. z o.o.	(171)	(3,720)
- transfer of IC NO to consolidation	-	(26)
- transfer of Inter Cars Deutschland GmbH to consolidation	-	(131)
- impairment of shares in OOO Inter Cars Automobilna Technika	-	(188)
- other	-	(1,275)
As at 31 December	4,518	4,538

11. DEFERRED TAX**Deferred Tax Assets and Liabilities**

Deferred tax assets and liabilities were recognized for the following assets and liabilities:

As at 31 December 2025	Assets	Liabilities
Intangible assets	-	647
Property, plant and equipment	217	20,787
Inventory	81,492	4,705
Trade and other receivables	4,164	12,774
Tax losses	5,571	-
Lease liabilities	17,651	3,881
Trade and other payables	26,395	226,607
Deferred tax assets/liabilities	135,490	269,401
Deferred tax offset against liabilities	(106,465)	(106,465)
Deferred tax liabilities as disclosed in the balance sheet	29,025	162,936
As at 31 December 2024	Assets	Liabilities
Intangible assets	-	1,042
Property, plant and equipment	234	14,323
Inventory	76,379	5,026
Trade and other receivables	8,938	10,010
Lease liabilities	4,199	2,969
Trade and other payables	34,789	208,710
Deferred tax assets/liabilities	124,539	242,080
Deferred tax offset against liabilities	(116,239)	(116,239)
Deferred tax liabilities as disclosed in the balance sheet	8,300	125,841

(in thousand PLN)

The most significant deferred tax item is the asset created on the balance sheet item Inventories. It results from the temporary difference between the tax and balance sheet value arising from trade bonuses from suppliers. The asset will be sold when the goods are sold.

In the 12-month period from the balance sheet date of these financial statements, PLN 87,813 thousand of the asset and PLN 219,565 thousand of the deferred tax liability will be realised.

In the presented periods, deferred tax was recognized for all the all items in the Statement of Financial Position which represented temporary differences

As at 1 December 2024, an income tax asset resulting from potential tax benefits from the operation of the subsidiary ILS sp. z o.o. in the special economic zone in Zakroczym was not recognized. The asset of PLN 11 m was created as a result of an investment by the company entitled to a tax relief. As at the end of 2025, the value of the unrealised asset on this account was PLN 2.5 million. Because of uncertainty of estimated future pecuniary advantages, the Group did not decide to make an asset for this tax allowance.

Change in deferred tax assets	2025	2024
As at beginning of period	124,539	111,830
increase	10,951	12,709
As at end of period	135,490	124,539
Change in deferred tax liabilities	2025	2024
As at beginning of period	242,080	209,516
committed in the reporting period	27,321	32,564
As at end of period	269,401	242,080

Changes in deferred tax have been recognised in full in the Statement of Comprehensive Income under income tax.

	31/12/2024	Effect on net profit	31/12/2025
Deferred tax assets	124,539	10,951	135,490
Deferred tax liabilities	(242,080)	(27,321)	(269,401)
	(117,541)	(16,370)	(133,911)

12. INVENTORY

	31/12/2025	31/12/2024
Materials	78,955	64,007
Half-products and work in progress	15,439	17,440
Finished goods	9,826	3,372
Merchandise	5,208,935	4,881,082
Right to return the merchandise	24,764	26,451
	5,337,919	4,992,352
Merchandise	5,230,284	4,895,557
Impairment	(21,349)	(14,475)
	5,208,935	4,881,082

The value of materials mainly comprises materials used in the production of trailers at Feber sp z o.o. and materials used in the remanufacturing of used car parts at Lauber sp z o.o.

The Group receives discounts from suppliers which, in the part corresponding to the goods purchased and sold in the period, are recognised as a reduction in the cost of products, goods and materials sold. The balance of such discounts is charged to inventories.

Inventories in the form of goods for resale kept at the Central Warehouse, regional distribution centres and affiliate branches are covered by fire and all-risk insurance, as well as by insurance against burglary with theft and robbery.

(in thousand PLN)

Inventories with a value of PLN 3,682 million have been pledged as collateral to secure the repayment of bank loan (details – see note 18).

The amount of the increase in inventory write-down of PLN 6,874 thousand was recognised in the statement of comprehensive income under Other operating expenses. In 2024, the amount of the increase in inventory write-down recognised in the statement of comprehensive income was PLN 1,516 thousand.

Change in impairment losses on inventories

	<u>2025</u>	<u>2024</u>
As at beginning of period	(14,475)	(12,959)
(increase)	(6,874)	(1,516)
As at end of period	<u>(21,349)</u>	<u>(14,475)</u>

13. TRADE AND OTHER RECEIVABLES

	<u>31/12/2025</u>	<u>31/12/2024</u>
Trade receivables	1,734,307	1,680,728
Receivables from suppliers on trade bonuses	932,681	804,566
Taxes, subsidies, customs, social security, health insurance and other benefits receivable	289,552	315,845
Other receivables and accrued expenses	257,728	216,924
Loans granted	7,475	8,898
Short term trade and other receivables – gross	<u>3,221,743</u>	<u>3,026,961</u>

As at 31 December 2025, taxes, subsidies, customs duty, social security, health insurance and other benefits receivable included mainly VAT receivables.

The item “Other receivables and accrued expenses” mainly included prepayments of PLN 156,973 thousand, and other receivables such as deposits, paid guarantees in commercial tenders, receivables from insurers and settlements with employees and branch owners.

Change in impairment loss on trade receivables and other receivables:

	<u>2025</u>	<u>2024</u>
Status as at the beginning of the period	(28,769)	(26,727)
Increase	(16,037)	(3,928)
Used	2,120	1,886
Status as at the end of the period	<u>(42,686)</u>	<u>(28,769)</u>
Short-term trade and other receivables – net	<u>3,179,057</u>	<u>2,998,192</u>

The amount of the increase in write-down of receivables of PLN 13,917 thousand in 2025 (PLN 2,042 thousand in 2024) was recognised in the statement of comprehensive income under other operating expenses, like in 2024).

The Group limits its credit risk by transferring a part of its responsibility for collecting trade and other receivables to affiliates who received distribution fee.

(in thousand PLN)

Maturity structure of non-current gross trade receivables and other receivables	31/12/2025	31/12/2024
Up to 12 months	3,221,743	3,026,961
	3,221,743	3,026,961

Maturity structure of receivables	31/12/2025		31/12/2024	
	Gross	Impairment	Gross	Impairment
Unmatured	2,645,189	1,494	2,570,773	756
From 1 to 30 days	319,396	1,517	296,067	437
From 31 to 60 days	87,973	418	56,626	183
From 61 to 90 days	32,239	320	20,562	153
From 91 to 180 days	26,910	1,381	19,075	548
From 181 to 270 days	13,323	1,235	8,106	193
From 271 to 360 days	38,096	1,037	6,208	268
Over 1 year	58,617	35,284	49,545	26,231
Total	3,221,743	42,686	3,026,961	28,769

Currency structure of non-current trade and other receivables (gross)	31/12/2025	31/12/2024
Local currency	1,256,961	1,271,340
Foreign currencies	1,964,782	1,755,621
	3,221,743	3,026,961
Receivables in EUR	1,348,025	1,209,765
Receivables in other currencies	616,757	545,856
	1,964,782	1,755,621

Loans granted	31/12/2025	31/12/2024
Current loans	7,475	8,898
Non-current loans and borrowings	40,995	16,854
	48,470	25,752

Non-current receivables	31/12/2025	31/12/2024
Non-current loans and borrowings	40,995	16,854
Security deposits	27,418	23,544
Other	26,567	2,112
	94,980	42,510

The concentration of credit risk related to trade receivables is limited given that the Group's customer base is large and widely dispersed, mainly in Poland.

Credit and currency risks are discussed in Note 34.

Non-current receivables include security deposits under lease agreements paid by the Group, as well as non-current loans.

The loans bear an interest of: 1M WIBOR or EURIBOR 3M (in the case of EUR-denominated loans), plus a margin of 1% to 5%. The loans are not secured.

(in thousand PLN)

14. CASH

	<u>31/12/2025</u>	<u>31/12/2024</u>
Cash in hand	20,950	16,657
Cash at bank	477,316	399,102
On VAT split payment bank accounts	4,074	12,465
Cash in transit	39,228	33,045
Cash on accounts of the Company's Social Benefits Fund	2,712	1,650
Cash	<u>544,280</u>	<u>462,919</u>
Cash	<u>31/12/2025</u>	<u>31/12/2024</u>
In local currency	43,996	49,468
In foreign currencies	500,284	413,451
	<u>544,280</u>	<u>462,919</u>

The credit risk concentration with respect to cash is limited as the Group deposits cash in reputable financial institutions with mainly highest, medium-high and medium rating levels. The level of cash concentration as at 31 December 2025 taking into account the credit rating of financial institutions is as follows:

Rating AAA to AA- (highest) - 16%
 Rating A+ to A- (medium-high) - 46%
 Rating BBB+ to BBB (medium) - 25%
 Rating BB+ to BB (low) - 2%
 Cash at other financial institutions - 0%
 Cash in hand, cash in transit and other cash - 11%.

As at 31 December 2024 the level of concentration was as follows:

Rating AAA to AA- (highest) - 21%
 Rating A+ to A- (medium-high) - 12%
 Rating BBB+ to BBB (medium) - 36%
 Rating BB+ to BB (low) - 10%
 Cash at other financial institutions - 0%
 Cash in hand, cash in transit and other cash - 21%.

15. SHARE CAPITAL AND SHARE PREMIUM ACCOUNT

As at 31 December 2025, the share capital of parent entity - Inter Cars S.A. was composed of 14,168,100 Series A to F ordinary bearer shares with par value PLN 2 per share; there are no restrictions on any rights conferred by the shares. All shares have been paid. All shares have been admitted to public trading by virtue of the decision of the Polish Securities and Exchange Commission and introduced to trading on the Warsaw Stock Exchange. All shares are equal and have the same rights. The first listing of Inter Cars S.A. shares took place on the trading session on 26th May 2004.

