



**MANAGEMENT BOARD'S REPORT ON THE ACTIVITIES
INTER CARS S.A. AND THE INTER CARS S.A.
CAPITAL GROUP**

IN THE YEAR ENDED ON 31 December 2025



This document is a pdf copy of the official annual report, which was produced in xhtml format.

REPORT ON THE OPERATIONS OF THE INTER CARS GROUP

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1. INFORMATION ON BASIC ACTIVITIES OF INTER CARS GROUP

The **Inter Cars Group** has for years maintained a leading position in the distribution of spare parts for passenger cars and trucks, not only in the domestic automotive market, but in the whole of Central and Eastern Europe.

Inter Cars offers a wide range of spare parts, accessories, and garage equipment for almost all types of vehicles, including cars, vans, trucks, and motorbikes. Inter Cars works with well-known parts manufacturers who supply components for the first assembly. The company also develops its own brand of products and alternative offerings, ensuring price differentiation and adaptation to customer needs. Another important element of the Group's activities is the development of complementary services, such as technical consultancy, training, and IT solutions, which support the operation of garages. The development of e-commerce tools by Inter Cars is intended to enhance the accessibility of the offer to customers and to streamline the ordering process.

The Group has gradually been developing its activity in over 20 countries across Europe, ranking first in the Central and Eastern part of the continent, second on the entire continent and sixth globally.

The Group operates in Poland, Ukraine, Czech Republic, Slovak Republic, Lithuania, Hungary, Italy, Croatia, Belgium, Romania, Latvia, Bulgaria, Estonia, Moldova, Slovenia, Germany, Bosnia and Herzegovina, Greece, Serbia, United Kingdom, Malta, Norway, Albania and Austria.

The company was founded in 1990 and has been listed on the Warsaw Stock Exchange since 2004. The Inter Cars Group celebrated its 35th anniversary in 2025.

STRATEGY, BUSINESS MODEL AND VALUE CHAIN [SBM-1].

The **main customers of Inter Cars S.A.** are customers from the B2B area (business-to-business model in which transactions take place between companies) - automotive garages. The Group actively supports automotive repair garages in gaining final customers - the drivers. For this reason, Inter Cars is launching B2C projects (a business relationship model in which transactions are aimed directly at individual customers), which are aimed at meeting automotive needs of drivers and redirecting them to garages which are given with quality and image support from Inter Cars S.A.

In 2025, the Group expanded its sales network by 20 branches, opening 24 new locations and closing four existing ones. This enabled the Group to reach an ever-wider audience.

Thanks to its present structure of sales of automotive spare parts, which corresponds to the stock of vehicles registered, high availability of its offering, and use of modern sales tools, the Group is able to offer attractive terms of cooperation to its customers. The Group is a leader in the implementation of new sales support solutions.

The **spare parts distribution market** has significant growth potential. The main market drivers include the **continuous increase in the demand for spare parts for commercial vehicles**, **liberalisation of applicable regulations** providing for access of independent spare parts distributors to authorized garages, **elimination of barriers to the import** of second-hand vehicles, **increasing complexity of repairs** due to the more widespread use of advanced technologies in the manufacturing of vehicles, and the continuously growing intensity of vehicle use, including in particular an increase in the average age of registered vehicles and the average mileage. The most important trends on the **independent spare parts distribution market** include the strong development of sales networks, extension of the range of products, development of sales support programmes, development of proprietary product lines and improvement of computer systems.

The **Inter Cars Group's primary objective** is to establish a sustainable leadership position in the distribution of automotive parts and services across Europe. This will be achieved by creating a **friendly, sustainable and highly efficient environment for garages**, enabling them to provide drivers with a fast, professional and safe service.

(in thousand PLN)

This objective will be realised through the **systematic development and improvement of the Group's distribution model**, particularly by:

- expanding and densifying the distribution network, including further developing branches, regional warehouses and subsidiaries outside Poland;
- consistently expanding the range of products and services offered to meet the diverse needs of the market;
- implementing technical and organisational innovations, including automating logistical and operational processes in key distribution centres;
- optimising customer service times and improving business processes with sustainability in mind;
- developing and continuously improving the quality management system to meet increasing customer expectations.

The Inter Cars Group's business model is based on the **effective use of economies of scale**, while operating within specialised business segments. This approach enables the Group to adapt its offering flexibly to local market conditions, competing effectively with both larger and smaller players while maintaining a high level of customer service.

Implementing the adopted strategy **strengthens the Inter Cars Group's position as the most effective and efficient distribution channel**, linking spare parts manufacturers with their end customers — garages — and building long-term relationships based on quality, availability and speed.

The overarching strategic objective of Inter Cars S.A. is to **build shareholder value** by making optimum use of available material and intellectual resources, consistently implementing development programmes, and shaping a positive image of the Group in its relations with stakeholders.

The Inter Cars Group's strategy is to maintain and strengthen its position as the **leading mobility distribution company in Europe**. The Group aims to become **the largest and most profitable distribution entity in each market in which it operates** and sustain this position long term.

Inter Cars takes advantage of **the scale of its business** while operating within **smaller, specialised business segments**. This approach enables the Group to operate with agility and efficiency, competing effectively with both smaller and larger market players.

Inter Cars S.A.'s overriding strategic objective is to **build shareholder value** through the optimal use of available material and intellectual resources, the development of organisational competence, and the consistent implementation of development programmes related to the Group's operations and services.

Key directions of the Inter Cars Group's development strategy

The Group's development strategy is based on the following core elements:

1. Development of the range of products and services offered

Inter Cars offers one of the widest ranges of car parts in Europe. The strategy is to continue expanding the range by introducing new products and developing existing lines, while ensuring the offer aligns with market expectations in terms of quality, price, and technical support from parts manufacturers and service providers.

2. Development of the distribution network in Poland and abroad

The Group is consistently developing and expanding a distribution network based on subsidiaries and distribution companies. Inter Cars provides its partners with organisational and logistical expertise, capital, state-of-the-art IT systems, full product availability and a well-known brand. The strategy involves further developing the network in existing markets and entering new European markets, including through organic growth and creating new companies such as Inter Cars Austria GmbH, which started operations in 2025.

3. Logistics and supply chain

The continuous improvement of logistics processes and supply chain management is one of the key sources of the Group's competitive advantage. These tasks are carried out by the specialised company ILS sp. z o.o., which is responsible for organising the flow of goods from manufacturers to Inter Cars subsidiaries. The strategy involves further automating and optimising logistics processes to increase operational efficiency and reduce delivery times to customers.

4. Partner programme development

(in thousand PLN)

Partner programmes are an important part of the Group's added value offering. The strategy involves further developing garage support programmes, including garage equipment, technical training, technical services, and IT tools to support sales and customer service. A key role is played by expanding the partner garage network, including MotoIntegrator Partner, Q-Service Castrol, Bosch Car Service, Premio and Q-Service Truck.

5. Innovative customer tools and fleet programme development

The Group consistently develops innovative digital solutions to support customers and end users. The MotoIntegrator platform gives drivers quick access to professional Inter Cars-recommended garages, which provide tools for diagnostics, repairs and vehicle servicing. The strategy involves further improving technological tools, optimising service processes and developing the fleet offering.

2025 is a year of continuous **development of activities of Inter Cars subsidiaries**. The Management Board expects that the growth of the whole Group in the forthcoming years will be significantly driven by its subsidiary undertakings. In April 2025, the Group established Inter Cars Austria GmbH, which began operating four months later.

The Group still sees room for growth in the year ahead, primarily by developing sales within specific segments in each country. Growth, based on segment strategies gives agility and flexibility in business management and increases the Group's competitiveness, resulting in the fact that higher sales growth rates than local competitors have been recorded in many countries. The Group's sights are set on further growth in 2025, with plans to expand its product range, which already includes more than 5.97 million items, including spare parts for passenger and commercial vehicles, batteries, tyres, oils, as well as parts for motorbikes, agricultural and industrial machinery, garage equipment, driver accessories, and marine products. The Inter Cars Group provides garages with all the tools they need for vehicle repairs, including software, training and financing.

The expansion of the Skypod® system, the first of its kind in Central and Eastern Europe, was completed in 2025 at the ILS European Logistics and Development Centre in Zakroczym. As part of this expansion, the infrastructure was increased by 164,000 boxes and is now served by 555 autonomous Skypod® robots. The new configuration includes an additional 20 picking stations, four replenishment stations, and approximately two kilometres of conveyors to ensure the smooth and efficient flow of goods throughout the facility. The Skypod® system, developed by Exotec, is a state-of-the-art intralogistics solution that enables autonomous robots to transport goods between racks and picking stations. This results in reduced process times and increased productivity. A key feature of the Skypod® system is its flexible, modular racking system, which stands at over 11 metres high and makes it possible to maximise storage space usage and adapt the layout flexibly to changing logistical needs. The system is dedicated to 'S' (small) classification products weighing up to 6kg and allows the storage of up to 100,000 stock keeping units, which represents more than 20% of entire product range in Zakroczym. Deployment of the Skypod® system at our Brasov warehouse in Romania, which currently has more than 250 autonomous Skypod® robots, was completed in 2025. Following the testing of the new technology under various operational conditions, the decision was made to start building a fully automated warehouse in Stęszew, near Poznań, modelled on the solutions employed at the ILS European Logistics and Development Centre in Zakroczym. Implementing the system in more warehouses will enable the Group to respond more effectively to its customers' growing needs and develop its services further on a global scale, while also confirming its commitment to modern technological solutions.

The market today demands fast and efficient solutions, with mobile services becoming an integral part of the automotive and industrial sectors. To meet these expectations, Inter Cars has introduced a comprehensive range of solutions for service vehicle equipment and bodies, tailored to the individual needs of each customer. This includes support with selecting and purchasing a suitable vehicle, designing and constructing a customised service body to ensure maximum functionality and ergonomics, supplying high-quality tools, equipment, and advanced systems to enable complex repairs to be carried out efficiently on site, and branding and personalising the vehicle, as well as assisting with financing.

In 2025, the Group continued to develop its business in areas related to electromobility and transport and mobile service solutions. These activities align with long-term market trends and technological changes in the automotive sector.

Since May 2023, Group company Armatus Sp. z o.o. has been the BYD Truck dealer for electric trucks and vans in Poland. Since then, Armatus Sp. z o.o. has sold 119 BYD zero-emission vans and trucks. The group plans to increase sales by expanding its dealer network.

In 2025, the Group organised industry events to bring the aftermarket community together.

The Castrol Q Service Conference took place in April of that year. Several hundred representatives from car service centres and leading automotive parts manufacturers attended the event, all of whom had a thorough understanding of the direction in which the automotive industry was heading. During the two-day event, invitees participated in 13 expert panels covering topics such as employees, guarantees and warranties, market trends, and garage management.

(in thousand PLN)

On 13 December, the inaugural Speed UP event was held at the International Congress Centre in Katowice, with over 1,500 attendees. This was the first event of its kind in the aftermarket sector in Poland.

During the event, Inter Cars presented its new brand strategy. This will be encapsulated in a new slogan that addresses the genuine requirements of the aftermarket industry: Inter Cars: saving time, powering progress.

2025 was a year of continued growth for the Group, as evidenced by its achievements and industry accolades. Inter Cars was ranked 13th in the "200 Largest Polish Companies" and "100 Largest Polish Private Companies" rankings by the magazines "Wprost" and "Forbes Polska", respectively. These awards confirm the high quality of Inter Cars' solutions and the effectiveness of its strategy, reinforcing its position as a reliable and valued market participant.

Inter Cars was ranked 13th in Wprost's "200 Largest Polish Companies" ranking, up two positions on last year's edition and confirming the company's strong position in the domestic market. This promotion in the prestigious ranking is the result of a consistent development strategy implemented over many years, and strengthens Inter Cars' position as a leader in the distribution of car parts in Poland and Central and Eastern Europe. The company is developing its distribution network and logistics, as well as investing in modern technology and process automation. Wprost's ranking is based on the financial data of the largest Polish companies, focusing primarily on revenues, profits, growth dynamics, and the scale of operations. This year, Inter Cars outperformed many well-known brands from various economic sectors, highlighting the strength and resilience of the aftermarket industry, even in the face of rapidly changing market conditions.

Inter Cars also ranked 13th in the "100 largest Polish private companies" ranking prepared by Forbes Poland. This list features companies with Polish ownership that have achieved the highest revenues and market values, demonstrating stable development and resilience in the face of changing economic conditions.

At the 17th European Economic Congress in Katowice, Inter Cars received the prestigious Eagles ESG 2025 award from Rzeczpospolita. The award for Inter Cars was given for the implementation and execution of the parts remanufacturing programme, a key element of the company's sustainability strategy. In the justification for the verdict, it was emphasised that remanufacturing of parts is an economic benefit and a real contribution to the protection of the planet, while through innovative solutions Inter Cars promotes remanufactured products and builds confidence in their quality.

The company's consistent and long-term efforts in developing organisational culture have once again been recognised. For the fifth time, Inter Cars S.A. has received the prestigious "Investor in Human Capital" award, presented by the independent research institute Experience Institute.

Meanwhile, the Inter Cars Foundation was awarded the 'Benefactor of the Year 2025' title in the 'Local Partnerships' category during the 28th edition of Poland's oldest and largest competition for promoting corporate social commitment. This unique award recognises companies and corporate foundations that support NGOs and local communities in a special way.

(in thousand PLN)

2. FINANCIAL STANDING OF THE COMPANY AND THE GROUP FOR THE PERIOD OF 12 MONTHS ENDING ON 31 DECEMBER 2025.

2.1. SELECTED FINANCIAL DATA FROM THE CONSOLIDATED REPORT ON TOTAL INCOME OF THE GROUP

(in thousand PLN)	for the period of 12 months ended		
	on		
	<u>31/12/2025</u>	<u>31/12/2024</u>	<u>change</u>
Revenues from the sale of products, goods and materials	21,216,209	19,473,078	9.0%
Cost of sales	(14,954,860)	(13,776,388)	8.6%
Gross profit on sales	6,261,349	5,696,690	9.9%
Other operating income	70,008	69,626	0.5%
Selling, general and administrative expenses	(3,031,313)	(2,741,428)	10.6%
Costs of distribution service	(1,981,421)	(1,855,441)	6.8%
Other operating expenses	(155,760)	(110,725)	40.7%
Operating profit	1,162,863	1,058,722	9.8%
Financial income	25,280	22,083	14.5%
Foreign exchange gains/losses	6,208	3,186	94.9%
Financial expenses	(189,273)	(186,854)	1.3%
Interest in associates	(19)	(3,041)	-99.4%
Profit before tax	1,005,059	894,096	12.4%
Income tax	(198,639)	(172,616)	15.1%
Net profit	806,420	721,480	11.8%
Attributable to:			
shareholders of the parent company	806,420	721,480	11.8%
OTHER COMPREHENSIVE INCOME			
Other comprehensive income subject to reclassification to profit or loss	(49,636)	(37,237)	33.3%
Foreign exchange gains /losses	(49,636)	(37,237)	33.3%
Total other comprehensive income, net	(49,636)	(37,237)	33.3%
COMPREHENSIVE INCOME	756,784	684,243	10.6%
Comprehensive income attributable to:			
- the shareholders of the parent entity	756,784	684,243	10.6%
	756,784	684,243	10.6%
Earnings per share (PLN)			
- basic and diluted	57.08	50.92	12.1%
- diluted	57.08	50.92	12.1%
Weighted average number of shares	14,128,648	14,168,100	

Source: Consolidated Financial Statement of the Group for the year ended on 31 December 2025.

In 2025, the Group's sales revenues were 9.0% higher than in 2024. It should be noted that sales increase was mainly due to the scale of activities and geographical development of distribution chain.

In 2025, the Group expanded its sales network by 20 branches (as a result of opening 24 new branches abroad and closing 4 existing locations in Poland). As a result, at 31 December 2025, the sales network comprised a total of 684 branches (2024: 664 branches), including 242 Polish and 442 foreign branches respectively, at the end of 2024 there were 246 Polish and 418 foreign branches.

Gross profit on sales increased by 9.9% in 2025 as compared to the same period of the previous year.

(in thousand PLN)

In the Management Board's opinion, the 11.8% increase in the 2025 **net profit** compared with 2024, and a 9.0% **increase in the sales revenues**, resulted, among other things, from:

- higher sales dynamics of Inter Cars goods compared to the industry
- decline in demand for second-hand cars. Imports of second-hand passenger cars in Poland were 2.8% lower than in 2024 (IBRM Samar data).
- the increasing average age of the vehicles in Central and Eastern Europe, which translates into increased scope and frequency of repairs,
- competitive advantage on the market of automotive spare parts resulting from ensuring continuity of supply to customers through an extensive subsidiary network, and the widest product range resulting from a significant number of suppliers also providing the opportunity to diversify risk in case of unavailability of goods from manufacturers,
- foreign exchange gains related to settlements with foreign distribution companies,
- pressure on margins due to the strengthening of the local currency against the euro and market pressures occurring in certain countries,
- higher wage costs associated with the need to cope with wage pressures,
- stock level in Capital Group of the Company as at 31 December 2025 amounted to PLN 5,338 million and was higher by 6.9% in comparison to the level as at the end of 2024.
- the debt level ratio of the Company's Group as at 31 December 2025, defined as net debt to EBITDA, reached 2.22, which is 2% higher than the value of this ratio as at the end of 2024.



(in thousand PLN)

2.2. SELECTED DATA FROM THE CONSOLIDATED STATEMENT OF THE GROUP'S FINANCIAL SITUATION

The financial liquidity of the Company and its related entities remain at a proper level, and the value of the current assets is higher than that of the short-term liabilities.

(in thousand PLN)

	<u>31/12/2025</u>	<u>31/12/2024</u>	<u>change</u>
ASSETS			
Non-current assets			
Property, plant and equipment	1,457,659	1,097,868	32.8%
Right-of-use assets	699,782	604,620	15.7%
Investment property	3,181	3,181	0.0%
Intangible assets	239,257	203,262	17.7%
Investments in associates	4,518	4,538	-0.4%
Other long-term receivables	94,980	42,510	123.4%
Financial sub-lease receivables	271,245	255,298	6.2%
Deferred tax assets	29,025	8,300	249.7%
	<u>2,799,647</u>	<u>2,219,577</u>	26.1%
Current assets			
Inventory	5,337,919	4,992,352	6.9%
Trade and other receivables	3,179,057	2,998,192	6.0%
Financial sub-lease receivables	95,315	92,853	2.7%
Cash	544,280	462,919	17.6%
	<u>9,156,571</u>	<u>8,546,316</u>	7.1%
TOTAL ASSETS	<u>11,956,218</u>	<u>10,765,893</u>	11.1%
 (in thousand PLN)			
	<u>31/12/2025</u>	<u>31/12/2024</u>	<u>change</u>
LIABILITIES			
Share capital	28,336	28,336	0.0%
Treasury shares	(86,290)	-	-
Share premium account	259,530	259,530	0.0%
Other supplementary capitals	3,174,231	3,111,615	2.0%
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	(148,761)	(100,895)	47.4%
Retained earnings	2,216,751	1,813,066	22.3%
Equity	<u>5,776,024</u>	<u>5,111,652</u>	13.0%
Long-term liabilities			
Liabilities due to credits, loans	1 385,221	1,047,010	32.3%
Other lease liabilities	619,747	528,887	17.2%
Liabilities due to lease transformed into sub-lease	271,245	255,298	6.2%
Other long-term liabilities	5,108	4,533	12.7%
Deferred income tax provision	162,936	125,841	29.5%
	<u>2,444,257</u>	<u>1,961,569</u>	24.6%
Short-term liabilities			
Trade and other liabilities	1,566,227	1,701,604	-8.0%
Trade and other liabilities - passed for factoring	148,638	136,431	8.9%
Liabilities due to credits, loans	1,587,252	1,538,891	3.1%
Other lease liabilities	125,147	109,476	14.3%
Liabilities due to lease transformed into sub-lease	95,315	92,853	2.7%
Employee benefits	87,262	75,644	15.4%
Income tax liabilities	126,097	37,773	233.8%
	<u>3,735,938</u>	<u>3,692,672</u>	1.2%
Total liabilities	<u>6,180,194</u>	<u>5,654,241</u>	9.3%
TOTAL LIABILITIES	<u>11,956,218</u>	<u>10,765,893</u>	11.1%

Source: Consolidated Financial Statements of the Company for the year ended on 31 December 2025.

(in thousand PLN)

2.3. SELECTED FINANCIAL DATA FROM THE REPORT ON TOTAL INCOME OF THE COMPANY

(in thousand PLN)	31/12/2025	31/12/2024	change
Revenues from the sale of products, goods and materials	13,257,012	12,606,681	5.2%
Cost of sales	(9,914,657)	(9,521,167)	4.1%
Gross profit on sales	3,342,355	3,085,514	8.3%
Other operating income	18,225	9,620	89.4%
Selling, general and administrative expenses	(1,739,102)	(1,660,106)	4.8%
Costs of distribution service	(866,777)	(841,426)	3.0%
License fees	(50,634)	(51,326)	-1.3%
Other operating expenses	(190,998)	(98,911)	93.1%
Operating results	513,069	443,365	15.7%
Financial income	22,538	21,035	7.1%
Dividends received	146,544	129,349	13.3%
Foreign exchange gains/losses	6,208	3,186	94.9%
Financial expenses	(145,298)	(137,724)	5.5%
Profit before tax	543,061	459,211	18.3%
Income tax	(81,357)	(56,476)	44.1%
Net profit	461,704	402,735	14.6%
OTHER COMPREHENSIVE INCOME			
Total other comprehensive income, net	-	-	-
COMPREHENSIVE INCOME	461,704	402,735	14.6%
Earnings per share (PLN)			
- basic and diluted	32.68	28.43	14.9%
Weighted average number of shares in the year	14,128,648	14,168,100	

Source: Separate Financial Statements of the Company for the year ended on 31 December 2025.

(in thousand PLN)

2.4 SELECTED FINANCIAL DATA FROM THE SEPARATE REPORT ON FINANCIAL STANDING OF THE COMPANY

(in thousand PLN)

	<u>31/12/2025</u>	<u>31/12/2024</u>	<u>change</u>
ASSETS			
Non-current assets			
Property, plant and equipment	107,232	108,652	-1.3%
Right-of-use assets	74,884	42,945	74.4%
Intangible assets	229,095	194,674	17.7%
Investments in subordinated entities	1,036,101	532,007	94.8%
Other long-term receivables	80,992	32,040	152.8%
Sub-lease receivables	87,102	87,458	-0.4%
	<u>1,615,406</u>	<u>997,776</u>	<u>61.9%</u>
Current assets			
Inventory	2,840,188	2,766,147	2.7%
Trade and other receivables	4,098,388	3,948,209	3.8%
Sub-lease receivables	44,293	46,123	-4.0%
Income tax receivables	-	32,586	-
Cash	44,476	41,832	6.3%
	<u>7,027,345</u>	<u>6,834,897</u>	<u>2.8%</u>
TOTAL ASSETS	<u>8,642,751</u>	<u>7,832,673</u>	<u>10.3%</u>
LIABILITIES			
Equity			
Share capital	28,336	28,336	0.0%
Treasury shares	(86,290)	-	-
Share premium account	259,530	259,530	0.0%
Supplementary capital	2,884,632	2,822,016	2.2%
Capital from share-based employee benefit programmes	12,227	-	-
Supplementary capital for the buy-back of own shares	320,000	-	-
Other reserve capitals	5,935	5,935	0.0%
Retained earnings	499,084	403,059	14.6%
	<u>3,923,454</u>	<u>3,518,876</u>	<u>10.4%</u>
Long-term liabilities			
Liabilities due to credits, loans	1,066,715	829,054	28.7%
Other lease liabilities	64,941	35,398	83.5%
Liabilities due to lease transformed into sub-lease	87,102	87,458	-0.4%
Deferred income tax provision	111,785	107,682	3.8%
	<u>1,330,543</u>	<u>1,059,592</u>	<u>25.6%</u>
Short-term liabilities			
Trade and other liabilities	1,803,706	1,819,233	-0.9%
Liabilities on credits, loans, debt securities	1,462,589	1,331,737	9.8%
Other lease liabilities	15,481	11,478	34.9%
Liabilities due to lease transformed into sub-lease	44,293	46,123	-4.0%
Employee benefits	51,457	45,634	12.8%
Income tax liabilities	48,284	0	-
	<u>3,425,810</u>	<u>3,254,205</u>	<u>5.3%</u>
TOTAL LIABILITIES	<u>8,642,751</u>	<u>7,832,673</u>	<u>10.3%</u>

Source: Separate Financial Statements of the Company for the year ended on 31 December 2025.

(in thousand PLN)

Structure of Inter Cars Capital Group results from strategy of geographical expansion in distribution of automotive spare parts (Inter Cars Ukraine LLC, Inter Cars Česká republika s.r.o., Inter Cars Slovenska Republika s.r.o., Inter Cars Lietuva UAB, Inter Cars d.o.o. (Croatia), Inter Cars Hungária Kft., Inter Cars Belgium NV, Inter Cars Italia S.r.L., Inter Cars Romania s.r.l., Inter Cars Latvija SIA, Inter Cars Bulgaria Ltd., Cleverlog-Autoteile GmbH, Inter Cars Eesti OÜ, Inter Cars INT d.o.o. (Slovenia), Inter Cars Moldova s.r.l. (Previously: Inter Cars Piese Auto s.r.l.), Inter Cars d.o.o. (Bosnia and Herzegovina), Inter Cars GREECE, Inter Cars United Kingdom - automotive technology Ltd, Inter Cars d.o.o. (Serbia), OOO Inter Cars Automobilna Technika, Inter Cars Norge AS, Inter Cars Deutschland GmbH, Inter Cars Albania SHA, Inter Cars Austria GmbH and the development of projects supporting the core business (Lauber Sp. z o.o., Feber Sp. z o.o., Q-Service Sp. z o.o., IC Development & Finance Sp. z o.o., Armatus Sp. z o.o., Inter Cars Cyprus Ltd, Inter Cars Marketing Services Sp. z o.o., ILS Sp. z o.o., ILS Adriatic Logistica d.o.o., ILS Balkan srl, Inter Cars Malta Holding, Inter Cars Malta Ltd, Q-Service Truck Sp. z o.o., Aurelia Auto d.o.o., Inter Cars Fleet Services Sp. z o.o., TK Dystrybucja Sp. z o.o., WZ Dystrybucja Sp. z o.o.). Distribution of goods is based on 571,000 m² of warehouse space, comprising four logistics centres in Poland: in Zakroczym, Czosnów, Komorniki and Sosnowiec, as well as Midihub facilities acting as local warehouses in the logistics structure of the Inter Cars Group. This also includes 23 warehouses in Europe (outside Poland), including in Romania, Bulgaria, Croatia, Latvia, Hungary and Greece, and a network of 242 own branches in Poland and 442 branches outside Poland in Ukraine, the Czech Republic, Slovakia, Lithuania, Latvia, Estonia, Hungary, Croatia, Slovenia, Italy, Bosnia and Herzegovina, Romania, Bulgaria, Moldova, Greece, Serbia and Albania. The Central Warehouse has all product groups available, while the affiliate branches store only fast-moving products, making sure that their product range, its quality and accessibility match local requirements.

3. BASIC GOODS AND TARGET MARKETS OF THE INTER CARS GROUP

The sales revenue in 2025 **was primarily driven by:**

- (a) the high age of imported vehicles - at an average of 12.6 years in 2025, which translates primarily into an increase in the useful life of cars and an increase in the scope of necessary repairs,
- (b) Inter Cars Group maintaining higher sales dynamics than some of its competitors, which translates into sales growth above the market situation. This was possible thanks to the use of the Group's strong competitive advantage and strong foundations, particularly in terms of:
 - the widest product range and the resulting significant number of suppliers also providing the opportunity to diversify risk in the event of unavailability of goods from manufacturers. In many product groups we have availability of complementary products, i.e. for the same vehicle and similar quality, but from different suppliers. If one supplier does not have products for a particular model, other suppliers have adequate availability. The garage can carry out the repair, but does not necessarily have to use parts from the preferred manufacturer,
 - the efficiency of the logistics and distribution network consisting of 684 branches, of which 24 new foreign branches were opened in 2025, which translated into the ability to meet a significant increase in demand in a short period of time,
- (c) inventories management system optimisation continuation, covering both stock level optimisation for individual product groups, and supply chain optimisation, which primarily involved increased role of regional distribution centres and sourcing larger supplies directly from manufacturers,
- (d) dynamic development of export sales to Western European markets,
- (e) dynamic development of automotive parts sales via the Motointegrator.de platform on the German market.