The supplementary capital comprises the value of resources, contributed to the entity for an indefinite period of time, in excess of their value declared to be contributed and included in the share capital, and the value of profits retained in the company but which may be withdrawn from it.

Foreign exchange gains /losses on the translation of subsidiaries arise from the translation into Polish currency of equity at the historical exchange rate and at the balance sheet exchange rate, as well as from the translation of net income at the average exchange rate and the exchange rate at the balance sheet date.

(in thousand PLN)

	Number of shares	Date of admission to trading	Right to dividend (since)	Par value (in PLN)	Issue price (PLN)	Share premium (in PLN)
Series A	200,000	14/05/2004	1999	400,000	2.00	-
Series B	7,695,600	14/05/2004	1999	15,391,200	2.00	-
Series C	104,400	14/05/2004	1999	208,800	2.00	-
Series D	2,153,850	14/05/2004	2001	4,307,700	6.85	10,448,676
Series E	1,667,250	14/05/2004	2002	3,334,500	8.58	10,966,504
Series G	1,875,000	14.03.2008	2007	3,750,000	122.00	225,000,000
Series F1	10,001	06.08.2007	2008	20,002	33.59	315,932
Series F2	30,000	25/06/2008	2008	60,000	37.13	1,053,900
Series F1	147,332	06.08.2007	2009	294,664	33.59	4,654,218
Series F2	127,333	25/06/2008	2009	254,666	37.13	4,473,208
Series F3	157,334	21.12.2009	2009	314,668	18.64	2,618,038
	14,168,100			28,336,200		259,530,476

16. NET PROFIT PER SHARE

Basic profit per share

In connection with the purchase of 150,000 treasury shares on 26 September 2025, the weighted average number of ordinary shares was calculated as follows:

- For the period from 1 January to 25 September 2025, 14,168,000 shares were included in the calculation.
- For the period from 26 September to 31 December 2025, 14,018,000 shares were included in the calculation.

Based on these assumptions, the weighted average number of shares for the 12 months ending 31 December 2025 was calculated to be 14,128,648 treasury shares.

Net profit per share calculated based on net profit for the period in the amount of PLN 806,420 thousand (2024: PLN 721,480 thousand) and the weighted average number of shares – 14,129 thousand (2024: PLN 14,168 thousand): presented below:

<i>Weighted average number of shares</i>	2025	2024
Shares issued as at 1 January	14,168,100	14,168,100
Shares held by Inter Cars S.A.	150,000	-
Weighted average number of shares	14,128,648	14,168,100

<i>Basic profit per share</i>	2025	2024
Net profit for period	806,420	721,480
Weighted average number of shares	14,128,648	14,168,100
Basic net profit per share	57.08	50.92
Diluted net earnings per share	57.08	50.92

On 15 September 2025, the Board of Directors of Inter Cars S.A. announced that, based on Resolution No. 33 of the Ordinary General Meeting held on 10 June 2025, a resolution had been adopted to determine the conditions and procedure for repurchasing the company's own shares. Following the buyback, the company acquired 150,000 of its own shares at a price of PLN 575.00 per share, for a total value of PLN 86,250,000. The nominal value of the shares acquired in the transaction is PLN 300,000. The acquired shares represent 1.06% of the company's share capital. Pursuant to Article 364 § 2 of the Code of Commercial Companies, the company does not exercise participation rights in relation to its own shares, except for rights relating to their disposal or actions aimed at preserving such rights.

The acquisition of shares was financed from reserve capital created by a General Meeting decision to transfer PLN 320 million from reserve capital derived from distributable profit. At the end of the reporting period, the company does not hold any treasury shares other than those acquired in the aforementioned transaction.

(in thousand PLN)

These treasury shares have been recognised as a deduction from equity, and any associated transaction costs have been recognised directly in equity, meaning they do not affect profit or loss for the period.

An incentive programme was implemented in 2025; details are included in paragraph 17. There were no open incentive programmes or other instruments with a dilutive factor within the Group in 2024. Therefore, the diluted profit per share was equal the basic profit per share.

17. INCENTIVE SCHEME

At the Annual General Meeting on 10 June 2025, Inter Cars S.A. resolutions were adopted to establish an incentive programme for key managers of the Inter Cars Group for the period 2025–2027 (the 'Incentive Scheme') and a variable remuneration scheme for Inter Cars Group executives (the 'Variable Component of Remuneration Programme') (together, the 'Incentive Scheme' and the 'Variable Component of Remuneration Programme: "Programmes").

The purpose of introducing the Programmes is to motivate participants to help the Group achieve its objectives and maximise its consolidated financial results.

The Incentive Scheme will be implemented through the granting of entitlements, which will entitle participants to acquire new shares in the company without pre-emptive rights upon fulfilment of designated conditions, as a result of the exercise of subscription warrants, or to purchase the company's own shares, which will have been acquired by the company for this purpose as part of the purchase of the company's own shares.

The Variable Component of the Remuneration Scheme will be implemented through the granting of Entitlements, which will entitle participants to purchase the Company's own shares upon fulfilment of designated conditions. These shares will have been purchased by the Company for this purpose as part of the Company's share buy-back.

The programmes will be implemented in phases, with entitlements granted in accordance with the relevant regulations.

The programmes will be implemented over a three-year period in financial years 2025, 2026 and 2027. The final tranche of the Programmes is scheduled to be settled in 2028.

Entitlements will be granted to scheme participants in tranches on the following dates, depending on fulfilment of the conditions set out in the regulations:

- ✓ by 31 July 2026 in the case of tranche one;
- ✓ by 31 July 2027 in the case of tranche two;
- ✓ by 31 July 2028 in the case of tranche three; and
- ✓ by 31 July 2028 in the case of additional tranche.

The award of each tranche requires the achievement of minimum levels of consolidated EBITDA and sales revenue in a given year (or, in the case of an additional tranche, cumulatively).

2025: EBITDA of at least PLN 1,447.3 million, revenues of at least PLN 21,739.4 million,

2026: EBITDA of at least PLN 1,633.9 million, revenues of at least PLN 23,913.4 million,

2027: EBITDA of at least PLN 1,843.4 million, revenues of at least PLN 26,304.7 million.

An additional tranche will be issued if a total EBITDA of at least PLN 4,924.6 million and revenue of at least PLN 71,957.5 million are achieved between 2025 and 2027.

If the Group does not achieve the performance conditions indicated above, or if it exceeds the assumed levels, entitlements may be granted to Programme participants on the terms and conditions set out in the Programme Regulations, approved by the Supervisory Board. However, if any performance condition component defined for a given tranche is fulfilled by less than 90%, entitlements for that tranche will not be granted. Furthermore, fulfilling any performance condition component for a given tranche by more than 100% (for the Incentive Scheme) or 105% (for the Variable Compensation Scheme) will not increase the number of entitlements granted for that tranche. Fulfilment of the outcome condition for a given programme tranche will be stated in the relevant verification resolution.

Details of the programmes were included in the resolutions of the Annual General Meeting of Inter Cars S.A., the adoption of which was announced by the company's management board in current report no. 22/2025 on 11 June 2025.

As at 31 December 2025, the estimated total cost of the Programmes is PLN 85 million. The costs of the schemes will be recognised between 2025 and 2028, starting in the second quarter of 2025, in proportion to the vesting period. During the reporting period, the total cost of the Programme for the entire Inter Cars Group amounted to PLN 12,227 thousand, which was recognised in correspondence with equity in the item 'Capital from share-based employee benefit plan', of which PLN

(in thousand PLN)

9,708 thousand was recognised related to the Parent Company and PLN 2,519 thousand was allocated to other group companies.

On 10 June 2025, the Annual General Meeting of Inter Cars S.A. authorised the Management Board of Inter Cars S.A. to purchase the company's own shares. Pursuant to this resolution, the Board of Directors was authorised to company acquire shares up to and including 31 December 2028, representing no more than 2.83% of the Company's share capital in total. The acquisition of company shares will be financed with funds from the company share acquisition reserve, which was established in accordance with the aforementioned resolution.

An amount of PLN 320 million has been transferred from the company's reserve capital — derived from profits that can be used to pay dividends — to the reserve capital created for financing the acquisition of Company's own shares. Accordingly, the company's capital reserve has been reduced by the amount of the reserve capital created for this purpose.

On 15 September 2025, the Board of Directors of Inter Cars S.A. announced that, based on Resolution No. 33 of the Ordinary General Meeting held on 10 June 2025, a resolution had been adopted to determine the conditions and procedure for repurchasing the company's own shares. Following the buyback, the company acquired 150,000 of its own shares at a price of PLN 575.00 per share, for a total value of PLN 86,250,000. The nominal value of the shares acquired in the transaction is PLN 300,000. The acquired shares represent 1.06% of the company's share capital. Pursuant to Article 364 § 2 of the Code of Commercial Companies, the company does not exercise participation rights in relation to its own shares, except for rights relating to their disposal or actions aimed at preserving such rights.

The acquisition of shares was financed from reserve capital created by a General Meeting decision to transfer PLN 320 million from reserve capital derived from distributable profit. At the end of the reporting period, the company does not hold any treasury shares other than those acquired in the aforementioned transaction.

These treasury shares have been recognised as a deduction from equity, and any associated transaction costs have been recognised directly in equity, meaning they do not affect profit or loss for the period.

18. LIABILITIES DUE TO BORROWINGS AND OTHER DEBT INSTRUMENTS

This Note contains information on the Group's liabilities under loans, borrowings and other debt instruments valued at amortised cost. For information on the Group's exposure to currency, interest rate and liquidity risks, see Note 34.

The syndicated credit facility agreement

On 26 November 2025, an addendum extending the term of the revolving credit agreement, dated 14 November 2016, was concluded.

On 27 November 2025, the conditions were fulfilled and the annex to the term and revolving credit agreement was concluded. The final repayment date of the term loan remained unchanged under the terms of the Annex, i.e. until 30 November 2027. At the same time, the repayment date of the revolving credit facilities was extended to 30 June 2026.

This extension is related to the company's intention to refinance the loans granted under the loan agreement in 2026 by entering into a new syndicated term and revolving loan agreement.

The syndicated credit facility agreement is available for the Inter Cars Group daughter companies: Inter Cars S.A., Lauber Sp. z o.o., Inter Cars Česká republika s.r.o., Inter Cars Slovenská republika s.r.o., Inter Cars Lietuva UAB, Inter Cars d.o.o., Inter Cars Romania s.r.l., Inter Cars Marketing Services Sp. z o.o., ILS Sp. z o.o., Q-service Truck Sp. z o.o.

The rate of interest of the credits is variable and shall depend, for each interest rate period, on WIBOR interest reference rate, plus agreed on the basis of the New Credit Facility Agreement (at arm's length) margins of the creditors.

Bank credits concluded directly by subsidiary companies:

Inter Cars Česká republika s.r.o. has a credit line at Raiffeisenbank a.s. with a limit of up to CZK 200 million (PLN 34,920 thousand) with a maturity date of 28 February 2026, which was extended by another year in February 2026.

Inter Cars INT d.o.o. has a loan agreement with OTP Banka for EUR 11 million (PLN 46,494 thousand), maturing on 28 August 2026.

Inter Cars Bulgaria Ltd has two loans: one with United Bulgarian Bank AD (formerly KBC Bank Bulgaria EAD) of EUR 35 million (PLN 147,935 thousand), maturing on 31 October 2027; and one with Unicredit Bulbank AD of EUR 15 million (PLN 63,401 thousand), maturing on 24 January 2026.

Inter Cars d.o.o. Bosnia and Herzegovina has two credit agreements with Bank Intesa Sanpaolo Banka d.d. in the amount of BAM 11.6 million (PLN 25,043 thousand). repayable by 01 August 2026 and for the amount of BAM 1 million (PLN 2,159 thousand), repayable by 15 June 2027.

Inter Cars Greece Ltd. has a loan from Piraeus Bank SA of EUR 3 million (EUR 12,680 thousand) for an indefinite period of time.

Notes to the annual consolidated financial statement



(in thousand PLN)

ILS Sp. z o.o. has a loan agreement with BNP Paribas Bank Polska S.A., worth PLN 240.4 million, maturing on 31 December 2031.

Q-Service Truck Sp. z o.o. has loan agreements with Alior Leasing Sp. z o.o. and Nest Lease totalling EUR 1,440 thousand (equivalent to EUR 4,731k) for the purchase of tractor units for business use.

Non-current	31/12/2025	31/12/2024
Secured bank loans	1,385,221	1,047,010
Lease liabilities	890,992	784,185
	2,276,213	1,831,195
Current	31/12/2025	31/12/2024
Secured bank loans	1,587,251	1,538,891
Lease liabilities	220,462	202,329
	1,807,713	1,741,220

Loans and borrowings as at 31/12/2025

Current loans and borrowings	Contractual amount (limit)	Used	Maturity date
Syndicated credit	1,793,374	1,388,450	30/06/2026
- Inter Cars S.A.		1,334,586	
- Inter Cars Slovenská republika s.r.o.		28,030	
- Lauber Sp. z o.o.		13,033	
- ING Bank N.V (Inter Cars Romania s.r.l.)		12,801	
Raiffeisen a.s. (Inter Cars Česká republika s.r.o.)	34,920	10,405	28/02/2026
Kredyt Logistyka	34,921	34,921	31/12/2026
OTP Banka d.d. (ICSI - Inter Cars INT D o.o.)	46,494	44,465	28/08/2026
Intesa Sanpaolo Banka d.d. (Inter Cars d o.o. Bosnia and Herzegovina)	25,043	18,297	15/08/2026
Piraeus Bank Ltd (Inter Cars Greece Ltd.)	12,680	12,817	indefinite
BNP Paribas Bank Polska S.A. (ILS Sp. z o.o.)	24,040	24,040	31/12/2026
TotalEnergies Marketing Bulgaria EOOD (Inter Cars Bulgaria Ltd.)	235	235	31/12/2026
Automotive Parts s.r.o. (Inter Cars Česká republika s.r.o.)	23	23	25/11/2026
United Bulgarian Bank AD (Inter Cars Bulgaria Ltd.)	63,401	52,239	24/01/2026
Alior Leasing Sp. z o.o. (QST Sp. z o.o.)	1,359	1,359	31/12/2026
	2,036,490	1,587,251	

Non-current loans and borrowings at nominal value	Contractual amount (limit)	Used	Maturity date
Syndicated credit	1,150,814	903,814	30/11/2027
Kredyt Logistyka	176,764	174,606	31/12/2031
Alior Leasing Sp. z o.o. (QST Sp. z o.o.)	3,372	3,372	28/07/2029
BNP Paribas Bank Polska S.A. (ILS Sp. z o.o.)	192,320	192,320	31/12/2031
United Bulgarian Bank AD (Inter Cars Bulgaria Ltd.)	147,935	121,061	31/10/2027
Intesa Sanpaolo Banka d.d. (Inter Cars d o.o. Bosnia and Herzegovina)	2,159	2,159	15/06/2027
	1,673,364	1,397,332	

Notes to the annual consolidated financial statement



(in thousand PLN)

	Contractual amount (limit)	Used	Maturity date
Short-term loans and borrowings at 31.12.2024			
Syndicated credit	1,793,374	1,310,722	28/11/2025
- Inter Cars S.A.		1,238,804	
- Inter Cars Slovenská republika s.r.o.		29,439	
- Lauber Sp. z o.o.		8,609	
- ING Bank N.V (Inter Cars Romania s.r.l.)		33,870	
Raiffeisen a.s. (Inter Cars Česká republika s.r.o.)	33,980	22,875	28/02/2025
OTP Banka d.d. (ICSI - Inter Cars INT D o.o.)	38,457	36,629	26/11/2025
Intesa Sanpaolo Banka d.d. (Inter Cars d o.o. Bosnia and Herzegovina)	4,359	1,695	25/06/2025
Intesa Sanpaolo Banka d.d. (Inter Cars d o.o. Bosnia and Herzegovina)	13,076	12,154	15/12/2025
SKB Banka (ICSI - Inter Cars INT D o.o.)	5,563	2,243	01/08/2025
Piraeus Bank Ltd (Inter Cars Greece Ltd.)	12,819	13,000	indefinite
BNP Paribas Bank Polska S.A. (ILS Sp. z o.o.)	24,040	24,040	31/12/2025
TotalEnergies Marketing Bulgaria EOOD (Inter Cars Bulgaria Ltd.)	299	299	31/12/2025
Automotive Parts s.r.o. (Inter Cars Česká republika s.r.o.)	89	89	31/12/2025
United Bulgarian Bank AD (Inter Cars Bulgaria Ltd.)	128,190	114,523	31/10/2025
Alior Leasing Sp. z o.o. (QST Sp. z o.o.)	622	622	31/12/2025
	2,054,868	1,538,891	
Non-current loans and borrowings at nominal value			
	Contractual amount (limit)	Used	Maturity date
Syndicated credit	1,150,814	838,814	30/11/2027
Alior Leasing Sp. z o.o. (QST Sp. z o.o.)	1,361	1,361	22/10/2028
BNP Paribas Bank Polska S.A. (ILS Sp. z o.o.)	216,360	216,360	31/12/2031
TotalEnergies Marketing Bulgaria EOOD (Inter Cars Bulgaria Ltd.)	242	242	16/11/2026
Automotive Parts s.r.o. (Inter Cars Česká republika s.r.o.)	22	22	25/11/2026
	1,368,799	1,056,799	

The total liabilities under loans and borrowings as at the balance sheet date of 31 December 2025 amounted to PLN 2,984,584 thousand, of which PLN 1,730,661 thousand relate to loan liabilities denominated in PLN, PLN 1,220,431 thousand relate to loan liabilities denominated in EUR, while PLN 12,801 thousand relate to liabilities from a loan denominated in RON, PLN 20,456 thousand relate to liabilities from a loan denominated in BAM, PLN 235 thousand relate to liabilities from a loan denominated in BGN, and PLN 23 thousand relate to liabilities from a loan denominated in CZK.