Cleverlog-Autoteile GmbH, a subsidiary, has strengthened its position in the German market by developing its **e-commerce** business. The **Motointegrator** platform, which offers a wide range of spare parts and car accessories, is now available in **Germany, France, Austria, the Netherlands, Belgium, Spain, Italy, Portugal, Finland and Sweden**. In Belgium, the shop operates in two languages — Dutch and French — to respond precisely to the needs of local customers. Additionally, the company operates **B2B** sales platforms in **Germany and France**, with plans to further develop B2B activities and expand into the **Danish and Swiss markets**. All of the on-line shops have undergone rigorous auditing and have been awarded the **Trusted Shops certificate**, which confirms their commitment to providing a top-quality service and ensuring customer satisfaction at every stage of the shopping experience.

In 2025, **Motointegrator.de** once again proved its position as an e-commerce leader by winning **several prestigious awards**. MI.DE was named "**Top Shop**" by COMPUTER BILD for the eighth consecutive year in recognition of its excellent shopping experience, high-quality service, and intuitive, clear shop design. MI.DE also won the "**Leading Shops 2025**" title from CHIP for the fifth time for its search functionality, transparent offerings and highest security standards. MI.DE was also awarded

(in thousand PLN)

the **"Price Leader 2025"** title by WELT for its transparent pricing policy, as well as the **"Best Online Retailer 2025"** title by Handelsblatt, which is awarded based on customer feedback. This recognises MI.DE's wide range of products, efficient logistics and transparent communication. Last year's successes were rounded off with accolades from DEUTSCHLAND TEST and Focus Money. MI.DE was awarded the titles **"Best Online Shop"** and **"Excellent Online Shop for 5 Years"** in recognition of its wide range of spare parts, high-quality products and fast, reliable service. It was also awarded the **"Highest Customer Loyalty"** accolade once again, earning it the title of "5th Anniversary Winner" after receiving three of the highest awards over the past five years.

Furthermore, Motointegrator.de is establishing itself as **an expert in the automotive industry** by consistently publishing **reliable research and analysis** on its blog. In 2025, MI.DE's research will focus on areas such as **electromobility, charging infrastructure development, urban mobility** and **driving behaviour**, providing valuable insights for professionals and individual customers alike. MI.DE's research has been widely quoted in reputable media outlets such as WELT, SWP and F.A.Z., confirming the company's position as **a reliable and influential source of information**. MI.DE effectively **engages the on-line community**, shares **expert knowledge** and **builds customer trust** through such thoughtful and creative communication.

STRATEGY, BUSINESS MODEL AND VALUE CHAIN [SBM-1].

Basic commodities and products

Inter Cars offers the widest range of automotive spare parts in Central and Eastern Europe. The Group's offering includes both branded goods that are identical in terms of quality with those used in the factory assembly of vehicles, as well as significantly cheaper but equally good-quality products sourced from manufacturers selling their goods exclusively to the aftermarket. The product range comprises spare parts for majority of vehicles sold in Poland and Europe and manufactured in Western Europe, Japan and South Korea, as well as for selected makes manufactured in the USA.

The Group has been systematically expanding the assortment of offered goods. It is done by extending the offering in particular segments, by adding new categories to the existing segments, and by entering new markets.

The Inter Cars Group includes **Feber Sp. z o.o.** a manufacturer of trailers, semi-trailers and dump bodies (tipper) currently focusing on the quality of the products it locates in markets such as Scandinavia, Germany and Belgium. Its business model focuses on a customised offer. In addition, Feber runs a car rental and specializes in post-collision repairs.

Another company belonging to the Inter Cars Group is **Lauber Sp. z o.o.**, which specialises in remanufacturing car parts, allowing customers to avoid the costly purchase of new parts and scrapping the old ones. The company uses modern technologies, thanks to which the quality of remanufactured parts does not differ from that of brand-new parts. The automotive parts remanufacturing business aligns with the concept of a closed-loop economy. This concept assumes the effective management of products' life cycles and the maintenance of their use value in subsequent phases.

The Group also includes **Inter Cars Fleet Services Sp. z o.o.**, whose main activity is the comprehensive service of company car fleets, regardless of their size and industry, in the field of management, servicing and repair of all the most popular OE makes. The company cooperates with a network of more than 1,000 garages across Poland and is the only company on the Polish market to service all types of vehicles - cars, vans, trucks and specialised vehicles.

Another company in the Inter Cars Group is **ILS Sp. z o.o.**, which is responsible for providing comprehensive logistics services related to warehousing and goods handling for both Inter Cars Group companies and external ones. Logistics centres of ILS Sp. z o.o. include 12 warehouses located in Poland and 21 warehouses in Europe (outside of Poland), including in Croatia, Latvia, Romania, Lithuania, the Czech Republic, Hungary, Bulgaria or Greece. All ILS logistics facilities are modern "A" class warehouses. Among them are facilities that are among the most modern of their kind in Europe. The four main Logistics Centres offer the most available space: The European Logistics and Development Centre in Zakroczym, the Logistics Centre in Czosnów, the Western Logistics Centre in Komorniki and the Southern Logistics Centre in Sosnowiec, as well as a warehouse in Brasov located in Romania.

Supplementation of Group's activity is sale of commercial vehicles and trucks made by Isuzu, ran by the first in Poland authorized dealer of the company – **Q-Service Truck Sp. z o.o.** The company has also been responsible for the distribution and development of the Ford Trucks dealership chain in Poland. Moreover, the company is also an authorized representative of ZF Friedrichshafen AG regarding the sale and servicing of manual transmissions, automated and automatic transmissions for trucks. In 2025, 29,979 trucks with a GVM of more than 3.5t were registered, an increase by 6.7% compared to 2024. A total of 325 Ford Trucks vehicles were registered in Poland in 2025. Sales dynamics in 2025 were determined by stabilisation of the supply chain, the need to replace the fleet and adaptation to new regulations and technologies. Ford Trucks in Poland expanded its offer, in addition to the F-MAX tractor units, we also delivered specialised chassis to customers.

(in thousand PLN)

Q-Service Truck also operates as part of Inter Cars Group's pan-European service network, providing high quality services, access to spare parts and dedicated technical support for trucks, buses and specialised machinery. The network offers comprehensive maintenance services that include mechanical and electrical repairs, servicing and maintenance, after-crash repairs, tyre service, air conditioning service, computer diagnostics, mobile service and service and fleet programmes, i.e. dedicated solutions for transport companies, including fleet management.

The Group also includes **Armatus Sp. z o.o.**, a BYD electric truck and van dealer in Poland. The company specialises in selling and servicing the brand's electric vans and trucks. Armatus's goal is to provide the transport industry with the most efficient, innovative and environmentally friendly solutions.

(in thousand PLN)

The table below sets forth Inter Cars Capital Group's sales revenue **broken down by operational segments**.

	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)	(147,924)	(8,719)	(7,128)	(66,944)	(51,773)	(10,480)	(11,428)	(261,172)	(218,253)
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

Subsidiaries, like the parent company, offer both parts for passenger cars and trucks, with addition that the total structure of the Group's sales is dominated by parts for passenger cars. Over 46% of the sales revenues of the Group in 2025 came from the **sales in Poland**.

(in thousand PLN)

Inter Cars Group's **primary sale market** is Polish market. In 2025, the fastest growing countries were Slovakia, Serbia, Bulgaria, Belgium and Romania.

The Group owns warehouses in Latvia, delivering commodity to Latvia, Estonia and neighbouring countries, in Romania, delivering commodity to Romania, Bulgaria, Greece, Serbia and Moldova, and in Croatia, delivering commodity to Croatia, Italy, Slovenia and Bosnia. The logistics operator for warehouses in Poland, Latvia, Romania and Croatia is ILS Company, which is part of the Inter Cars Group.

Romania is the second biggest market of the Group, after Poland. With 79 branches, it supplies over 77,000 customers and over 10,000 garages, making it the second largest in the national market.

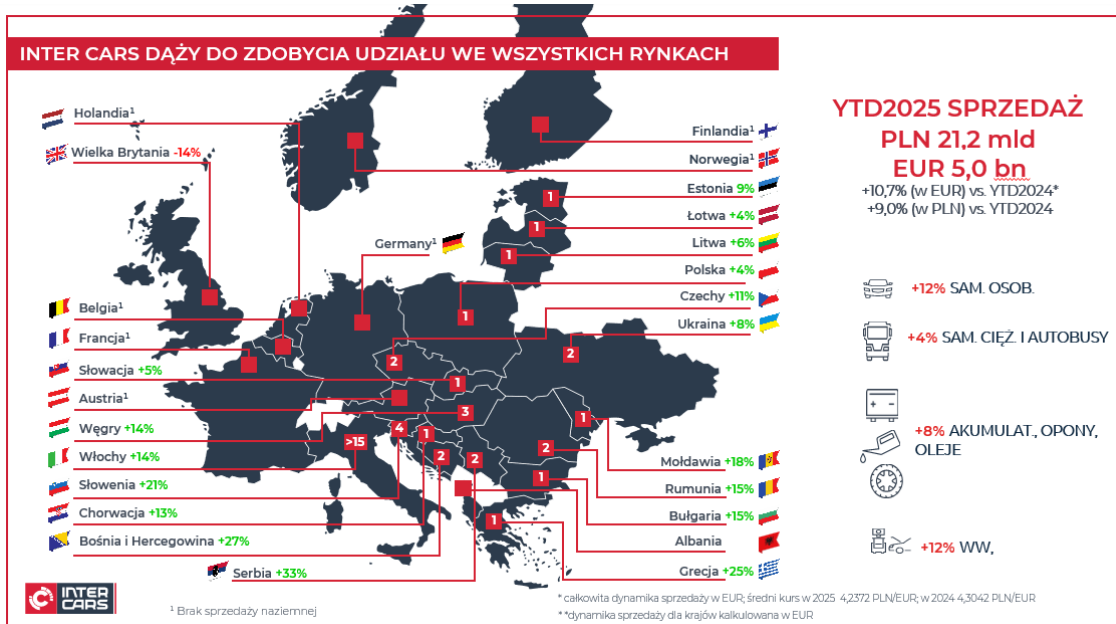
Basic structure of distribution markets

Sales revenues in a given country:

<i>in thousand PLN</i>	2025	share	2024	share
Poland	9,043,497	43.55%	8,861,080	46.43%
Romania	1,660,261	7.99%	1,476,966	7.74%
Bulgaria	1,502,942	7.24%	1,323,567	6.93%
Greece	843,604	4.06%	689,902	3.61%
Hungary	807,950	3.89%	716,595	3.75%
Latvia	769,187	3.70%	749,011	3.92%
Czech	760,402	3.66%	691,066	3.62%
Germany	759,845	3.66%	489,375	2.56%
Lithuania	747,907	3.60%	723,189	3.79%
Croatia	705,540	3.40%	631,998	3.31%
Ukraine	684,849	3.30%	645,238	3.38%
Slovakia	615,199	2.96%	594,831	3.12%
Serbia	391,848	1.89%	299,853	1.57%
Estonia	314,052	1.51%	293,268	1.54%
Slovenia	286,769	1.38%	239,981	1.26%
Moldova	282,651	1.36%	242,480	1.27%
Bosnia and Herzegovina	261,184	1.26%	208,194	1.09%
Italy	173,729	0.84%	154,261	0.81%
Belgium	98,581	0.47%	18,370	0.10%
Great Britain	31,433	0.15%	37,344	0.20%
Albania	24,116	0.12%	-	-
Austria	2,108	0.01%	-	-
Norway	45	0.00%	-	0.00%
Total	20,767,699	100.00%	19,086,569	100.00%

(in thousand PLN)

Revenue of distribution companies by location (excluding revenue of supporting companies and some distribution companies which share is minor).



*Year-on-year sales dynamics calculated on the basis of data presented in EUR

The tables below set forth Inter Cars Group's sales revenue broken down by basic categories.

	2025	Share	2024	Share
Spare parts for passenger cars	11,849,705	55.9%	10,618,971	54.53%
Spare parts for commercial vehicle 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	100.00%	19,473,078	100.00%

The largest increase in sales in the Group's core range was recorded in the passenger car parts and garage equipment segments, mainly due to an increase in the range of products offered and entry into new markets.

Market environment

Inter Cars operates in the segment of distribution of new spare parts, supplied mainly to garages independent of vehicle manufacturers.

Key drivers of the market development

The aftermarket for spare parts is a natural spin-off of the automotive market, as vehicle repairs and replacements of consumable parts create continuous demand for spare parts.

One of the factors influencing the **situation of the market** is the **number of cars** registered in Poland and in other European countries and driving on the roads. In the whole year 2025, in the countries in which the Group has its operations, the number of newly registered cars increased slightly by 1.8% compared to 2024 (according to the ACEA report). Reduced demand in 2025 can be attributed to high borrowing and vehicle leasing costs and the economic slowdown in Europe, which has dampened consumer moods and reduced their ability to purchase new cars. An additional deterrent for buyers was the high price of electric models and the withdrawal of subsidies in many European countries.

(in thousand PLN)

More and more factors decide about the competitive position of distributors. These factors include in particular the traditional aspects of customer communication (location of points of sale) and availability (and, by extension, order lead times), but also the development of quality aspects. In practice, the improvement in customer service quality consists in the development of the product range by adding new product lines and providing "one-stop shops" for the customer, as well as the provision of on-line access to product information, starting from product availability to the technical specifications regarding product assembly. From the perspective of distributors this means that on the one hand they will benefit from higher customer loyalty and volume of purchases; on the other they face a great challenge, as they must develop the logistics base and enter new market segments, often characterised by a different "sales philosophy" and different, highly specialised competition.

Inter Cars Group realizes such strategy, which is called „One Stop Shop – everything under one roof“. By this, we understand that Inter Cars, being a distributor with the widest range of spare parts for passenger cars, provides its customers (servicing garages) added values in the form of marketing supports, investment support, trainings and redirects customers to garages using its fleet programme and Motointegrator.pl platform.