Material terms of the syndicated credit facility and other credits

A consortium credit was granted by the following banks (along with the use as at 31 December 2025):

	Use in nominal value	Share in the amount drawn
Syndicated loan agreement		
CaixaBank S.A.	371,644	12.39%
Bank Pekao S.A.	708,450	23.78%
Bank Handlowy S.A.	254,447	8.54%
Santander	356,069	11.86%
BNP Paribas Bank Polska S.A.	229,884	7.72%
mBank S.A.	276,367	9.28%
ING Bank Śląski S.A.	264,097	8.86%
Citibank Europe PLC Slovakia	28,030	0.94%
ING Bank N.V. (Inter Cars Romania s.r.l.)	12,801	0.43%
Raiffeisen a.s. (Inter Cars Česká republika s.r.o.)	10,405	0.35%
OTP Banka d.d. (ICSI - Inter Cars INT D o.o.)	44,465	1.49%

Notes to the annual consolidated financial statement



(in thousand PLN)

	Use in nominal value	Share in the amount drawn
United Bulgarian Bank AD and UniCredit Bulbank AD (Inter Cars Bulgaria Ltd.)	173,302	5.82%
Intesa Sanpaolo Banka d.d. (Inter Cars d o.o. Bosnia and Herzegovina)	20,456	0.69%
Piraeus Bank Ltd (Inter Cars Greece Ltd)	12,817	0.43%
BNP Paribas Bank Polska S.A. (ILS Sp. z o.o.)	216,360	7.26%
QST Alior Leasing Sp. z o.o.	4,731	0.16%
Total Energies Marketing Bulgaria EOOD	235	0.01%
Inter Cars Česká republika s.r.o.	23	0.00%
	2,984,584	100%

The credit facility is secured with:

- mortgage on land property, which belong to Inter Cars S.A. worth PLN 48,112 thousand, according to an estimate dated 27 February 2018.
- registered pledge over inventories of the Group as at 31 December 2025 in the amount of PLN 3,682 million and financial pledge over shares in share capital of ILS;
- registered pledge and financial pledge over shares in share capital of ICMS;
- registered pledge over bank accounts,
- authorization to Company's accounts in Poland,
- transfer of receivables of the Company from Insurance contracts,
- declaration on unsolicited execution,

Information on collateral for the syndicated credit facility was published by the Board of Managers of the parent entity in current report number 32/2016.

Agreement no. Bank	Concluded on	Term	Limit/ loan amount	Collateral
Syndicated loan agreement Bank Polska Kasa Opieki S.A., CaixaBank S.A. ING Bank Śląski S.A., BNP Paribas Bank Polska S.A. Santander Bank Polska S.A. Bank Handlowy w Warszawie S.A. mBank S.A.,	14/11/2016	30/06/2026 30/11/2027	1,793,373,500 PLN 1,150,814,000 PLN	The list of collaterals is disclosed above.
Raiffeisenbank A.S. (Inter Cars Česká republika s.r.o.)	30/09/2012	28/02/2026	200,000,000 CZK	Bank guarantee
OTP Banka d.d. (ICSI - Inter Cars INT D o.o.)	09/12/2021	28/08/2026	EUR 11,000,000	3 blank promissory notes and corporate guarantee
ING Bank N.V. (Inter Cars Romania s.r.l.)	27/08/2014	30/06/2026	70,000,000 RON	Collateral on stocks
United Bulgarian Bank AD (Inter Cars Bulgaria Ltd.)	30/11/2023	31/10/2027	35,000,000 EUR	Corporate guarantee
UniCredit Bulbank AD (Inter Cars Bulgaria Ltd.)	24/01/2025	24/01/2026	15,000,000 EUR	Corporate guarantee
Intesa Sanpaolo Banka d.d. (Inter Cars d o.o. Bosnia and Herzegovina)	01/09/2022 25/01/2024	15/08/2026 15/06/2027	11,600,000 BAM 1,000,000 BAM	Corporate guarantee, 6 blank promissory notes; funds in bank account
Piraeus Bank Ltd (Inter Cars Greece Ltd)	28/08/2024	Unspecified	3,000,000 EUR	Assignment of claims
BNP Paribas Bank Polska S.A. (ILS Sp. z o.o.)	04/04/2024	31/12/2031	PLN 216,360,000	Corporate guarantee
Alior Leasing Sp. z o.o. and Nest Lease (QST Sp. z o.o.)	22/10/2024	28/07/2029	EUR 1,124,474	Pledge on an object of investment
Total Energies Marketing Bulgaria EOOD (Inter Cars Bulgaria Ltd.)	16/11/2023	16/11/2026	108,789 BGN	Pledge on an object of investment
Raiffeisen Leasing s.r.o. (Inter Cars Česká republika s.r.o.)	19/08/2021	25/11/2026	132,231 CZK	Pledge on an object of investment

(in thousand PLN)

The credit facility bears interests at a variable rate, depending on WIBOR, EURIBOR, ESTR rate, increased by bank margins (determined at arm's length) for each individual interest period, agreed in credit facility agreements (at arm's length).

Source of finance	Interest rate
CaixaBank S.A.	Short-term portion - WIBOR 1M + bank margin, long-term portion - WIBOR 3M + bank margin
Bank Pekao S.A.	Short-term portion - WIBOR 1M + bank margin, long-term portion - WIBOR 3M + bank margin
Bank Handlowy w Warszawie S.A.	Short-term portion - WIBOR 1M + bank margin, long-term portion - WIBOR 3M + bank margin
Santander Bank Polska S.A.	Short-term portion - WIBOR 1M + bank margin, long-term portion - WIBOR 3M + bank margin
BNP Paribas Bank Polska S.A.	Short-term portion - WIBOR 1M + bank margin, long-term portion - WIBOR 3M + bank margin
mBank S.A.	Short-term portion - WIBOR 1M + bank margin, long-term portion - WIBOR 3M + bank margin
ING Bank Śląski S.A.	Short-term portion - WIBOR 1M + bank margin, long-term portion - WIBOR 3M + bank margin
Citibank Europe PLC Slovakia	EURIBOR 1M + bank margin
ING Bank N.V. (Inter Cars Romania s.r.l.)	ROBOR + bank margin
Raiffeisen A.S. (Inter Cars Česká republika s.r.o)	PRIBOR/ ESTR + bank margin
OTP Banka d.d. (ICSI - Inter Cars INT D o.o.)	Short-term portion - EURIBOR 3M + bank margin,
United Bulgarian Bank AD (Inter Cars Bulgaria Ltd.)	SIR + bank margin EURIBOR 1M + bank margin
UniCredit Bulbank AD (Inter Cars Bulgaria Ltd.)	EURIBOR 1M + bank margin
Intesa Sanpaolo Banka d.d. (Inter Cars d o.o. Bosnia and Herzegovina)	Fixed bank margin
Piraeus Bank Ltd (Inter Cars Greece Ltd	EURIBOR 3M + bank margin
BNP Paribas Bank Polska S.A. (ILS Sp. z o.o.)	WIBOR + bank margin
Alior Leasing Sp. z o.o. I Nest Lease (QST Sp. z o.o.)	Variables
Total Energies Marketing Bulgaria EOOD (Inter Cars Bulgaria Ltd.)	Fixed margin
Raiffeisen Leasing s.r.o. (Inter Cars Česká republika s.r.o.)	Variables

The syndicated loan was used to repay debt and finance current business activities, as well as to finance a new investment to expand and modernise the warehouse facilities at the logistics centre in Zakroczym.

The credit facility agreement includes requirements with respect to a number of key ratios (calculated based on the Inter Cars Group's consolidated financial statements), and in the event the Group fails to meet these requirements, the consortium will have the right to terminate the agreement. The ratios are as follows:

- the EBITDA index should be positive
- the ratio of the Group's operating profit to the interest paid on the financial debt of all Group members should be higher than 2.5
- the net debt to EBITDA ratio should be below 3.9 by 31 March 2017 in total and below 3.5 for later periods
- the Group's equity to its aggregate balance-sheet total should be higher than 30%.

All coefficients are calculated based on the financial statements following elimination of the impact of the IFRS 16 standard applied in 2019.

As at 31 December 2025 the Group met all terms and conditions of the facility. As at 31 December 2025, the values of the ratios were as follows:

- EBITDA amounted to PLN 1,424,035,000.
- the Group's operating profit to paid interest on financial debt of all Group companies amounted to 6.0;
- net debt to EBITDA was 2.22
- the Group's equity to its aggregate balance-sheet total was 48.3%.

Inter Cars may approve dividend payout in the following value:

- any amount up to a total of 100% of the separate (stand-alone) net profit generated in the previous financial year, if the ratio of net debt to EBITDA is less than 2.5 as at the date of the last quarter prior to such distribution and as at the date of the quarter immediately following the spin-off (calculated prior to the distribution on a pro forma basis);
- any amount up to a total of 50% of the separate (stand-alone) net profit generated in the previous financial year, if the ratio of net debt to EBITDA is greater than 2.5 but less than 3.0 as at the date of the last quarter prior to such

(in thousand PLN)

distribution and as at the date of the first quarter immediately following such distribution (calculated prior to such distribution on a pro forma basis);

The rate of interest of the credits is variable and shall depend, for each interest rate period, on WIBOR interest reference rate, plus agreed on the basis of the Credit Facility Agreement (at arm's length) margins of the creditors.

Security of credit - Logistics

As at 31 December 2025, obligations under the term facility agreement with financial institutions are secured by the following:

- the establishment of security interests on project-related assets in Romania (logistics centre in Braşov), including a registered pledge (movable mortgage) on warehouse equipment and a robotic line;
- transfer of receivables arising from intra-group loans related to project financing;
- security provided by a subsidiary (ILS Balkan S.R.L.) as guarantor of loan agreement obligations;
- declarations of voluntary submission to enforcement by the obliged persons;
- other standard securities provided for in the financial documentation.

Additionally, repayment of the loan is covered by insurance protection provided by the Export Credit Agency (ECA), which covers most of the credit exposure.

19. LEASE LIABILITIES

Lease liabilities relate to the right to use office, warehouse and point-of-sale space, means of transport. For more information, see note 8.

IFRS 16 provides for exceptions from the general lease model related to short-term lease contracts (i.e. shorter than 12 months) and lease of low-value assets (e.g. laptops).

The Group decided to apply the above exceptions provided by the standard and recognised the fees on a straight-line basis under selling, general and administrative expenses in the statement of comprehensive income.

Lease	31/12/2025	31/12/2024
Payments under lease agreements	872,044	741,980
Discount	(127,150)	(103,617)
Present value of liabilities under leases	744,894	638,363
<i>Payments under lease agreements</i>		
Up to 1 year	153,343	130,386
Between 1 and 5 years	514,968	489,147
Over 5 years	193,263	122,447
	668,311	741,980
<i>Present value of liabilities under leases</i>		
Up to 1 year	125,147	109,476
Between 1 and 5 years	438,443	423,715
Over 5 years	181,304	105,172
	744,894	638,363

Liabilities under leases are related to the lease of property, plant and equipment. For more information, see note 8.