Number and structure of vehicles used

According to the European Automobile Manufacturers' Association (ACEA), new passenger car sales in the European Union will increase by 1.8% in 2025 compared to last year. Nevertheless, the total number of registrations remains significantly lower than before the pandemic. Petrol and diesel cars saw their market share fall from 45.2% in 2024 to 35.5% in 2025. Meanwhile, hybrid electric vehicles (HEVs) are growing in popularity, accounting for 34.5% of the market. Germany, the Netherlands, Belgium and France were the biggest contributors to this result, with combined registrations in these countries accounting for 62% of all hybrid car registrations in the EU. Fully electric cars (BEVs, or battery electric vehicles) accounted for 17.4% of the EU's new car market in 2025, which is an increase of 3.8 percentage points compared to the previous year. The research from the ACEA shows that the difference in electric vehicle sales in the EU is clearly related to the size of GDP per capita: countries with lower incomes are lagging behind. Affordability remains a major issue in the uptake of zero-emission vehicles. Demand for electric cars in the European Union is strongly influenced by government policy, the availability of charging infrastructure and vehicle prices. Countries offering financial support and investing in infrastructure development have seen an increase in interest in electromobility, while in countries reducing such support, demand has decreased.

According to figures published by ACEA, the passenger car fleet in Europe was estimated at almost 256 million vehicles in 2024, an increase of 1.4 per cent on the previous year.

The average age of passenger cars in the European Union continues to rise and is estimated at 12.7 years. The highest average age of cars in the European Union was recorded in Greece at 17.8 years, followed by the Estonia (17.5 years) and the Czech (16.5). In Poland, the average age of passenger cars is estimated to be around 15.2 years, which is slightly higher than the previous estimate of around 15.1 years.

As of the end of December 2025, a total of 132,775 all-electric, zero-emission vehicles (BEVs) were registered in Poland. Over the course of last year, their number increased by 52,749 units — a 118% increase compared to 2024. There were 237,649 electric passenger cars, including 121,606 all-electric vehicles (BEVs) and 116,043 plug-in hybrid electric vehicles (PHEVs), according to the Electromobility Counter, launched by PZPM and PSPA.

As the number of electrically powered vehicles increases, the charging infrastructure is also developing. At the end of December 2025, there were already 11,762 publicly accessible electric vehicle charging points in Poland. 37% of them were fast direct current (DC) charging stations and 63% were slow alternating current (AC) chargers with a power of less than or equal to 22 kW (Electromobility Counter).

Supply sources

The Group's offer includes goods from over a thousand suppliers. These goods come from all over the world, mostly, however from the vendors from the EU and Asia. The major category of suppliers is international concerns for which the Company is one of the largest and most important customers in Central and Eastern Europe. Given the significant diversification of the supply sources, the Group is not dependent on any single supplier or a small number of suppliers – no supplier's share in the total value of purchased goods exceeds 10%

(in thousand PLN)

4. AGREEMENTS SIGNIFICANT AND MATERIAL TO THE COMPANY'S BUSINESS AND INSURANCE AGREEMENTS

Significant agreements

Inter Cars has formal written agreements governing business relations with only some of the Group's suppliers. Those are in particular agreements which stipulate terms and conditions for granting additional discounts by the Group's suppliers. The agreements do not oblige the Company to generate turnover of a specified value.

Selected substantial contracts

Inter Cars is a party to agreements material to the implementation of the Group's development strategy. They include in particular agreements with the suppliers of spare parts which specify terms and conditions for granting discounts.

Generally, the agreements are entered into for one year. As at the reporting date, the following agreements were in force:

Party	Date of agreement
ATR International AG	03/06/2005 - for an indefinite period
ROBERT BOSCH SP. Z O.O.	22/08/2024 - 31/12/2026 (global) 18/09/2024 - for an indefinite period (Poland)
SCHAEFFLER POLSKA SP. Z O.O.	08/05/2025
ZF AUTOMOTIVE SYSTEMS POLAND SP. Z O.O.	19/11/2025
ZF FRIEDRICHSHAFEN AG ZF AFTERMARKET	19/11/2025
AUMOVIO Aftermarket GmbH (Previously: CONTINENTAL AFTERMARKET & SERVICES GMBH)	22/04/2025
CASTROL CEE SP. Z O.O.	08/06/2022 valid until 2026 Plus Annual Market-Business Plan dated 05/06/2025, as amended.
VALEO SERVICE EASTERN EUROPE SP. Z O.O.	25/11/2021 - for an indefinite period, ANNEX 1 of 16/06/2025
GOODYEAR POLSKA SP. Z O.O.	15/01/2013 - for an indefinite period
MANN+HUMMEL FT POLAND SP. Z O.O. SP. K.	01/01/2017 - indefinite, Annex 1 of 02/06/2025, Annex 2 of 11/07/2025 and Annex 3 of 15/12/2025.

The material agreements for spare parts supplies concluded for an indefinite term include:

No.	Date of agreement	Party
1.	11/12/2019 - for an indefinite period of time, hereinafter referred to as the ANNEX of 11/03/2025	Olsa Parts SRL
2.	02/01/2019, further Annex of 02/06/2025	SENCOM GMBH
3.	08/10/2019, further Annex of 14/03/2025	AIR TOP ITALIA SRL
4.	02/01/2019, further Annex of 09/04/2025	KAWE B.V.
5.	05/11/2019 - for an indefinite period	MOTIP

*(in thousand PLN)***Insurance agreements**

Date of agreement	Party	Subject matter of the Contract	Material terms and conditions	Term
01/07/2025	Warta	Insurance of the Company's assets and working capital	„All in” policy: including domestic entities; all risk property insurance, electronic equipment insurance, insurance of goods in transportation (Cargo)	01/07/2025 - 30/06/2026
01/07/2025	Warta+Chubb +Colonnade+Generali+Tokio Marine, Alta Signa	Third party insurance of the Board of Management	Third party insurance of the Board D&O	01/07/2025 - 30/06/2026
01/07/2025	Warta	Third Party Insurance on business activity	Civil liability of the Company.	01/07/2025 - 30/06/2026

Foreign subsidiaries have their own insurance policies from their local markets.

Shareholder agreement

The Group is not aware of any shareholder agreements.

(in thousand PLN)

5. ORGANISATIONAL OR CAPITAL LINKS BETWEEN THE ISSUER AND OTHER ENTITIES; INFORMATION ON THE ISSUER'S KEY DOMESTIC AND FOREIGN INVESTMENTS (SECURITIES, FINANCIAL INSTRUMENTS, INTANGIBLE ASSETS AND REAL ESTATE), INCLUDING EQUITY INVESTMENTS OUTSIDE THE GROUP, AS WELL AS A DESCRIPTION OF METHODS OF INVESTMENTS FINANCING WITHIN THE GROUP AND ITS ENTITIES.

Inter Cars S.A. is the parent company of the capital group comprised of the following companies, which are a subject of consolidation:

Name of entity	Registered seat	Degree of affiliation and percentage share of Inter Cars S.A. in the capital
Inter Cars Ukraine LLC	Khmelnysky, Ukraine	Direct - 100%
Q-service Sp. z o.o.	Częstków Mazowiecki, Poland	Direct - 100%
Lauber Sp. z o.o.	Słupsk, Poland	Direct - 100%
Inter Cars Česká republika s.r.o.	Prague, Czech Republic	Direct - 100%
Feber Sp. z o.o.	Częstków Polski, Poland	Direct - 100%
IC Development & Finance Sp. z o.o	Częstków Mazowiecki, Poland	Direct - 100%
Armatus sp. z o.o.	Częstków Polski, Poland	Direct - 100%
Inter Cars Slovenská republika s.r.o.	Bratislava, Slovakia	Direct - 100%
Inter Cars Lietuva UAB	Vilnius, Lithuania	Direct - 100%
Inter Cars Belgium NV	Hasslt, Belgium	Direct - 100%
Inter Cars Hungária Kft	Budapest, Hungary	Direct - 100%
Inter Cars Italia s.r.l	Pero, Italy	Direct - 100%
Inter Cars d.o.o.	Zagreb, Croatia	Direct - 100%
Inter Cars Romania s.r.l.	Cluj-Napoca, Romania	Direct - 100%
Inter Cars Cyprus Ltd. (in liquidation)	Nicosia, Cyprus	Direct - 100%
Inter Cars Latvija SIA	Mārupes, Latvia	Direct - 100%
Cleverlog-Autoteile GmbH	Berlin, Germany	Direct - 100%
Inter Cars Bulgaria Ltd.	Sofia, Bulgaria	Direct - 100%
Inter Cars Marketing Services Sp. z o.o.	Częstków Mazowiecki, Poland	Direct - 100%
ILS Sp. z o.o.	Swobodnia, Poland	Direct - 100%
Inter Cars Malta Holding Ltd	Birkirkara, Malta	Direct - 100%
Q-service Truck Sp. z o.o.	Częstków Polski, Poland	Direct - 100%
Inter Cars INT Trgovina z rezervnimi deli in opremo za motorna vozila d.o.o.	Ljubljana, Republic of Slovenia	Direct - 100%
Inter Cars Eesti OÜ	Tallinn, Estonia	Direct - 100%
Inter Cars Moldova s.r.l. (formerly: Inter Cars Pieses Auto s.r.l.)	Kishinev, Moldova	Direct - 100%
Inter Cars Greece Ltd.	Elliniko Attika, Greece	Direct - 100%
Inter Cars d.o.o.	Sarajevo, Bosnia and Herzegovina	Direct - 100%

(in thousand PLN)

Name of entity	Registered seat	Degree of affiliation and percentage share of Inter Cars S.A. in the capital
Inter Cars United Kingdom - automotive technology Ltd.	Tipton, Great Britain	Direct - 100%
Inter Cars d.o.o. Belgrade-Rakovica	Belgrade-Rakovica, Serbia	Direct - 100%
Inter Cars Fleet Services Sp. z o.o.	Swobodnia, Poland	Direct - 100%
Inter Cars Norge A.S.	Oslo, Norway	Direct - 100%
Inter Cars Deutshland GmbH	Berlin, Germany	Direct - 100%
Inter Cars Albania SHA	Tirana, Albania	Direct - 100%
Inter Cars Austria GmbH	Vienna, Austria	Direct - 100%
TK Dystrybucja Sp. z o.o.	Częstków Polski, Poland	Direct - 100%
WZ Dystrybucja Sp. z o.o.	Częstków Polski, Poland	Direct - 100%
Inter Cars Malta Ltd	Birkirkara, Malta	Indirect 100% of shares owned by a subsidiary company Inter Cars Malta Holding Ltd.
Aurelia Auto d.o.o.	Vinkovci, Croatia	Indirect 100% of shares owned by a subsidiary company Inter Cars d.o.o. (Croatia)
ILS Balkan srl.	Bucharest, Romania	Indirect 100% of shares owned by a subsidiary company ILS Sp. z o.o.
ILS Adriatic Logistica d.o.o.	Vukovina, Croatia	Indirect 100% of shares owned by a subsidiary company ILS Sp. z o.o.
InterMeko Europe Sp. z o.o	Swobodnia, Poland	Co-controlled - 50%
DANXILS Sp. z o.o	Swobodnia, Poland	Co-controlled 50% of industrial property right owned by a subsidiary company ILS Sp. z o.o.
Partslife International Kft.	Dunakeszi, Hungary	Affiliated 33,33% shares held by the parent company Inter Cars S.A.

The companies in the group are financed, among others, by the parent entity either by loans or by trade credits. Details of loans issued are presented in note no. 9 of the Report on the Operations

6. CHANGES IN ORGANIZATION ASSOCIATIONS AND CAPITAL ASSOCIATIONS AND THEIR RESULTS.

In the year 2025 the following organizational or capital associations were changed:

- On 29 April 2025, Inter Cars Austria GmbH was established and registered as a new subsidiary in Vienna, Austria.
- On 10 December 2025, a resolution was passed to increase the share capital of ILS Sp. z o.o. by PLN 500,000,000. Of this amount, PLN 5,429,000 was allocated to share capital and PLN 494,571,000 to reserve capital. This was achieved through the conversion of ILS Sp. z o.o.'s liabilities to Inter Cars S.A.

7. 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 (in the event that the Company's General Meeting adopts a resolution to increase the share capital by issuing shares), 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.

The implementation of the programmes is overseen by both the Supervisory Board and the Company's Management Board.

(in thousand PLN)

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 Programmes for the entire Inter Cars Group amounted to PLN 12,227,000, which was recognised in correspondence with equity in the item 'Capital from share-based employee benefit plan', of which PLN 9,708,000 was applicable to the Parent Company, and PLN 2,519,000 to other companies in the Group.

A preliminary assessment was made of the extent to which the performance conditions achieved by Inter Cars Group S.A. in the financial year 2025, as defined in the Programmes, were realised based on the consolidated financial results achieved by Inter Cars Group S.A. in 2025. The performance conditions for 2025 were realised to the following levels: Revenue component: 97.6%; EBITDA component: 99.2%.

	The objective set out in the incentive programme	Implementation according to the report	Cost of Programmes (LTI)	Performance adjusted for LTI	Implementation level
Revenues	21,739,417	21,216,209	–	21,216,209	97.60%
EBITDA	1,447,302	1,424,035	12,227	1,436,262	99.20%

These performance levels form the basis for determining the number of entitlements under the first tranche of the programmes, which will be confirmed by a verification resolution of the Supervisory Board in relation to the members of the Management Board and the Management Board in relation to the other managers covered by the programmes, respectively, after the ordinary general meeting of the Company approves the Group's consolidated financial statements. 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.

8. INFORMATION ON MATERIAL TRANSACTIONS WITH RELATED ENTITIES CONCLUDED ON TERMS OTHER THAN AT ARM'S LENGTH, INCLUDING INFORMATION ON THEIR AMOUNTS AND NATURE.

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

(in thousand PLN)

9. LOAN AND BORROWINGS

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
- <i>Inter Cars S.A.</i>		1,334,586	
- <i>Inter Cars Slovenská republika s.r.o.</i>		28,030	
- <i>Lauber Sp. z o.o.</i>		13,033	
- <i>ING Bank N.V (Inter Cars Romania s.r.l.)</i>		12,801	
Raiffeisen a.s. (Inter Cars Česká republika s.r.o.)	34,920	10,405	28/02/2026
Kredyt Logistyka OTP Banka d.d. (ICSI - Inter Cars INT D o.o.)	34,921	34,921	31/12/2026
Intesa Sanpaolo Banka d.d. (Inter Cars d o.o. Bosnia and Herzegovina)	46,494	44,465	28/08/2026
Piraeus Bank Ltd (Inter Cars Greece Ltd.)	25,043	18,297	15/08/2026
BNP Paribas Bank Polska S.A. (ILS Sp. z o.o.)	12,680	12,817	indefinite
TotalEnergies Marketing Bulgaria EOOD (Inter Cars Bulgaria Ltd.)	24,040	24,040	31/12/2026
Automotive Parts s.r.o. (Inter Cars Česká republika s.r.o.)	235	235	31/12/2026
United Bulgarian Bank AD (Inter Cars Bulgaria Ltd.)	23	23	25/11/2026
Alior Leasing Sp. z o.o. (QST Sp. z o.o.)	63,401	52,240	24/01/2026
	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	

(in thousand PLN)

Loan and borrowing agreements

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., Bank BGŻ BNP Paribas 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	List of sureties was disclosed in annex number no. 18 to consolidated financial statements
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	216,360,000 PLN	Corporate guarantee
Alior Leasing Sp. z o.o. and Nest Lease (QST Sp. z o.o.)	22/10/2024	28/07/2029	1,124,474 EUR	Pledge on an object of investment
Total Enrgies 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
Kredyt Logistyka CaixaBank S.A., Santander Bank Polska S.A.	12/05/2025	31/12/2031	50,000,000 EUR	List of sureties was disclosed in annex number no. 18 to consolidated financial statements

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.

(in thousand PLN)

The following table provides information on the material terms of the syndicated loan and other loans

Source of finance	Amount of credit utilisation (thousand PLN)	Interest rate
CaixaBank S.A.	369,002	Short-term portion - WIBOR 1M + bank margin, long-term portion - WIBOR 3M + bank margin
Bank Pekao S.A.	708,450	Short-term portion - WIBOR 1M + bank margin, long-term portion - WIBOR 3M + bank margin
Bank Handlowy w Warszawie S.A.	254,447	Short-term portion - WIBOR 1M + bank margin, long-term portion - WIBOR 3M + bank margin
Santander Bank Polska S.A.	353,428	Short-term portion - WIBOR 1M + bank margin, long-term portion - WIBOR 3M + bank margin
BNP Paribas Bank Polska S.A.	229,884	Short-term portion - WIBOR 1M + bank margin, long-term portion - WIBOR 3M + bank margin
mBank S.A.	276,367	Short-term portion - WIBOR 1M + bank margin, long-term portion - WIBOR 3M + bank margin
ING Bank Śląski S.A.	264,097	Short-term portion - WIBOR 1M + bank margin, long-term portion - WIBOR 3M + bank margin
Citibank Europe PLC (Inter Cars Slovenska Republika s.r.o.)	28,030	EURIBOR 1M + bank margin
ING Bank N.V. (Inter Cars Romania s.r.l.)	12,801	ROBOR + bank margin
Raiffeisen A.S. (Inter Cars Česká republika s.r.o.)	10,405	PRIBOR/ ESTR + bank margin
OTP Banka d.d. (Inter Cars INT D o.o.-Slovenia)	44,465	Short-term part - EURIBOR 3M + bank margin
United Bulgarian Bank AD and UniCredit Bulbank AD (Inter Cars Bulgaria Ltd.)	173,302	SIR + bank margin EURIBOR 1M + bank margin
Intesa Sanpaolo Banka d.d. (Inter Cars d o.o. Bosnia and Herzegovina)	20,456	Fixed bank margin
Piraeus Bank Ltd (Inter Cars Greece Ltd)	12,817	EURIBOR 3M + bank margin
BNP Paribas Bank Polska S.A. (ILS Sp. z o.o.)	216,360	WIBOR + bank margin
Alior Leasing Sp. z o.o. (QST Sp. z o.o.)	4,731	Variables
Total Enrgies Marketing Bulgaria EOOD (Inter Cars Bulgaria Ltd.)	235	Fixed margin
Raiffeisen Leasing s.r.o. (Inter Cars Česká republika s.r.o.)	23	Variables
Total	2,979,300	

The syndicated credit was used to repay debt and to finance day-to-day operations, while the loan taken out by ILS sp. z o.o. was used to finance the modernisation and automation of warehouses.

(in thousand PLN)

10. LOANS GRANTED

Loans for related entities granted by parent company

	2025	2024
As at beginning of period	109,416	116,835
Loans granted	440,852	190,827
Conversion of a loan into a capital reserve	(500,000)	-
Interest accrued	11,208	11,720
Repayments received	0	(198,654)
Interest received	(11,285)	(11,885)
Balance sheet valuation	(311)	573
As at end of period	49,880	109,416

Loans granted to related entities

Date concluded	Maturity date	Amount	Material terms and conditions
09-07-2007	31-12-2026	PLN 6,750,000	Agreement on a loan from Inter Cars to finance operations and business development Lauber Sp. z o.o.
04-04-2013	31-12-2026	PLN 2,000,000	Agreement on a loan from Inter Cars to finance operations and business development Lauber Sp. Z o.o.
04-10-2019	31-12-2026	200,000 EUR (PLN 858,980)	Agreement on a loan from Inter Cars to finance operations and business development Inter Cars D.O.O. (Beograd)
09/06/2022	31/12/2024	NOK 480,000 (PLN 213,840)	Agreement on a loan from Inter Cars to finance operations and business development Inter Cars Norge AS
20/12/2022	31/12/2026	EUR 2,200,000 (PLN 9,807,900)	Agreement on a loan from Inter Cars to finance operations and business development Q- Service Truck Sp. z o.o.
27/03/2023	30/06/2026	EUR 3,350,000 (PLN 14,560,615)	Agreement on a loan from Inter Cars to finance operations and business development Armatus Sp. z o.o.
28/03/2024	31/12/2026	785,000 EUR (PLN 3,376,207)	Agreement on a loan from Inter Cars to finance operations and business development Inter Cars Albania SHA
26/06/2025	31/12/2026	200,000 EUR (PLN 851,750)	Agreement on a loan from Inter Cars to finance operations and business development Inter Cars Austria GmbH

As at 31 December 2025, the balance of loans and borrowings for related entities amounted to PLN 49,880 thousand, and the total value of loans and borrowings granted to unrelated entities was PLN 44,557 thousand.

The loans granted to related entities bear interest at a rate equal to: 1M WIBOR (in the case of PLN-denominated loans), or EURIBOR 3M (in case of EUR-denominated loans) plus a margin of 2%-5%.

Loans granted to related entities were eliminated in consolidated financial statements.

(in thousand PLN)

11. INFORMATION ON SURETIES AND GUARANTEES GRANTED AND RECEIVED IN 2025 ACCOUNTING YEAR, INCLUDING THOSE GRANTED TO AFFILIATED ENTITIES OF THE ISSUER.

As at 31 December 2025, the total value of guarantees and sureties reached PLN 873,338 thousand and comprised loan repayment guarantees only for related parties and sureties in favour of their suppliers, which means that the parent company did not provide sureties or guarantees to non-related parties.

	2025	2024
As at beginning of period	772,766	509,383
New guarantees granted and increases in existing ones	146,251	400,878
Expired	(45,679)	(137,495)
As at end of period	873,338	772,776

The Company also holds a customs 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 of spare parts for the Polish Post and Regional Police Stations and Military Units.

Summary of guarantees, sureties and other performance bonds granted to related parties for third parties as at 31.12.2025

	2025	2024
As at beginning of period	772,766	499,378
New guarantees granted and increases in existing ones	146,251	400,878
Expired	(45,679)	(127,490)
As at end of period	873,338	772,766

12. SEASONALITY OR CYCLICAL NATURE OF OPERATIONS

The Group's comprehensive income is not highly sensitive to seasonal fluctuations. The Company's broad offering of spare parts includes some items whose sales depend on the season of the year, notably winter. These are items such as winter tyres, batteries, glow plugs, aluminium wheels, fuel filters as well as radiator and windscreen washer fluids. Goods that are most susceptible to seasonality and short-term sales, such as winter tyres, are ordered from suppliers several months before the expected sales peak (suppliers offer longer payment periods and higher discounts for off-season purchase of those items).

A recurring regularity is that the relatively lowest sales are achieved in Q1 of the year.

13. EVALUATION OF FINANCIAL RESOURCES MANAGEMENT

The following ratios are used for the evaluation of financial resources management:

- gross sales margin – gross profit on sales to net sales revenue
- sales margin – gross profit on sales to net sales revenue
- Operating margin – operating profit to net sales revenue (measures the Group's operating efficiency)
- EBITDA – net profit (loss) before amortisation, depreciation, net finance income (expenses), currency exchange differences and income tax
- Gross profit margin – profit before tax to net sales revenue (measures the efficiency of the Group's operations considering the profit (loss) on financial operations, and the extraordinary gains (losses)
- Net profit margin – the profit available to the Group after mandatory decrease of profit (increase of loss) to net sales revenue
- return on assets (ROA) – net profit to assets (measures general assets efficiency)
- return on equity (ROE) – net profit to equity (measures the efficiency of capital employed in the company)
- *total debt ratio* – total liabilities to total assets
- *debt-to-equity ratio* – total liabilities to equity
- *inventory cycle* – arithmetic mean of inventories at end and at beginning of period to goods for resale and materials sold, expressed in days,
- *average collection period* – arithmetic mean of trade receivables and other service at end and at beginning of period to net sales revenue, expressed in days
- *operating cycle* – the sum of inventory cycle and average collection period
- *average payment period* – arithmetic mean of trade payables at end and at beginning of period to cost of goods for resale and materials sold and contracted services without distribution, expressed in days
- *cash conversion cycle* – difference between the operating cycle and average payment period
- Current ratio – current assets to current liabilities at end of period (demonstrates the company's ability to pay short-term liabilities using current assets)
- *Quick ratio* – current assets less inventories to current liabilities at end of period (demonstrates the ability to quickly accumulate cash required to cover liabilities payable in a short time)
- Cash ratio – cash to current liabilities at end of period (measures the ability to cover immediately payable liabilities together with provision for deferred tax liabilities)

(in thousand PLN)

Key figures for the assessment of the **Group's** profitability are set forth in the table below.

	2025	2024
Net revenue from sales of goods and products	21,216,209	19,473,078
<i>Sales growth</i>	9%	8%
Gross profit on sales	6,261,349	5,696,690
<i>Sales margin</i>	29.51%	29.25%
Foreign exchange gains and losses presented under financing activities	6,208	3,186
Operating profit	1,162,864	1,058,722
operating margin	5.48%	5.44%
<i>EBITDA</i>	1,424,035	1,265,547
Gross profit	1,005,060	894,096
Net profit	806,420	721,480
<i>Net profit margin</i>	3.80%	3.71%
Balance sheet total	11,949,167	10,765,893
<i>ROA</i>	6.75%	6.70%
Non-current assets	2,792,596	2,219,577
Equity attributable to the shareholders of the parent entity	5,774,256	5,111,652
<i>ROE</i>	13.97%	14.11%

Gross sales profit was 9.9% higher than in 2024.**Operating result** in 2025 was higher than in 2024 by 9.8%.**EBITDA** margin in 2025 was running at the level of around 6.7% (in 2024: 6.5%).The chart below presents the Group structure of costs **by type**

	2025	2024	change
Amortization and depreciation	261,170	206,825	26.3%
Materials and energy used	253,657	256,534	-1.1%
Outsourced services, including:	3,648,248	3,377,945	8.0%
<i>distribution services</i>	1,981,421	1,855,441	6.8%
<i>other services</i>	1,666,827	1,522,504	9.5%
Taxes and fees	38,576	36,521	5.6%
Payroll	805,723	694,262	16.1%
Other costs by type	103,990	129,794	-19.9%
Total costs by type	5,111,366	4,701,881	8.7%

Selling costs and administrative expenses increased by 10.6% on the 2024 figure. The costs of sale and administration in 2025 went up by 0.2% to 14.3% compared to the same period of 2024, when it was on the level of 14.1%).**Costs by type** in 2025 increased by 8.7% as compared to 2024. Other services costs increased by 9.5% compared to previous year. The main reason for the increase in the cost of services (including logistics services) is the sales dynamics caused by both the increase in volumes and the translation of inflation into unit sales prices.The greatest-value item under the Group's operating costs is **distribution services**, that is the remuneration of branch owners, which is a share in the generated margin. Together costs of distribution in 2025 reached PLN 1,981,421 thousand, i.e. 38.8% of total costs by type.**The 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.

(in thousand PLN)

Financial revenues and costs include primarily costs and revenues due to interest. In 2025 in particular, the Group sustained costs on this account in the amount of PLN 195,262 thousand, (PLN 163,269 thousand in 2024). The increase in interest expenses was due to an increase in the amount of loans and advances received.

Liabilities resulting from credits, loans, debt securities and finance lease as at 31 December 2025 amounted to PLN 3,712,084 thousand. (PLN 3,224,264 thousand in 2024).

Income tax expense includes accrued income tax, as well as a change in assets and deferred tax liabilities, with total value of PLN 93,945 thousand (PLN 134,368 thousand back in 2024)

Financial revenues include, first of all, revenues under interest (under funds on bank accounts, under loans and receivables past the expiration date). **Financial costs** comprise primarily the costs of interest on loans and borrowings. **Foreign exchange gains (losses)** are presented under two items of the statement of the total income: the part corresponding to the realised and unrealized foreign exchange gains (losses) on settlements of trade payables in foreign currencies is presented as an adjustment to the cost of goods for resale sold, and the balance is presented as a separate item of the statement.

Working capital needs and investments in property, plant and equipment are financed solely with the generated profit, proceeds from bank loans, and finance leases.

The structure of the working capital and **working capital** requirement of the **Group** are set forth in the table below

	2025	2024
Current assets	9,156,571	8,546,316
Cash and securities	544,280	462,919
Short-term liabilities	3,735,937	3,692,672
Current loans, borrowings and lease liabilities	1,678,358	1,648,367
Adjusted current assets [A]*	8,612,291	8,083,397
Adjusted current liabilities [B]**	2,023,539	2,044,305
Net working capital [A-B]	6,588,752	6,039,092

*[A] Current assets less cash and cash equivalents

**[B] Current liabilities less current loans, borrowings and lease liabilities

Net working capital engaged increased by 9.1%

Stock rotation cycle of the Group is presented in the following table

	2025	2024
Inventory cycle in days	126	125
Average collection period in days	53	53
Operating cycle in days	179	178
Average payment cycle in days	41	38
Cash conversion cycle in days	138	140
Current ratio	2.5	2.3
Quick ratio	1.03	0.96
Cash ratio	0.15	0.13

(in thousand PLN)

Debt ratios of the **Group** are presented in the following table

	2025	2024
Total debt ratio	0.52	0.53
Debt-to-equity ratio	1.07	1.11

Total debt ratio reached 0.52, a decrease of 0.01 p.p. on the previous year.