20. LIABILITIES AND RECEIVABLES DUE TO LEASE TRANSFORMED INTO SUB-LEASE.

Premises and vehicles of which the Group is a lessor and which it leases out to its agents running branches are treated as a sub-lease. These lease liabilities equal the respective lease receivables due to lease transformed into sub-lease. The impact from sub-lease on particular items of the financial statements as of 31 December 2025 was as follows:

(in thousand PLN)

	<u>31/12/2025</u>	<u>31/12/2024</u>
Sub-lease receivables (Tangible assets)	271,245	269,872
Sub-lease receivables (Current assets)	95,315	87,600
Liabilities due to lease transformed into sub-lease (Long-term liabilities)	271,245	269,872
Liabilities due to lease transformed into sub-lease (current liabilities)	95,315	87,600
Sub-lease	<u>31/12/2025</u>	<u>31/12/2024</u>
Payments under lease agreements	401,516	382,712
Discount	(34,956)	(34,561)
Present value of liabilities under leases	<u>366,560</u>	<u>348,151</u>
<i>Payments under lease agreements</i>		
Up to 1 year	108,413	76,361
Between 1 and 5 years	274,750	272,338
Over 5 years	18,353	34,013
	<u>401,516</u>	<u>382,712</u>
<i>Present value of liabilities under leases</i>		
Up to 1 year	95,315	92,853
Between 1 and 5 years	262,678	241,150
Over 5 years	8,567	14,148
	<u>366,560</u>	<u>348,151</u>

Interest income and interest expense from sub-lease are reported in the statement of comprehensive income in finance income and expenses at the same value and amount to PLN 16,771 thousand (PLN 15,429 thousand in 2024).

21. TRADE LIABILITIES, INCLUDING THOSE TRANSFERRED FOR FACTORING AND OTHER LIABILITIES

	<u>31/12/2025</u>	<u>31/12/2024</u>
Trade payables to other entities	1,582,269	1,649,899
Receivables from suppliers on trade bonuses	(303,503)	(294,191)
Trade and other liabilities– passed for factoring	148,638	136,431
Taxes, duties, social security and other benefits payable	93,973	114,789
Other liabilities	193,488	231,107
	<u>1,714,865</u>	<u>1,838,035</u>
Maturity structure of trade liabilities, including those transferred for factoring		
Up to 12 months	1,714,865	1,492,139
	<u>1,714,865</u>	<u>1,492,139</u>
Currency structure of trade and other payables		
Payables in PLN	627,942	674,702
Foreign currencies	1,086,923	1,163,333
	<u>1,714,865</u>	<u>1,838,035</u>

(in thousand PLN)

Foreign currencies	31/12/2025	31/12/2024
Liabilities in EUR	639,272	667,566
Liabilities in USD	223,985	335,201
Liabilities in other currencies	223,666	160,566
	1,086,923	1,163,333

22. EMPLOYEE BENEFITS

	31/12/2025	31/12/2024
Salaries and wages	84,369	73,825
Company's Social Benefits Fund	2,893	1,819
	87,262	75,644

23. SALES REVENUES

	01/01/2025 - 31/12/2025	01/01/2024 - 31/12/2024
Revenues on sales of commodities and materials	20,827,647	19,146,989
Revenue from the sale of cars	148,086	106,502
Revenue from sales of services	43,669	58,271
Revenue on the sale of products	196,807	161,316
	21,216,209	19,473,078

Sales by product groups	2025	share	2024	share
Spare parts for passenger cars	11,849,705	55.9%	10,618,971	54.53%
Spare parts for commercial vehicles and buses	3,268,073	15.4%	3,148,588	16.17%
tyres, batteries and lubricants	4,687,313	22.1%	4,326,700	22.22%
garage equipment	774,156	3.6%	688,709	3.54%
other sales and services	636,962	3.0%	690,110	3.54%
	21,216,209	100.0%	19,473,078	100.00%

During the period from 1 January 2025 to 31 December 2025 and the comparative period, no revenue exceeding 10% of the Group's sales revenue was realised with any customer.

Geographical structure of sales

	2025		2024	
	(in thousand PLN)	(%)	(in thousand PLN)	(%)
Sales in Poland	8,473,700	40%	8,181,755	42%
Sales in Romania	1,660,261	8%	1,476,966	8%
in other countries	11,082,248	52%	9,814,357	50%
Total	21,216,209	100%	19,473,078	100%

In no other country, apart from Romania, does sales account for more than 8% of the Group's total sales.

(in thousand PLN)

24. COST OF SALES

	01/01/2025 - 31/12/2025	01/01/2024- 31/12/2024
Value of goods and materials sold	14,946,233	13,678,023
Sold goods	39,353	51,362
Foreign exchange losses	(30,726)	47,003
Cost of sales	14,954,860	13,776,388

25. SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

	01/01/2025 - 31/12/2025	01/01/2024- 31/12/2024
Amortization and depreciation*	261,172	206,825
Materials and energy consumption	253,657	256,534
External services	3,648,248	3,377,945
Taxes and charges	38,576	36,521
Salaries	805,723	694,262
Other costs by kind	103,990	129,794
Total costs by kind	5,111,366	4,701,881
(minus) Cost of products sold	(94,365)	(106,962)
(minus) Change in the balance of finished products and work in progress	(4,267)	1,950
(minus) Cost of distribution realized by branches	(1,981,421)	(1,855,441)
Selling, general and administrative expenses	3,031,313	2,741,428

Costs of distribution services is an item of external services presented under costs by kind.

*the item Amortization and depreciation include an amount of amortisation of intangible assets of PLN 19,893 thousand. (PLN 16,923 thousand in 2024).

26. OTHER OPERATING INCOME

	01/01/2025 - 31/12/2025	01/01/2024- 31/12/2024
Profit from disposal of non-financial fixed assets	1,838	-
Compensation, penalties and fines received	8,215	7,074
Claim and other bonuses	22,011	15,175
Impairment losses on past due liabilities	22	6
Early payment discount	795	555
Other sales	30,398	31,734
Reversal of provisions	6,436	7,007
Other	293	8,075
	70,008	69,626

(in thousand PLN)

27. OTHER OPERATING EXPENSES

	01/01/2025 - 31/12/2025	01/01/2024- 31/12/2024
Damage to stock	66,920	41,727
Inventory lacks	19,650	12,090
Compensations	4,295	2,445
Insurances	2,019	1,597
Past due receivables recognised as impairment losses	13,917	3,928
Impairment of stock write off	3,491	7,644
Provisions made	1,504	5,361
Donations	3,626	4,070
Revaluation of non-financial assets	6,874	2,237
Rebates granted	406	603
Scrapping	2,182	2,971
Deposit on cores	10,065	7,942
Environmental charges	12,742	9,585
Other*	8,069	8,525
	155,760	110,725

* "Other" includes re-invoicing and other costs.

28. FINANCE INCOME AND EXPENSES

	01/01/2025 - 31/12/2025	01/01/2024- 31/12/2024
Financial income		
Interest on loans and borrowings	428	1,159
Other interest	7,733	4,740
Interest from sub-lease	16,771	15,429
Foreign exchange gains/losses	6,208	3,186
Other	348	755
	31,488	25,269
Financial expenses		
Interest expense under bank loans	114,064	125,508
Other interest	2,519	2,988
Interest from sub-lease	16,771	15,429
Interest under lease	36,188	25,900
Fees and commissions	18,412	16,121
Other	1,319	908
	189,273	186,854

(in thousand PLN)

<i>Foreign exchange gains/losses in the period from 1.01.2025 to 31.12.2025</i>	Recognised as cost of sales	Disclosed as foreign exchange gains / (losses)	Total foreign exchange gains/(losses)
Arising in connection with payment of trade payables and receivables	2,857	-	2,857
Realised foreign exchange gains/(losses)	2,857	-	2,857
Arising in connection with valuation of trade payables and receivables as at the reporting date	27,870	-	27,870
Other	-	6,208	6,208
Unrealised foreign exchange gains/(losses)	27,870	6,208	34,078
Total foreign exchange gains/(losses)	30,726	6,208	36,934

<i>Foreign exchange gains/losses in the period from 1.01.2024 to 31.12.2024</i>	Recognised as cost of sales	Disclosed as foreign exchange gains / (losses)	Total foreign exchange gains/(losses)
Arising in connection with payment of trade payables and receivables	(56,086)	-	(56,086)
Realised foreign exchange gains/(losses)	(56,086)	-	(56,086)
Arising in connection with valuation of trade payables and receivables as at the reporting date	9,083	-	9,083
Other	-	3,186	3,186
Unrealised foreign exchange gains/(losses)	9,083	3,186	12,269
Total foreign exchange gains/(losses)	(47,003)	3,186	(43,817)

29. STRUCTURE OF CASH FOR THE STATEMENT OF CASH FLOWS

Corporate income tax paid

	2025	2024
Current corporate income tax disclosed in the statement of comprehensive income	(182,269)	(152,761)
Change in income tax payable	88,324	18,393
Corporate income tax paid	(93,945)	(134,368)

Increase (decrease) in receivables

	2025	2024
Change in trade and other receivables	(180,865)	(343,703)
Change in Loans granted	(1,423)	4,460
Increase (decrease) in receivables	(182,288)	(339,243)

Change in Loans granted

	2025	2024
Loans granted	(26,453)	(14,599)
Repayment of loans granted	4,655	7,226
Interest received	2,624	1,081
Interest accrued	(3,592)	(1,311)
Foreign exchange gains/losses	48	127
Change in Loans granted	(22,718)	(7,477)

(in thousand PLN)

Change in loans, borrowings, debt securities and lease liabilities

	2025	2024
Change in loans, borrowings, debt securities and lease liabilities	386,571	466,270
Change in trade and other liabilities	(123,170)	137,583
Change in employee benefits liabilities	11,618	23,037
Change in total liabilities	275,019	626,890
of which:		
Cash inflows on credits and loans	(590,774)	(520,549)
Repayment of loans and borrowings	201,269	39,666
Other	2,934	14,613
Change in liabilities following adjustments total	(111,552)	160,620
Net interest		
	2025	2024
Interest paid	(195,262)	(163,269)
Interest received	20,363	16,739
Capitalised interest	33,753	-
Net interest	(141,146)	(146,530)
Other adjustments, net		
	2025	2024
Change in other non-current liabilities	575	(2,607)
Change in other long-term receivables	(28,328)	(6,236)
Other adjustments, net	(27,753)	(8,843)



(in thousand PLN)

The following table analyses the debt for each of the presented periods.