The Group's operations are funded with the Group's internally generated funds and bank loans.

Debt-to-equity ratio went down compared to 2024 and equals 1.07.

Inter Cars meets its liabilities as they fall due and the Management Board believes that there are no facts or circumstances that may represent a threat to such timely meeting of Inter Cars' liabilities.

The structure of **cash flows** of the **Group** is presented in the following table

	2025	2024
Net cash from operating activities	632,844	336,548
Net cash from investing activities	(426,518)	(370,906)
Net cash from financing activities	(124,965)	129,373
Cash and cash equivalents at the end of the period	544,280	462,919

In 2025, cash flow from operating activities increased by PLN 296,295 thousand, primarily due to increased sales and a 26.3% rise in depreciation and amortisation compared to 2024.

However, cash generated by investing activities decreased, primarily due to increased expenditure on intangible and tangible assets required for the business, primarily for further automation of the warehouses in Zakroczym, Poland and Braşov, Romania, as well as the construction of a new warehouse in Stęszew near Poznań, Poland.

Negative cash flow from financing activities was primarily influenced by the repurchase of treasury shares as part of a newly implemented incentive programme, as well as the conversion of a loan granted to a subsidiary into its capital.

Key figures for the assessment of the **Company's** profitability are set forth in the table below.

	2025	2024
Net revenue from sales of goods and products	13,257,012	12,606,681
<i>Change</i>	5%	7%
Gross profit on sales	3,342,535	3,085,514
<i>Sales margin</i>	25.21%	24.48%
Foreign exchange gains/losses	6,208	3,186
Operating profit	513,069	443,365
<i>Operating margin</i>	3.87%	3.52%
<i>EBITDA</i>	560,889	485,874
Gross profit	543,061	459,211
Net profit	461,704	402,735
<i>Net profit margin</i>	3.48%	3.19%
Balance sheet total	8,642,751	7,832,673
<i>ROA</i>	5.34%	5.14%
Non-current assets	1,615,406	997,776
Equity	3,886,398	3,518,876
<i>ROE</i>	11.88%	11.45%

Gross sales profit was 8.3% higher than in 2024.

(in thousand PLN)

Operating result in 2025 was higher than in 2024 by 15.7%.

EBITDA margin in 2025 was running at the level of around 4.23% (in 2024: 3.85%).

In total, **selling costs and administrative expenses** increased by 4.9% on the 2024 figure, without distribution cost and licence fees. The greatest-value item under the Company's costs is **distribution services**, that is the affiliate branch's share in the generated margin. In 2025, the total distribution costs amounted to PLN 866,777 thousand i.e. 32.6% of the total costs by type, and were 3% higher than in previous year.

The chart below presents the structure of **Company costs by type**

	2025	2024	Change
Amortization and depreciation	47,820	42,509	12.5%
Materials and energy used	45,296	49,847	-9.1%
Outsourced services, including:	2,235,091	2,151,147	3.9%
<i>distribution services</i>	866,777	841,426	3.0%
<i>other services</i>	1,368,314	1,309,721	4.5%
Taxes and fees	60,755	61,124	-0.6%
Payroll	202,290	186,365	8.5%
Social insurance and other benefits	39,303	37,167	5.7%
Other costs by type	28,791	24,699	16.6%
Total costs by type	2,659,346	2,552,858	4.2%

Finance income primarily includes interest income (from funds deposited in bank accounts, loans advanced, and past due receivables).

Financial costs comprise primarily the costs of loans. The cost of interest in 2025 amounted to PLN 129,857 thousand (in 2024 PLN 122,404 thousand). The increase in the Group's debt led to higher interest costs.

Foreign exchange gains (losses) are presented under two items of the statement of the total income: The part corresponding to the realised and unrealized foreign exchange gains (losses) on settlements of trade payables in foreign currencies is presented as an adjustment to the cost of goods for resale sold, and the balance is presented as a separate item of the statement. Total exchange rate gains/losses presented in both positions in the year 2025 were positive and amounted to PLN 47,470 thousand. In the year 2024 there were exchange rate losses amounting to PLN 24,642 thousand. The main reason for the foreign exchange gains was the strengthening of foreign currencies against the PLN.

Working capital needs and investments in property, plant and equipment are financed solely with the generated profit, proceeds from bank loans, and leases.

The structure of the working capital and **working capital** requirement of the **Company** are set forth in the table below

	2025	2024
Current assets	7,027,345	6,834,897
Cash and cash equivalents	44,476	41,832
Short-term liabilities	3,425,810	3,254,205
Short-term loans, borrowings, debt security and finance lease liabilities	1,478,070	1,343,215
Adjusted current assets [A]*	6,982,869	6,793,065
Adjusted current liabilities [B]**	1,947,740	1,910,990
Net working capital [A-B]	5,035,129	4,882,076

*[A] Current assets less cash and cash equivalents

**[B] Current liabilities less current loans, borrowings and finance lease liabilities

Net working capital engaged increased by 3.14%

Stock rotation cycle of the Company is presented in the following table

	2025	2024
Inventory cycle in days	103	100

(in thousand PLN)

Average collection period in days	111	108
Operating cycle in days	214	208
Average payment cycle in days	58	59
Cash conversion cycle in days	156	149
Current ratio	2.10	2.10
Quick ratio	1.26	1.25
Cash ratio	0.01	0.01

Debt ratios of the Company are presented in the following table

	2025	2024
Total debt ratio	0.55	0.55
Debt-to-equity ratio	1.22	1.23

Total debt ratio in 2025 remained at the same level as in 2024 and was equal to 0.55. The debt-to-equity ratio in 2025 is equal to 1.22 and has decreased by 0.01 p.p. compared to the previous year.

The Company's operations are funded with the Company's internally generated funds, lease and bank loans. By the end of 2025, the total value of liabilities under loans, borrowings, debt securities and finance leases was PLN 2,604,443 thousand. This was an increase on the 2024 figure of PLN 2,207,668 thousand.

Inter Cars meets its liabilities as they fall due and the Management Board believes that there are no facts or circumstances that may represent a threat to such timely meeting of Inter Cars' liabilities.

The structure of **cash flows of the Company** is presented in the following table

	2025	2024
Net cash from operating activities	243,259	(113,437)
Net cash from investing activities	(311,277)	148,171
Net cash from financing activities	67,047	(6,110)
Cash and cash equivalents at the end of the period	44,476	41,832

In 2025, cash flow from operating activities was positive. This was influenced by the implementation of cost optimisation measures, which reduced operating costs.

Funds generated from investment activities decreased due to the Group's ongoing investments in logistics and the purchase of treasury shares in connection with the new incentive programme.

The positive cash generated from financing activities is mainly due to the conversion of the loan granted to ILS Sp. z o.o. into this company's share capital.

14. ASSESSMENT OF INVESTMENT PROJECT FEASIBILITY

In 2025, expenses toward purchases and modernization of plant, property and equipment amounted to 497,749 thousand, compared to PLN 443,119 a year before. These funds were primarily used for key investments by subsidiaries in the area of automation of logistics operations.

In 2025, ILS Sp. z o.o. successfully implemented the Skypod® automated storage and retrieval system at its logistics centre in Zakroczym. This represents another step towards increasing operational efficiency and standardising logistics processes. At the same time, a new investment project was launched in Stęszew, near Poznań. This project involves the construction of a fully automated warehouse, which will be based on the same technology used in the Zakroczym logistics centre. 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. During the same period, ILS Balkan Srl finalised the expansion of its existing storage infrastructure by implementing a 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 Group's investments in 2025 were financed from its own funds and available loans.

15. EXTRAORDINARY FACTORS AND EVENTS WITH A BEARING ON THE COMPANY'S PERFORMANCE

The consolidated EBITDA for 12 months cumulatively for the period ended on 31 December 2025 was PLN 1,424,035 thousand. In the corresponding period of 2024, it was PLN 1,265,547 thousand.

16. EXTERNAL AND INTERNAL FACTORS IMPORTANT TO THE GROUP'S DEVELOPMENT

Internal factors

The Management Board believes that the following are major internal factors that affect the current and future financial performance:

- (i) *sales network development* – it results in an increase in the number of affiliate branches and development of business contacts with end customers (garages);
- (ii) ability to select the correct development strategy in the competitive and evolving market – it determines the Group's long-term growth potential in the market characterised by intense competition and changes in the spare parts distribution model, which result from the introduction of new regulations by the European Union and revisions of the operational strategies by vehicle and spare parts manufacturers;
- (iii) development of loyalty schemes – launch of new and development of the existing schemes, which determine the Group's potential to enhance customer loyalty and, in effect, increase the Group's sales volume and value on the markets, tailored individually to local markets according to needs and regulations;
- (iv) *focus on a targeted product group and area of operations* – a focused development strategy, enabling the Group to fully harness its potential and engage in the areas where it has the greatest competence;
- (v) market knowledge – the ability to reach end customers effectively, which, thanks to the relevant experience and state-of-the-art sales support methods, gives Inter Cars Group a significant competitive edge;
- (vi) *development of sales support tools* – continual introduction of tools and solutions that enhance customer service quality, in particular the launch of the well-known software, already used in Poland, in the Czech Republic, Slovakia and Hungary; IC-Catalogue in local language versions, as well as systems to support the "last mile" delivery of ordered products to customers
- (vii) qualified staff - one of the key factors behind the ability to maintain and further improve the competitive position of the Group entities;
- (viii) *efficiency of the goods logistics system* – which translates into the ability to continuously optimise the existing processes and launch new solutions that, on the one hand, facilitate effective control and reduction of goods turnover costs in the expanding network, and on the other improve supply efficiency in the growing sales network with a very broad offering of goods; The widely implemented warehouse automation and integration with ERP systems has had a significant impact;
- (ix) *the efficiency and reliability of critical IT systems* - a precondition to maintain the application's full capacity both to support goods turnover and to provide the information that is essential to manage the Group and meet its disclosure and regulatory obligations.

External factors

The Management Board believes that the following are major external factors that affect the current and future financial performance:

(in thousand PLN)

- (i) macroeconomic situation – it determines the scale of business activity and thus the employment rate in the national economy and the population's incomes, which translate into the current and future capacity of potential customers to purchase vehicles and cover the cost of their operation and repair;
- (ii) macroeconomic situation in countries where the Capital Group operates – the level of spending on vehicles depends on incomes of the population and of businesses, and influences the size of the spare parts markets in those countries, and the Group's sales on those markets;
- (iii) *EURO/PLN and USD/PLN exchange rate fluctuations* – which affect prices of goods offered by the Company and, indirectly, its financial performance, as well as EURO against local currencies;
- (iv) *greater customer loyalty* – it results from smaller diversification of supply sources for garages, and translates into growing number and value of orders from customers, and reduced risk of a decrease in sales;
- (v) development of independent garages – which are the Group's key customer group, and which face important challenges in view of the need to adapt to growing market requirements resulting from the increasing complexity of vehicle repairs;
- (vi) changes to the distribution structure following changes in the European Union's legislation – for the Group they pose major challenges and offer opportunities to gain access to a group of customers who purchase spare parts exclusively from vehicle manufacturers; they also give independent garages access to technical information of vehicle manufacturers on equal rights with licensed garages, and thus remove material barriers to independent garages' development, which enhances growth opportunities for the independent repair services sector – the primary customer segment of the Group. However, the increasing digitalisation of vehicles and car manufacturers' (OEMs') dominance in accessing real-time vehicle-generated data (in-vehicle data) remains a challenge. Despite favourable EU regulations (the Data Act), there is a risk of 'technological lock-in' for vehicle systems used by independent operators (the Independent Aftermarket), which could make diagnosing and servicing the latest car models outside the Authorised Service Outlet (ASO) network difficult.
- (vii) changes in the spare parts demand structure resulting from changes in car manufacturing technologies – they are expected to drive growth in demand for relatively more expensive car components and increased requirement for advanced vehicle diagnostics devices and plain garage equipment;
- (viii) *car sales volume, average age of a car on the market, structure of local market regulations enforcing vehicle adaptations* – these things determine the demand for spare parts in the short, medium and long term, by affecting the number of vehicles used in the countries where the Group is present;
- (ix) used car imports volume – which, in combination with sales of new cars, is the decisive factor behind the growth in the number of registered vehicles, and, consequently the demand for repair services and spare parts; the volume of used car imports, owing to their age and mileage, will more quickly drive the growth in demand for parts, but will also affect the structure of global demand, by increasing the demand for relatively cheaper parts, and, in the event of new cars being replaced by used cars to a significant degree, by causing a drop in demand from garages for workstation equipment;
- (x) competition in the industry – which requires a continuous improvement in the Company's competence in terms of sales organisation, sales support mechanism, offered range of products and affiliate branch locations; support for IT tools directly involved in delivery processes and increased delivery speed as a result of warehouse automation;

17. RISK AND HAZARD FACTORS, WITH SPECIFICATION OF THE DEGREE OF THE ISSUER'S EXPOSURE

Risk of changes in the discount policies of spare parts manufacturers

An important item that has a bearing on the Group's financial results is discounts offered by spare parts manufacturers. The discount policies favour those customers who generate substantial purchase volumes. Any changes to the policies that involve a reduction or complete abandonment of the discounts would result in a marked deterioration in the Group's performance.

The Management Board believes such a scenario is highly unlikely and the Group as a major customer can count on at least equally favourable discount terms in the future. A potential abandonment of discounts would probably lead to lower purchase prices and higher selling prices, so the Group's margin would be maintained given the Group's purchasing power and fairly easy substitution of the supply sources. Such a change will affect the entire market in proportion to the market shares in the relevant market for all competitors.

Due to the escalating trade conflict between the US and China, changes in global trade flows in the automotive parts sector are possible. The increase in tariffs on Chinese goods exported to the US increases the operating costs of Chinese manufacturers, which may lead to a reduction in their profitability in the US market. As a result, some suppliers may decide to withdraw from the US market and redirect their products to other areas, including Europe - looking for more stable and profitable sales channels. For Inter Cars, this could mean increased availability of Asian parts and greater price competition in Europe. At the same time, it should be noted that Inter Cars' main supply routes are based on cooperation with partners from Europe, the Middle and Far East, which limits the direct impact of the tariff war on the Company's operations. In

(in thousand PLN)

addition, there is a risk of a domino effect in global supply chains, especially for high-tech components (e.g. chips, sensors, ECUs, security systems or licences), which are mainly produced in the USA. Even if final assembly takes place outside the US, the increased cost of these components can affect prices across the automotive industry. However, it is worth emphasising that these components are not a key area of activity for the Inter Cars Group.

From a European perspective, there are currently no signs that the European Union is planning widespread retaliation against US customs policy. Possible EU responses are selective and unlikely to include the automotive sector, reducing the risk of new trade barriers affecting the Group's business. In the event of a further decline in profitability on the part of producers, changes to discount systems are possible. Possible adjustments to trading conditions may affect selected manufacturers and their effects will be spread evenly across the entire customer market - not just Inter Cars.

In the Management Board's opinion, potential adjustments to prices or trading conditions will be market-wide and will not jeopardise the Group's competitive position. Inter Cars monitors the situation in order to respond to changes and adapt its activities to new market challenges.

Risk related to adoption of an incorrect strategy

The market in which the Group operates is constantly evolving, and the direction and pace of the changes depend on a number of factors, which are often mutually exclusive. Therefore, the future position of the Group, and hence its revenue and profit, depend on its ability to develop a strategy that proves effective in the long term. Any incorrect decisions resulting from misguided judgements or the Group's inability to adapt to the rapidly changing market environment may adversely impact financial performance.

To minimize risk of such hazard, current analysis is conducted of all the factors determining the selection of strategy in two perspectives: short term, including terms of supply, and long-term, including strategy of creation and development of sales network so as to ensure maximally precise determination of the direction and nature of changes in the market environment.

Risk related to changes in the demand structure

The Group maintains certain stock levels for a broad range of products. Purchases made by the Group are a function of the perceived market demand for specific product groups, and, as such, are susceptible to the risk of faulty market analysis or changes in the demand structure. Potential changes in demand, in particular a rapid decline in demand for specific product groups that were purchased by the Group in large quantities, may entail substantial losses to the Group, resulting from working capital being tied up or from the need to apply high discounts.

The Management Board believes that this scenario is unlikely owing to the prevalence of linear demand change trends with respect to the Company's goods. Further, the Group pursues an active working capital management policy, the effect of which is keeping low stock levels (in terms of value) for individual products (products are sourced from manufacturers that ensure execution of orders in a relatively short time). To note, the Group's offering does not include parts for vehicles manufactured in the former Eastern Bloc, whose production has been discontinued, which eliminates the risk of funds being tied up in stocks of spare parts for vehicles representing a diminishing market segment.

Risk related to seasonal sales

The Group's comprehensive income is not highly sensitive to seasonal fluctuations. The Company's broad offering of spare parts includes some items whose sales depend on the season of the year, notably winter. Goods that are most susceptible to seasonality and short-term sales, such as winter tyres, are ordered from suppliers several months before the expected sales peak, as a result of which, in the case of extremely adverse weather, the sales of seasonal goods may actually be lower than expected, which may have a negative bearing on the financial performance of the Group.

Risk related to bank loans

Bank loans are an important source of funding for the Group's operations. As at 31 December 2025, the Group's debt under bank loans and finance leases amounted to PLN 3,717,366 thousand. and the total financial costs of servicing them (interest) reached PLN 178,491. Loans raised by the Group are variable-rate loans, so a potential marked increase in interest rates, translating into higher reference rates for the loans, would – through higher finance expenses – reduce the Group's profitability and limit its capacity to generate funds to finance further development and, in extreme cases, could even threaten its liquidity. Another risk factor associated with bank financing is the risk of a bank's refusal to extend or grant lines of credit. Any reduction in the Company's ability to fund its business with bank loans resulting from a termination of or refusal

(in thousand PLN)

to extend some of the agreements would have a material adverse effect on the Company's development prospects, its liquidity and financial performance.

Risk of an affiliate branch operator engaging in competitive activity

If an operator whose branch operation agreement has been terminated (by the operator or the Group) engages in a competitive activity involving the take-over of relations with customers, this may have a material adverse effect on sales in the region concerned.

In order to mitigate the risk, the agreements concluded with branch operators provide for high cash penalties in the event they engage in competitive activity after the agreement is terminated.

Risk related to the IT system

The efficient functioning of IT systems is crucial to the Group's operations. Problems with their availability, integrity or confidentiality can lead to operational disruptions, reduced sales and, in extreme cases, a temporary halt to sales altogether, directly affecting financial results.

In order to minimise the risk, the Group implements solutions that ensure:

- Availability - redundant servers, back-up systems, backups and alternative communication links which provide business continuity in the event of failure.
- Confidentiality - advanced access control and encryption mechanisms protect against unauthorised access to resources and data.
- Integrity - procedures to protect against data loss or modification, including systems for monitoring and reacting to cybersecurity incidents, an in-house SOC team, numerous tools to secure electronic communications, both email and cloud.
- Staff training, both to raise competence levels and to build awareness of risks.

The Group continuously develops systems to protect against cyberattacks and implements best practices in IT security management to ensure operational stability and data protection.

Cyber risk extends beyond the Group's own infrastructure to include its key suppliers of goods and services (known as third-party risk). For example, a successful ransomware attack on the infrastructure of a strategic logistics partner or parts supplier could result in temporary supply chain disruption. To mitigate this risk, the Group diversifies its sourcing (multisourcing) and incorporates cyber security standards into its key contractor qualification processes.

The Management Board estimates, after analysing reports from external companies, that cybersecurity risks in relation to electronic communications will increase, and will therefore require adequate competence and increased awareness on the part of both Inter Cars Group employees and sales network employees.

Risk related to independent garages' inability to adapt to market requirements

Given the growing complexity of assemblies in new cars, there are higher requirements on their operation and repair, both in terms of mechanics' knowledge and training, and workstation equipment needed. Independent garages will therefore be forced to continually improve their skills and invest in equipment and online access to advanced vehicle diagnostics and repair systems in order to have the capabilities to service new car models. Insufficient capabilities development by independent garages will shrink the Group's sales market and will have a negative impact on its financial performance.

The Management Board believes that those adverse factors will be counterbalanced by the continuously growing involvement of spare parts distributors and manufacturers in the furnishing and financing of the furnishing of independent garages, the possibility of close collaboration between licensed and independent garages, and the right of all parties to access technical information available from vehicle manufacturers on equal rights (under the new regulations), which facilitates the transfer of know-how to independent garages. In the longer perspective, it can be expected that those independent garages that cannot cope with the challenges will be eliminated, while those that have the best technological and development resources will grow, which will in fact strengthen the independent garages segment, despite the likely short-term negative changes to its size. In addition, the increase in imports of used cars into Poland from both, other countries in Europe and the USA have increased the demand for the services of low-cost, small, full-service garages, thus enabling their further growth and accumulation of the necessary knowledge and capital.

(in thousand PLN)

Risk that major foreign wholesalers of spare parts may enter the Polish market

The market of independent automotive spare parts distribution in Poland is dominated by Polish-owned entities. The size of the market and its good prospects indicate a growing probability that it may be entered by foreign distributors, which, by offering more attractive terms of spare parts purchase, may take up a significant share of the market. The resultant competitive pressure will adversely impact the Group's performance, and in extreme cases may significantly limit its development potential, or even result in a drop in revenue and profit. Another risk resulting from the possible entry into the Polish market of major foreign distributors is the loss of strategic suppliers, for whom certain foreign distributors may be bigger customers.

Management has identified a progressive change in the structure of the European car fleet, linked to the dynamic growth in sales of brands originating from Asia (in particular China), especially in the electric vehicle (BEV) segment. These manufacturers often adopt different spare parts distribution models, sometimes limiting the availability of parts to the independent market during the initial phase of a vehicle's life.

The increase in the share of these vehicles in the overall market structure may have a long-term effect on the demand structure in the IAM (Independent Aftermarket) segment. However, the Group recognises this as an opportunity and is proactively engaging with new manufacturers to introduce dedicated spare parts for Asian-branded vehicles, in order to gain a competitive advantage in terms of market coverage for this new fleet. Presently, the European IAM sector is protected within the EU by EU legislation, namely the MVBBER (formerly GVO) regulation.

The Management Board believes the risk is not material. Potential expansion into Poland may take place primarily through acquisitions of the existing entities, therefore a rise in the competitive pressure is not likely to be significant, although it may reduce the average margin.

In view of the above, the Management Board will strive to increase sales value in a steady and dynamic manner, so that the profit level can be maintained notwithstanding a potential decline in the margins. Further, the likelihood of Inter Cars losing the possibility of making purchases from certain strategic suppliers as a result of the presence of foreign entities in the Polish market which are distributors of those manufacturers' products in other countries is limited, as spare parts manufacturers seek to diversify their customer base.

Risk related to customer base diversification by spare parts manufacturers

An important element in spare parts manufacturers' sales strategies is diversification of their wholesale customer bases, which limits the possibility of increasing market shares by individual distributors (including the Group). The Management Board believes that the maximum share in the Polish market that the Group is able to secure (in the segment of independent garages) is 25 to 30%. After this level is achieved, further revenue growth will be possible only through the entire market's increase in value, and if this is the case the Group's revenue will be more sensitive to changes in the market environment, and the possibility of growth through market consolidation will be very limited.

The Management Board is taking steps to develop an operational model that allows the Group to continuously expand its product range, including through the development of new segments, such as provision of garage equipment, fleet management, construction of semi-trailers, etc. Moreover, a counterbalance for expectations of limitations on Polish market is development of business activities, especially in Ukraine, Czech, Slovakia, Croatia, Hungary, Lithuania, Latvia, Italy, Belgium, Romania, Germany, Bulgaria, Slovenia, Estonia, Moldova, Greece and Bosnia and Herzegovina, Serbia and Albania.

Risk related to car manufacturers taking over spare parts production

Although access to spare parts manufactured by vehicle manufacturers is available to all potential buyers, the terms of purchase from such manufacturers would most likely be less advantageous than the terms of purchase from such specialised spare parts producers as exist under the current system, i.e. production of parts for the initial assembly and for the aftermarket by the same manufacturers. Additionally, a change to the existing spare parts production model would reduce the value of the segment of original spare parts supplied by spare parts manufacturers. This would have a material adverse effect on the Group's financial performance.

However, owing to the high degree of specialisation in developing and producing spare parts (which also implies the ability to offer competitive prices), the Management Board believes the scenario to be unlikely.

Risk related to spare parts manufacturers taking over the independent spare parts distribution network

(in thousand PLN)

Any acquisitions of independent spare parts distributors by those spare parts' manufacturers could entail significant changes to the distribution model with respect to spare parts offered by the individual entities, involving limitation of their sales to other networks, including the Group. In such a case the Group could gradually lose certain supply sources, which would limit the size of its offering and undermine its competitive position.

However, as spare parts manufacturers seek to diversify their customer base, and are fairly easy to substitute, the Management Board believes that this risk factor should not pose a material threat to the Group's market position and its financial performance.

Risk related to the macroeconomic situation

The recent macroeconomic data prove that both, the Polish economy, as well as the economies of the Euro-zone countries, are slowing down. The global economy maintains moderate growth, but is exposed to risks related to geopolitical tensions and US trade protectionism including possible sanctions on some Eurozone economic sectors. A deterioration of the economic situation in the Euro zone and, indirectly, also in Poland, could have a negative effect on the Group's results.

Risk of continued inflationary pressure on operating costs (OPEX)

Despite the stabilisation of consumer inflation indicators (CPI), the Group has identified the risk of continued upward pressure on business costs, independent of sales volumes. This is particularly relevant in the context of labour costs (where wage pressures are outstripping productivity growth), energy costs and logistics and transport services ("last mile delivery").

In a highly competitive market, there is a risk that the Group will not be able to fully pass on increases in operating costs to end-customer product prices, which could put pressure on the operating margin (EBITDA). In order to mitigate this risk, the Group continues to invest in logistics automation and optimisation of the delivery process. This will ensure the sustainable reduction of the unit cost of order handling.

Risk related to economic policy in Poland

Economic, fiscal and monetary policies in Poland largely determine the growth rate of the domestic demand, which indirectly impacts the volume of the Group's sales, and thus its financial performance. The Group's performance is threatened by changes that affect the reduction in domestic demand:

- Fiscal policy (e.g. taxes, public spending) and monetary policy (e.g. interest rates, inflation) have a direct impact on the purchasing power of consumers and companies.
- High inflation, an increase in the cost of credit (interest rates) and regulatory uncertainty can reduce demand for goods and services, which affects the Group's sales.
- Frequent and unannounced tax and regulatory changes can make long-term investment and business strategy planning difficult. These include changes in VAT rates, sectoral taxes, social security contributions and changing business regulations e.g. NIS2.

The above may result in certain intentions not being realised and introduces a significant element of uncertainty into the Group's long-term development planning.

The Group's operations in a number of countries mean exposure to different economic, currency and legal systems, which can create volatility in the Group's consolidated financial results.

Risk related to the foreign customers structure

Export sales in Inter Cars Group is done to most of the countries in Europe, excluding Russia and Belarus. Therefore, a significant share of the Group's sales is exposed to risks specific to the customers' country, such as:

- changes in the size and structure of the spare parts market,
- changes in the purchasing power of the population,
- stability of the economic and political systems in these countries.

Possible adverse developments in those countries, which would lead to a reduction or cancellation of purchases by these entities, could adversely affect the Group's financial performance.

Risk related to activities regarding remanufacturing of spare parts

Remanufacturing of spare parts is one of the Group's business areas and is exposed to risks related to:

(in thousand PLN)

- the inadequacy of IT solutions supporting control and management,
- inventories, including the need to maintain a high stock of production materials and remanufacturing parts, and thus the risk of their loss in value in the event of changes in customer preferences or increased competitive pressure from other entities,
- instability of procurement based on a system of orders without fixed contracts with key customers
- competitiveness: increasing market pressure, both from other remanufacturers and from producers of low-cost parts, in particular from the Far East, which may negatively affect the profitability and margins of the remanufacturing process.

Risk related to development of the subsidiaries

Subsidiaries are established in countries where there are reasons to expect a satisfactory rate of return on the capital employed. In practice, the parent entity invests substantial funds in the development of operations in entirely new markets, having different characteristics in terms of important operational aspects. The consequent risk run by such investments is relatively greater than it would be if the funds were invested in further development of the operations in Poland, where the parent entity has the greatest competence, resources and position.

To mitigate this risk, the parent company employs experts with local market knowledge, and makes the necessary feasibility studies and assessments of risks inherent in launching operations in a new market. At the same time, by increasing the geographical reach of its operations, the parent company is able to diversify the risk of operating in a single country, in particular Poland.