	Loans and borrowings	Lease liabilities	Total debt	Cash and cash equivalents	Net debt
Balance as at 01/01/2024	(2,119,630)	(455,519)	(2,575,149)	367,904	(2,207,245)
Cash flows	(480,884)	97,439	(383,445)	95,015	(288,430)
New leasing agreements	-	(291,570)	(291,570)	-	(291,570)
Interest paid	121,940	25,900	147,840	-	147,840
Interest accrued	(121,940)	(25,900)	(147,840)	-	(147,840)
Valuation	14,613	11,287	25,900	-	25,900
Balance as at 31/12/2024	(2,585,901)	(638,363)	(3,224,264)	462,919	(2,761,345)
Cash flows	(389,505)	113,403	(276,102)	81,361	(194,741)
Change in leasing contracts	-	(219,934)	(219,934)	-	(219,934)
Interest paid	142,303	36,188	178,491	-	178,491
Interest accrued	(142,303)	(36,188)	(178,491)	-	(178,491)
Valuation	2,934	-	2,934	-	2,934
Balance as at 31/12/2025	(2,972,472)	(744,894)	(3,717,366)	544,280	(3,173,086)

Sub-lease liabilities are not included in the calculation of net debt.

(in thousand PLN)

30. INCOME TAX

Income tax recognised under current period profit or loss

	01/01/2025 - 31/12/2025	01/01/2024- 31/12/2024
Current income tax	182,269	162,854
Correction on previous years	-	(10,093)
Change in deferred income tax	16,370	19,855
Income tax disclosed in statement of comprehensive income	198,639	172,616

The Inter Cars Group, of which Inter Cars S.A. is the ultimate parent company, is an international group covered by the provisions of the GloBE Act (the Act of 6 November 2024 on Compensatory Taxation of Component Units of International and Domestic Groups).

As IC SA is headquartered and managed in Poland, it is a UPE and a taxpayer of global equalisation tax. This results in an obligation to calculate global equalisation tax in respect of jurisdictions where the GloBE/Pillar II regulations do not apply. The UPE estimates that the global top-up tax for component units based in countries that have not implemented the GloBE/Pillar II rules could amount to around 6.4 million for 2025. This amount will be finally determined in 2027. UPE does not anticipate an obligation to pay a national top-up tax for the Polish component units of the Group (including UPE itself) in 2025.

In countries where the GloBE/Pillar II rules have been applicable since 2024, the interim safe harbours of the CbCR will be applied where possible, particularly the simplified ETR test. In jurisdictions where applying any of the tests (including the simplified ETR test) does not produce the expected result for 2024, the local top-up tax will be calculated on a general, country-specific basis.

The reconciliation of the tax-deductible cost to the value representing the product of the accounting profit and the applicable tax rates is as follows:

Effective tax rate	01/01/2025 - 31/12/2025	01/01/2024- 31/12/2024
Gross profit (without share of the result of the affiliate)	1,005,059	894,096
Tax based on 19% rate	(190,961)	(169,878)
Tax rates gains/losses *	(4,784)	4,055
Globe tax provision	(6,400)	
Tax from previous years	-	(10,093)
<u>Permanent differences</u>		
Non-tax revenue	3,506	3,300
Income tax disclosed in statement of comprehensive income	(198,639)	(172,616)

* Poland 19%, Rep. of Slovakia 21%, Czech Rep. 21%, Ukraine 18%, Lithuania 15%, Cyprus 12,5%, Malta 35%, Croatia 18%, Romania 16%, Latvia 20%, Bulgaria 10%, Italy 24%, Greece 22%, Bosnia and Herzegovina 10%, Moldova 12%, Estonia 20%, Slovenia 22%, Germany 30%, Hungary 9%, Serbia 15%, Great Britain 25%, Albania 15%, Austria 15%.

Tax authorities are entitled to inspect books and accounting records. Within five years from the end of a year when a tax return is submitted, they may impose additional tax charges along with interest and other penalties. In the Management Board's opinion, no circumstances occurred which could result in material liabilities on account of such charges, interest or penalties.

(in thousand PLN)

31. DIVIDEND PROPOSED BY THE BOARD OF MANAGERS

Within the reporting period and till the day of publishing of these financial statements the Company had not realized any payments on account of payout of dividend on operating profit for 2025.

Till the day of preparation of these financial statements the Board of Managers of the Company had not approved the proposal of distribution of profits for 2025. The dividend policy of the Company projects dividend payout in the amount not lower than 60% of consolidated net profit of Inter Cars S.A. Capital Group for a given accounting year.

On May 5, 2025, the Management Board adopted a resolution to accept the proposal of the Board regarding the distribution of profits for the financial year 2024. The resolution proposed that from the net profit generated in 2024 in the amount of PLN 402,735,147.30, PLN 20,118,702.00, i.e. PLN 1.42 per share, should be paid to shareholders as dividends, while the remaining part of the profit in the amount of PLN 382,616,445.30 should be allocated to reserve capital. The Board also took a decision to propose to the General Shareholders Meeting the day of dividend for 16 June 2025 and pay-out of the dividend for 30 June 2025.

The Company's Supervisory Board acknowledged and approved the Management Board's motion of 5 May 2025 regarding the distribution of the 2024 profit and recommended that the Company's Shareholders Meeting adopt a resolution on distributing the 2024 profit in conformity with the Management Board's motion. All 14,168,100 shares of the Company are covered by the dividend.

The General Meeting of Shareholders on 10 June 2025 adopted a resolution to pay a dividend in the amount proposed by the Board of Directors. The dividend was paid out on 30 June 2025.

Dividend per share

	<u>01/01/2025 -</u> <u>31/12/2025</u>	<u>01/01/2024 -</u> <u>31/12/2024</u>
Dividend resolved and paid out to the reporting date	20,119	10,059
Number of shares with right to dividend as per resolution of the General Shareholders Meeting	14,168,100	14,168,100
Dividend per share (in PLN)	1.42	0.71

32. UNRECOGNISED LIABILITIES UNDER EXECUTED AGREEMENTS

Guaranties and sureties

As at 31 December 2025, the parent company did not provide any sureties or guaranties to unrelated parties.

Sureties and guaranties	<u>2025</u>	<u>2024</u>
As at beginning of period	-	10,004
Expiry	-	(10,004)
As at end of period	<u>-</u>	<u>-</u>

The Parent Entity holds a guarantee issued by InterRisk, with respect to payment of a bid bond and a performance bond securing proper performance of contractual obligations and removal of defects in the case of supplies for the Polish Post, the Police and the Army as well as bank guaranties.

33. TRANSACTIONS WITH RELATED ENTITIES

All transactions with related entities are executed at arm's length.

The Group executed transactions with entities related personally to members of the Supervisory Board and the Management Board of the Parent Company, as well as members of the Key Personnel and their relatives.

The Key Personnel are persons with authority and responsibility for planning, directing and controlling the Group's activities directly or indirectly.

The table below sets forth the value of transactions and outstanding balances.

(in thousand PLN)

	01/01/2025 - 31/12/2025		31/12/2025	
	Sale of goods and services to related entities	Purchase of goods and services from related entities	Receivables from related entities	Payables to related entities
Jointly-controlled entities	867	1,820	51	-
Other related entities of Inter Cars S.A.	341	1,055	78	-
	01/01/2024 - 31/12/2024		31/12/2024	
	Sale of goods and services to related entities	Purchase of goods and services from related entities	Receivables from related entities	Payables to related entities
Jointly-controlled entities	537	2,338	57	299
Other related entities of Inter Cars S.A.	93	1,149	1	9

Loans granted

There are no loans or liabilities towards members of the Supervisory Board and Management Board, other members of Key Personnel and their relatives.

Jointly controlled entities include DANXILS sp. z o.o. and InterMeko Europe sp. z o.o., while other entities related to Inter Cars include FF-Sport sp. z o.o., Fastforward Maciej Oleksowicz, Factory of Speed Racing Team Wojciech Twaróg and companies in which members of the Management Board and Supervisory Board sit on the boards of: Przedsiębiorstwo Żegluga Augustowska sp. z o.o., Tenstep Polska sp. z o.o., H2PL sp. z o.o Automotive Parts Distributors and Manufacturers Association.

60% of shares in FF-SPORT Sp. z o.o. are held by Mr Maciej Oleksowicz, President of the Management Board; in addition, Mr Maciej Oleksowicz runs a single-person company under the name FASTFORWARD Maciej Oleksowicz. Mr Andrzej Oliszewski - Chairman of the Supervisory Board of Inter Cars S.A. runs a single-person company under the name P.H.U. ANPO Andrzej Oliszewski.

Moreover, Mr Krzysztof Oleksowicz, holding the position an Advisor of the Management Board, who is personally related to President Maciej Oleksowicz - received a remuneration of PLN 960 thousand in 2025. (PLN 960 thousand in 2024).

The remuneration of the Key Personnel presented in this note includes the amounts paid during the reporting period. The Group's key personnel include members of the Management Board and the Supervisory Board of the parent company, i.e. persons with authority and responsibility for planning, directing and controlling the Group's activities directly or indirectly.

	01/01/2025 - 31/12/2025	01/01/2024 - 31/12/2024
Remuneration of the Members of the Management Board	23,288	21,528
Remuneration of the Members of the Supervisory Board	980	932
Total	24,268	22,460

In the financial year ended on 31 December 2025 and 31 December 2024, the members of the key management personnel of the Parent Company as well as the subsidiaries of the Inter Cars Group did not enter into any loan or guarantee transactions with the Group.

Detailed information on the remuneration of the Parent Company's Board of Directors and on the value of shares in the Parent Company held by the Board of Directors is presented in Note 20 of the Statement of the Board's Activities.

34. FINANCIAL RISK MANAGEMENT

The Group is exposed to financial risks, which can be defined as credit risk, market risk (comprising mainly currency risk and interest rate risk) and liquidity risk.

(in thousand PLN)

CREDIT RISK

There is no significant concentration of credit risk regarding exposures to individual customers and specific industry sectors. However, in terms of geographical regions, 40% of the Group's consolidated sales revenue is realised in the Polish market.

Credit risk is associated mainly with other receivables, cash and cash equivalents, as well as trade receivables. Cash and cash equivalents are deposited with reputable financial institutions.

Under the credit policy adopted by the Group, credit risk exposure is monitored on an on-going basis. All customers who require crediting in excess of a specified amount are assessed in terms of their creditworthiness. The Group does not require any of its customers to provide any asset-based security for financial assets.

As at the reporting date, there was no significant concentration of credit risks. The carrying amount of each financial asset, represents the maximum credit risk exposure:

	<u>31/12/2025</u>	<u>31/12/2024</u>
Loans granted	48,470	25,752
Trade and other receivables (excluding loans granted)	3,592,127	3,363,101
Cash	544,280	462,919
	<u>4,184,877</u>	<u>3,851,772</u>

The concentration of credit risk by the above categories is as follows:

- for loans granted - diversification of credit risk is due to the different - types of business relationships, diversity and geographical dispersion of borrowers.
- for trade and other receivables - see note 13 for information; for sub-leased receivables - the concentration of credit risk is limited and spread over several hundred Group subsidiaries.
- for cash - information is presented in note 14.

MARKET RISK

Market risk is understood as the possibility of a negative impact on performance resulting from changes in market prices of commodities, exchange rates and interest rates.

- interest rate risk

The Group's exposure to interest rate risk is associated mainly with variable-rate liabilities and loans granted.

The Group has liabilities bearing variable rates. As at 31 December 2025, the Group did not use liabilities of fixed interest rate.

As at reporting date the Group did not have any transactions securing the risk of change of interest rate.

As at the end of the reporting period, the structure of interest-bearing financial instruments was as follows:

Variable rate financial instruments	<u>31/12/2025</u>	<u>31/12/2024</u>
Financial assets (loans granted)	48,470	25,752
Cash assets in bank accounts	484,102	413,217
Financial liabilities (liabilities under loans, borrowings and leases)	(3,717,366)	(3,224,264)
	<u>(3,184,794)</u>	<u>(2,785,295)</u>

Presented below is sensitivity analysis of the net profit or loss to possible interest rate changes, assuming that other factors remain unchanged. The following data shows the impact of basis points on the Company's annual net profit or loss.

as at 31 December 2025	basis points increase/decrease	Impact on net profit / loss
	+100 / -100	(25,797)/25,797
	+200 / -200	(51,594)/51,594

Notes to the annual consolidated financial statement



(in thousand PLN)

as at 31 December 2024	basis points increase/decrease	Impact on net profit / loss
	+100 / -100	(22,561)/22,561
	+200 / -200	(45,122)/45,122

- currency risk

A significant portion of the Company's trade and services payables is denominated in foreign currencies, especially in EUR. Sales is performed mostly in PLN and in UAH, EUR, CZK, HUF, BGN, RON, MDL, BAM and ALL. The Group did not enter any foreign currency future purchase or sales contracts between 1st January to 31 December 2025.

	EUR	USD	RON	Other	EUR	USD	RON	Other
	31 December 2025				31 December 2024			
Trade receivables	1,348,025	8,691	323,021	285,045	1,209,765	14,357	251,777	279,722
Cash	302,551	18,847	47,546	131,340	247,433	24,011	31,605	110,397
Bank credits	(1,220,431)	-	(12,801)	(20,691)	(772,948)	-	(33,870)	(13,849)
Trade payables	(639,272)	(223,985)	(65,261)	(158,405)	(667,566)	(335,201)	(36,666)	(123,900)
Gross balance sheet exposure	(209,127)	(196,447)	292,505	237,290	16,684	(296,833)	212,846	252,370

Presented below is sensitivity analysis of the net profit or loss to possible currency exchange rate changes, assuming that other factors remain unchanged (no direct impact on equity).

currency	Foreign exchange rate increase/decrease	Impact on net profit / loss	
		as at 31 December 2025	as at 31 December 2024
EUR	+5% / -5%	(8,469)/8,469	676/(676)
	+10% / -10%	(16,938)/16,938	1,352/(1,352)
USD	+5% / -5%	(7,956)/7,956	(12,022)/12,022
	+10% / -10%	(15,913)/15,913	(24,043)/24,043
RON	+5% / -5%	11,846/(11,846)	8,620/(8,620)
	+10% / -10%	23,693/(23,693)	17,241/(17,241)
Other	+5% / -5%	9,610/(9,610)	10,221/(10,221)
	+10% / -10%	19,221/(19,221)	20,441/(20,441)

LIQUIDITY RISK

In its operations the Company maintains a surplus of liquid assets and open credit lines.

The following table shows the value of current assets and liabilities and liquidity ratios as at:

	31/12/2025	31/12/2024
Current assets	9,156,571	8,546,316
Short-term liabilities	3,735,937	3,692,672
Surplus of current assets over short-term liabilities	5,420,634	4,853,644
Current ratio	2.45	2.31
Quick ratio	1.02	0.96
Cash ratio	0.15	0.13

(in thousand PLN)

The current liquidity ratio is measured as a ratio of the current assets to the short-term liabilities at the end of a given period.

The liquidity ratio is calculated as a ratio of the current assets decreased by inventory to the short-term liabilities as at the end of the period.

The immediate liquidity ratio is calculated as a ratio of the cash to the short-term liabilities at the end of a period.

Cash flow management in the Inter Cars S.A. Capital Group (the "Group") is critical for the functioning of the entire organization. The central point of this aspect of management is the cash flow planning model, covering the demand for capital, primarily including inventories as well as trade receivables and liabilities. By forecasting the demand for capital, the Group continually monitors the financial flows in individual countries and adjusts the financing sources accordingly, both at the Group and the local markets level. The Group finances its business activities by a consortium of 7 banks and 6 banks out of the consortium. Bank financing is kept within the following proportion: 52% short-term loans and 48% long-term loans. The Group diversifies its financing sources and has issued bonds that have been subscribed for by entities other than banks. The Group also finances its liabilities from its equity, which amounted to PLN 5,774 b as at 31 December 2025. The Group reinvests the funds obtained from its activities. The payment of dividends is kept at a stable level. To maintain liquidity, the Group keeps a stable amount of cash ranging from PLN 13 and 28 m available at its points of sale (all branches total).

The surplus of operating assets shown in the consolidated financial statements for 2025 (comprising mainly short-term inventories of an average rotation of 4 months, short-term receivables, and cash) over short-term liabilities is PLN 5,456mio, PLN 602mio higher than that for 2024. This shows the Group's financial liquidity is kept at the right level.

Below chart presents liabilities of the Group as at 31 December, by maturity:

31/12/2025	matured	up to 3 months	3 to 12 months	from 1 to 5 years	more than: 5 years	Total	Balance sheet value
interest-bearing loans and borrowings	-	-	1,385,221	1,587,251	-	2,972,472	2,972,472
lease liabilities	-	38,783	116,350	520,919	193,263	869,315	744,894
liabilities due to lease transformed into sub-lease	-	27,021	81,064	276,211	18,623	402,919	366,560
trade and other payables	324,440	1,080,806	89,133	11,165	7	1,505,551	1,505,551
	324,440	1,146,610	1,671,768	2,395,546	211,893	5,750,257	5,589,477
31/12/2024	matured	up to 3 months	3 to 12 months	from 1 to 5 years	more than: 5 years	Total	Balance sheet value
interest-bearing loans and borrowings	-	-	1,538,891	1,047,010	-	2,585,901	2,585,901
lease liabilities	-	32,597	97,789	489,147	122,447	741,980	638,364
liabilities due to lease transformed into sub-lease	-	19,090	57,271	272,338	34,013	382,712	348,151
trade and other payables	252,710	1,321,456	133,979	15,084	17	1,723,246	1,723,246
	252,710	1,373,143	1,827,930	1,823,579	156,477	5,433,839	5,294,353

CAPITAL MANAGEMENT

The main objective of the Group's capital management is to maintain a good credit rating and sound capital ratios to support the Group's operations and increase the shareholder value.

Depending on changes in the economic environment, the Group may adjust its capital structure by dividend pay-outs, capital repayments to shareholders, or issues of new shares.

In the reporting period, certain capital management restrictions were present in connection with the obtained credit facility agreement (see Note 18).

The Group analyses its equity and capital using the gearing ratio calculated as net debt to total equity plus net debt. The Company's net debt includes interest-bearing bank loans, bonds, and finance leases, as well as trade and other payables, less cash. Equity includes equity attributable to owners of the Parent Entity.

(in thousand PLN)

	31/12/2025	31/12/2024
Loan, borrowing and lease liabilities	3,717,366	3,224,264
Trade and other liabilities	1,719,973	1,842,568
(less) cash and cash equivalents	<u>(544,280)</u>	<u>(462,919)</u>
Net debt	4,893,059	4,603,913
Equity	<u>5,776,024</u>	<u>5,111,652</u>
Net debt to equity	0.8	0.90

Fair value

In the opinion of the Management Board, the carrying amounts of financial assets and liabilities recognised in the financial statements approximate their fair value.

For loans measured at amortised cost, the fair value calculated using market interest rates at the date the financial statements were approved for publication does not differ materially from the carrying amount recognised in the financial statements.

Climate risk

The Group also analyses its operations in terms of climate risks, both physical and transitional. No climate risks were identified during the reporting period that would materially impact the valuation of assets, liabilities or useful lives. The methodology used and the risks identified are both described in detail in the Sustainability Report, which is part of the Management Report on the Activities of Inter Cars S.A. and the Inter Cars Capital Group. (chap. 1.5, ESRS SBM-3).

35. EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE

No such events.

36. CONTINUED AND DISCONTINUED OPERATIONS

The consolidated financial statement was prepared under the assumption that the Company will continue as a going concern in the foreseeable future.

Inter Cars Ukraine LLC

The Russian invasion of Ukraine on 24 February 2022 continues to be a destabilising factor in the economic environment across the region.

As at the date of approval of the financial statements, Inter Cars Ukraine continues to operate in Ukraine, is actively selling and the Company's operations do not constitute discontinued operations.

In 2025, Inter Cars Ukraine realised sales of PLN 656 million, which is approximately 6% more than sales from the same period a year before. In the current reporting period, Inter Cars Ukraine generated a net loss of PLN 5 million. It should be noted that this result takes into account an impairment loss of PLN 26 million due to the destruction of the Inter Cars Ukraine warehouse in Dnipro in the Dnipropetrovsk region.

The assets of Inter Cars Ukraine amount to PLN 165 million, the majority of which are inventories of PLN 125 million and cash of PLN 14 million. The use and transfer of cash funds in Ukraine is not restricted or subject to any restrictions. The Company's short-term liabilities amount to PLN 94 million, with trade payables to external suppliers amounting to PLN 5.5 million and their balance being settled on an ongoing basis.

The Group analysed the estimate of the allowance for expected credit losses in respect of trade receivables from Ukrainian customers and cash held in banks in Ukraine. An increased level of risk was applied in the expected credit loss model in valuation of the assets. As a result of this analysis, no significant change in the value of the tested assets was identified. Furthermore, the impact of the valuation of the examined assets, due to their low share in the Company's assets, is insignificant.

The assets of Inter Cars Ukraine are located primarily in the central and western regions of Ukraine in 35 different locations. The diversification of the location of assets makes it possible to limit the scale of potential damage resulting from Russian aggression in Ukraine and, consequently, to reduce the risk of potential write-downs.

(in thousand PLN)

The Group's Management Board is monitoring the Ukrainian company's operations on an ongoing basis and further actions will be taken by the Management Board in accordance with the developments and risks related to the armed conflict.

As at 31 December 2025, the Ukrainian company continues to operate and the Parent company controls the Ukrainian company. The Group performed an impairment test on the assets related to the goodwill of Inter Cars Ukraine. No impairment was identified based on the above-mentioned test.

However, the development of the situation is dynamic and unpredictable. In connection with the above, the Group's Management Board analyses on an ongoing basis the situation related to the escalation of the armed conflict in Ukraine and does not rule out that possible new conditions and changes may significantly affect the Company's operations and financial results.

Conflict in the Middle East

On 28 February 2026, the US and Israel launched a military operation against Iran. The region's unstable geopolitical situation, particularly the escalation of armed conflict and periodic disruption to maritime transport in the Persian Gulf, could pose a significant risk to Inter Cars Group S.A.'s future operations.

Macroeconomic and demand risks

Prolonged geopolitical tensions in the Middle East could lead to increased volatility in energy commodity prices, rising inflation, and reduced economic growth in Europe. In such an environment, consumer sentiment may weaken, leading end-users to extend the life cycle of their vehicles. Historically, the independent aftermarket has shown greater resilience than the vehicle manufacturing market to such phenomena; however, a reduction in demand for non-essential services and products during a downturn cannot be ruled out.

Cost risks - energy, fuels and logistics

The conflict in the Middle East is affecting the global supply of oil and gas, as well as the cost of transporting them. The destruction of energy infrastructure and limited rebuilding capacity can result in increased energy and fuel prices persisting for an extended period. For the Inter Cars Group, this could lead to increased transport and energy costs, as well as cost pressures from suppliers, which may partly be reflected in purchase prices.

Supply chain and product availability risks

Escalation of the conflict carries the risk of disrupting global supply chains, particularly with regard to petrochemical-based products. Industry analyses indicate a significant reduction in the availability of certain base oil categories, which could lead to periodic shortages in the product mix, price increases, and the need to seek alternative sources of supply. Long-term global disruption can limit the effectiveness of diversification efforts.

Regulatory and financial risks

Continued cost and inflationary pressures may affect the decisions of central banks and the regulatory policies of EU countries, including interest rates and the cost of financing activities. The extent, pace and impact of possible regulatory interventions remain difficult to predict.

As of the report date, Inter Cars Group S.A. has not identified any significant direct operational disruptions resulting from the conflict in the Middle East. However, the persistence or escalation of geopolitical tensions could affect the macroeconomic situation, operating costs, supply chain functioning and market demand in the future. The scale and direction of this impact will depend on the duration of the conflict and the degree of disruption to global energy and commodity markets.

Maciej Oleksowicz

President of the Management Board

Krzysztof Soszyński

Vice-President of the Management Board

(in thousand PLN)

Wojciech Twaróg

Member of the Management Board

Piotr Zamora

Member of the Management Board

Wojciech Aleksandrowicz

Member of the Management Board

Julita Pałyska

Person responsible for keeping the accounting
books

Warsaw, 28 April 2026.

(in thousand PLN)

INFORMATION OF THE INTER CARS S.A. MANAGEMENT BOARD

REGARDING SELECTION OF AN AUDIT FIRM TO AUDIT THE ANNUAL CONSOLIDATED FINANCIAL STATEMENTS

The Management Board of Inter Cars S.A., with its registered office in Swoboda (the "Company"), acting on the basis of § 72, section 1, item 6-7 and § 73, section 1, item 6-7 of the Ordinance of the Minister of Finance of 6 June 2026 on current and periodical information provided by issuers of securities and the conditions for recognising as equivalent the information required by the laws of a non-member state, and on the basis of the statement of the Company's Supervisory Board presented in this respect, informs that the selection of the auditing company carrying out the audit of the annual consolidated financial statements of the Inter Cars S.A. for the year ended 31 December 2025 and the audit firm carrying out the attestation of sustainability reporting on sustainability reporting was made in accordance with the applicable regulations, including those concerning the selection and procedure for the selection of the audit firm, in particular that:

- the audit firm and the members of the audit team met the requirement of preparing an impartial and independent report on auditing the annual consolidated financial statements in conformity with the applicable law, professional standards and ethics;
- the audit firm performing the attestation of the issuer's group sustainability reporting, along with the members of the team responsible for the attestation, met the conditions required to produce an impartial and independent report on the attestation of the issuer's group sustainability reporting. This was carried out in accordance with applicable regulations, professional standards, and rules of professional conduct.
- the applicable regulations related to the rotation of the audit firm, the key chartered auditor and the statutory grace periods are observed,
- The company holds the following: (a) a policy on selecting the audit firm, including selecting the auditor for the separate and consolidated financial statements, and selecting the entity responsible for attesting sustainability reports; and (b) a policy on providing additional non-audit and non-attestation sustainability reporting services to the issuer by the audit firm, its affiliates, or members of its network. This includes services that are conditionally exempt from the prohibition on the audit firm. These policies were adopted by the Company's Audit Committee and approved by the Supervisory Board.

These annual consolidated financial statements were approved by the Management Board of Inter Cars S.A for publication on 28 April 2026.

(in thousand PLN)

STATEMENTS OF THE MEMBERS OF THE MANAGEMENT BOARD AND APPROVAL OF THE FINANCIAL STATEMENTS

In compliance with the requirements laid down in the Regulation of the Minister of Finance on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent information required by the law of a non-Member State, dated 06 June 2025, the Management Board of Inter Cars S.A. hereby represents as follows:

- to the best of their knowledge, these are the annual consolidated financial statements of the Inter Cars S.A. Group. (hereafter referred to as "Inter Cars") and comparable data have been prepared in accordance with obligatory accounting principles, reflecting the assets and financial situation of Inter Cars Group S.A. and its financial results in a true, reliable and clear manner.
- the Report of the Management Board of Inter Cars S.A. on the activities of the Inter Cars Group provides a fair overview of the development, profitability and position of the Group and its undertakings, including a description of the principal risks and uncertainties. The Report was prepared in accordance with the requirements of Article 55, paragraph 2a of the Accounting Act.
- the Report includes the sustainability reporting of the Inter Cars S.A. Group, which has been prepared in accordance with: (i) the Accounting Act; (ii) the ESRS; and (iii) Article 8 of Regulation 2020/852 and the delegated acts issued pursuant to Article 8(4) of that Regulation.

Maciej Oleksowicz

President of the Management Board

Krzysztof Soszyński

Vice-President of the Management Board

Wojciech Twaróg

Member of the Management Board

Piotr Zamora

Member of the Management Board

Wojciech Aleksandrowicz

Member of the Management Board

Julita Pałyska

Person responsible for keeping the accounting books

Warsaw, 28 April 2026.