The risk of digitisation and automation

Modern business development is largely based on digitisation, i.e. the automation of business processes and the robotisation of support processes. The introduction of modern technological solutions makes it possible to optimise operations, increase efficiency and improve data management. In particular, the company uses Big Data technologies, artificial intelligence (AI) and advanced analytical tools to effectively manage and protect information assets.

Dynamic technological development and the changing business environment require the company to continuously adapt and invest in innovative IT solutions. An important element of the strategy is to support the development processes of new sales applications and the development of the IT environment, thus maintaining competitiveness and minimising the risk of technological debt.

Climate risk

Extreme weather events associated with climate change and rising global temperatures - including floods, hurricanes and droughts - are critical to global security, as well as the operational activities of many companies and the global economy as a whole. Both physical changes to our environment and efforts to meet global decarbonisation targets will require economic transformation, led by fundamental business model change.

Climate-related risks are described in detail in Sustainability Report in chapter 2.2. Climate change [ESRS E1].

Environmental, social and corporate governance risks

Risks caused by the Inter Cars Group or by entities with which the Group is directly associated, as well as the Group's business partners within their Value Chain in relation to people, the environment, society and corporate governance. Described in detail in Sustainability Report in chapter 1.5. Significant ESG impacts, risks and opportunities.

Employee and market competence risks

The risk relates to the difficulty of attracting or retaining competent and experienced employees to ensure the ability to achieve strategic objectives. The labour market in Poland, as well as in Europe, is transforming. There is often a shortage of qualified specialists in niche industries. This is an important issue, which requires employers to be flexible and proactive in attracting and retaining employees with the right competencies to execute complex sales activities or to build advanced IT systems to improve the efficiency of delivery processes.

Risk of escalation of hostilities

An escalation of hostilities in Ukraine and the Middle East could negatively affect Europe's macroeconomic situation and, in particular, translate into:

- an increase in financing costs as a result of rising interest rates

(in thousand PLN)

- reduced supply of raw materials necessary for the production of spare parts
- increase in transport costs
- an energy crisis caused by disruptions in the supply chain of energy raw materials
- an increase in the prices of energy, materials and production and service costs
- weakening of the PLN and local currencies against the EUR and USD in the countries , in which the Group operates.

As a consequence, the above-mentioned factors may lead to a general economic slowdown in Europe

18. STRATEGY AND FUTURE DEVELOPMENT PROSPECTS

STRATEGY, BUSINESS MODEL AND VALUE CHAIN [SBM-1].

Inter Cars S.A. Group's strategy of development is based on several key elements:

1. Product range development.

Already today Inter Cars offers the widest range of automotive parts in Europe. However, with a focus on continuous product range development, the company is constantly introducing new and developing existing product lines and adapting them to market expectations in terms of part quality, pricing and technical support from part manufacturers.

2. Expansion of the distribution network in Poland and abroad.

As at 31 December 2025, Inter Cars had 684 branches, including 242 branches in home country. The Company provides organisational and logistics expertise, capital, IT systems, a full range of products and their availability, and a trademark. The strategic objective is to continually develop the distribution network that has been built up so far and is working so effectively

3. Logistics.

Another element in building Inter Cars' competitive advantage is the continuous improvement of the supply chain and logistics services. Within Inter Cars there is a specially dedicated company, ILS sp. z o.o. (ILS), which acts as a specialised logistics entity. Its task is to organise the flow of goods from manufacturers to Inter Cars branches. Work continues to be performed to automate and robotise warehouse operations at the Group's logistics centres in Poland and abroad.

4. Development of partnership programmes.

Partner programmes add value to the product range, such as: garage equipment programmes, training, technical service, the development of sales-support IT systems and the ongoing development of the MotoIntegrator Partner garage chains (Q-Service Castrol, Parts manufacturer networks such as Bosch Car Service, Premio) and Q-Service Truck.

5. Development of Motointegrator.pl and fleet programme.

Motointegrator.com is a platform that helps drivers find a solution to a problem with their car at a professional garage recommended by Inter Cars. The platform is currently available in 13 countries and facilitates appointments for over 38,000 garages, either via online booking or telephone.

The company is also developing a fleet programme for companies looking to optimise costs within the company's fleet of cars, vans and trucks. Our full-service fleet management services include the servicing of vehicles to ensure low costs and efficient mobility, as well as supporting customers in building fleet policy strategies and programmes. The Group has introduced a dedicated platform for this purpose, operating in the five countries (including Poland) in which Inter Cars is present. It is anticipated that deployments in a further three countries will be scheduled for 2026.

The priority is to develop the parts sales with service (s-commerce) pillar. The aim is to steadily increase the volume of sales to both retail and fleet customers of the service and spare parts they need and direct them to a garage recommended by Inter Cars.

6. One-Stop-Shop

(in thousand PLN)

The idea of our strategy is heading towards the one-stop-shop model. This applies not only to continuous development of Company's product range, but also development of partner programmes, which are a substantial added value for the key customers, i.e. repair garages. In addition to selling parts and car accessories, we provide garages with the necessary tools and equipment. As a part of after-sales activities we are organizing technical trainings in the area of modern repair technologies and offer comprehensive services, helping garages in their activities. Using Motointegrator and Motointegrator Fleet projects we are also redirecting drivers to our trade partners.

The strategy is realized by all companies of the Inter Cars Group.

19. CHANGES IN KEY PRINCIPLES OF MANAGING THE GROUP

In the reporting period, the Group did not implement any changes in the key principles of management of the Group's business.

20. REMUNERATION OF EXECUTIVES

On 8 June 2020, the Ordinary General Meeting of Shareholders adopted the policy of remuneration of the Members of the Management Board and the Supervisory Board.

The remuneration is presented using accrual and cash method (paid out plus due bonus)

Remuneration of the members of the Supervisory Board (in PLN)

	01/01/2025- 31/12/2025.	01/01/2024- 31/12/2024.
Andrzej Oliszewski – Chairman of the Supervisory Board	272,400	267,600
Jacek Podgórski – Member of the Supervisory Board	90,400	192,000
Radosław Kudła – Member of the Supervisory Board	216,000	216,000
Jacek Klimczak – Member of the Supervisory Board	42,400	96,000
Tomasz Rusak – Member of the Supervisory Board	42,400	96,000
Łukasz Dziekoński - Member of the Supervisory Board	53,600	-
Zofia Dzik - Member of the Supervisory Board	53,600	-
Zoya Gyurova - Member of the Supervisory Board	53,600	-
Witold Kmiecik - Member of the Supervisory Board	53,600	-
Kamilla Spark - Member of the Supervisory Board	101,600	-
Piotr Płoszajski – Member of the Supervisory Board	-	64,000
	979,600	931,600

Remuneration of the members of the Management Board (in PLN)

	01/01/2025- 31/12/2025.	01/01/2024- 31/12/2024.
Maciej Oleksowicz – President of the Management Board	4,657,400	4,305,852
Krzysztof Soszyński – Vice-President of the Management Board	4,658,000	4,306,452
Wojciech Twaróg - Member of the Management Board	4,657,400	4,302,852
Piotr Zamora – Member of the Management Board	4,657,400	4,305,852
Wojciech Aleksandrowicz - Member of the Management Board	4,658,000	4,307,452
	23,288,200	21,528,460

The remuneration of the key management personnel presented in this note includes the amounts paid and due during the reporting period.

The Group's key personnel include members of the Management Board and the Supervisory Board of the company, i.e. persons with authority and responsibility for planning, directing and controlling the Company's activities directly or indirectly.

Total remuneration of the members of the Management Board paid or due for 2025 amounted to PLN 23,288,200.

(in thousand PLN)

Information on agreements concluded between the Company and the management staff members, which would provide for a compensation to the management staff members in case they resign or are dismissed without a good reason or in case they are removed or dismissed due to the Company being merged with another company by way of an acquisition.

The non-competition agreements entered into with the members of the Management Board and approved on 26 June 2017 by virtue of a resolution of the Company's Supervisory Board (hereinafter referred to as "the Agreements") regulate the issues related to refraining from engaging in activities competitive to those carried out by the Company following ceasing to perform the duties of a member of the Management Board in return for a compensation. During the term of the non-competition period, i.e. 12 months of the date of ceasing to perform the duties of a member of the Management Board, the members of the Management Board are entitled to a compensation of 80% of twelve times the average monthly remuneration paid or payable to a member of the Management Board by the Company or entities from the Inter Cars S.A. Capital Group during the 36 months immediately preceding the date of ceasing to perform the said duties ("hereinafter referred to as "the Base"), calculated in conformity with the said Agreements.

Furthermore, the Agreements provide for an additional severance pay in the event of a dismissal of member of the Management Board or in the event of such member not being appointed for a subsequent term of office during a period of 24 months of the date of a hostile takeover or a change of control. In such cases, a member of the Management Board is entitled to a severance pay of 60 times the Base in the event of a hostile takeover, and 12 times the Base in the event of a change of control. According to the Agreements, a hostile takeover refers to a situation where an entity other than a shareholder, holding as at the date of signing the Agreements at least twenty-five percent (25%) of the Company's stocks, controlling entities of such shareholder, subsidiaries of such shareholder or subsidiaries of entities controlling such shareholder or their legal successors (hereinafter referred to as "the Key Shareholder"), acquires, directly or indirectly, at least thirty-three percent (33%) of the Company's total stock without the consent of the Key Shareholder or another entity to which the Key Shareholder sells the shares it holds in the Company. According to the Agreements, a change of control refers to a situation where a direct or indirect share of any Key Shareholder in the total number of the Company's shares decreases below five percent (5%).

Information on shares

Company shares and Shares in related entities held by the management and supervisory staff.

(in thousand PLN)

As at 31/12/2025

The Company's supervisory and managing personnel hold a total of 4,984,091 shares, constituting 35.17% of the total vote at the General Shareholders Meeting of Inter Cars.

The managing and supervisory personnel hold no shares in the subsidiaries of Inter Cars.

Shareholder	Number of shares	Total nominal value	Percentage of share in the share capital held (%)	Percentage of total vote held (%)
Management Board				
Maciej Oleksowicz*	3,726,721	7,453,442	26.30%	26.30%
	3,726,721	7,453,442		
Supervisory Board				
Andrzej Oliszewski	1,257,370	2,514,740	8.87%	8.87%
	1,257,370	2,514,740		
Total	4,984,091	9,968,182	35.17%	35.17%

* Indirectly via OK Automotive Investments B.V. which is a company dependent from Maciej Oleksowicz, President of the Management Board of the Company.

As at the publication date of these financial statements

The Company's supervisory and managing personnel hold a total of 4,984,091 shares, constituting 35.17% of the total vote at the General Shareholders Meeting of Inter Cars.

Shareholder	Number of shares	Total nominal value	Percentage of share in the share capital held (%)	Percentage of total vote held (%)
Management Board				
Maciej Oleksowicz*	3,726,721	7,453,442	26.30%	26.30%
	3,726,721	7,453,442		
Supervisory Board				
Andrzej Oliszewski	1,257,370	2,514,740	8.87%	8.87%
	1,257,370	2,514,740		
Total	4,984,091	9,968,182	35.17%	35.17%

* Indirectly via OK Automotive Investments B.V. which is a company dependent from Maciej Oleksowicz, President of the Management Board of the Company.

The managing and supervisory personnel hold no shares in the subsidiaries of Inter Cars.

For information of the total number and value of all Company shares, see Note 17 to the separate financial statements.

Changes in the percentages of shares held under agreements known to the Company

The Company is not aware of any agreements concluded between its shareholders which would affect the Company's business.

Special control powers over the Company

The Company has not recently issued any securities conferring any special control powers.

Restrictions on transferability of securities

There are no restrictions on the transferability of any securities (shares) issued by the Company. All Company shares were admitted to public trading by virtue of the decision of the Polish Securities and Exchange Commission dated April 26th 2004.

(in thousand PLN)

. On May 11th 2004, the Management Board of the Polish National Depository for Securities adopted Resolution No. 186/04, under which Inter Cars S.A. was granted the status of a participant of the Depository in the category ISSUER, and 11,821,100 Inter Cars S.A. shares were registered with the Depository and assigned code PL INTCS00010. Further issues of 2,347,000 shares took place between 2007 and 2009, as further described in the Consolidated Financial Statements in note 16.

Shareholders holding 5% or more of the total vote as at 31/12/2025:

Shareholder	Number of shares	Total nominal value	Percentage of share in the share capital held	Percentage of total vote held
		(PLN)	(%)	(%)
OK Automotive Investments B.V.*	3,726,721	7,453,442	26.30%	26.30%
Allianz OFE and Allianz DFE	1,786,446	3,572,892	12.61%	12.61%
NATIONALE NEDERLANDEN OFE, NATIONALE NEDERLANDEN DFE**	1,616,799	3,233,598	11.41%	11.41%
Andrzej Oliszewski	1,257,370	2,514,740	8.87%	8.87%
Generali OFE	894,386	1,788,772	6.31%	6.31%
OFE PZU	710,750	1,421,500	5.02%	5.02%
Total	9,992,472	19,984,944	70.52%	70.52%

* Indirectly via OK Automotive Investments B.V. which is a company dependent from Maciej Oleksowicz, President of the Management Board of the Company.

** The list of shareholders was prepared based on notifications received in accordance with art. 69 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (Journal of Laws of 2005, No. 184 item 1539, as amended), and art. 19 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse ("MAR Regulation").

Shareholders holding 5% or more of the total vote as at the date of publication of these financial statements:

Shareholder	Number of shares	Total nominal value	Percentage of share in the share capital held	Percentage of total vote held
		(PLN)	(%)	(%)
OK Automotive Investments B.V.*	3,726,721	7,453,442	26.30%	26.30%
Allianz OFE and Allianz DFE	1,786,446	3,572,892	12.61%	12.61%
NATIONALE NEDERLANDEN OFE, NATIONALE NEDERLANDEN DFE**	1,416,809	2,833,618	9.99%	9.99%
Andrzej Oliszewski	1,257,370	2,514,740	8.87%	8.87%
Generali OFE	894,386	1,788,772	6.31%	6.31%
OFE PZU	710,750	1,421,500	5.02%	5.02%
Total	9,792,482	19,584,964	69.10%	69.10%

*OK Automotive Investments B.V. is a company which is dependent from Maciej Oleksowicz, President of the Management Board of the Company

** The list of shareholders was prepared based on notifications received in accordance with art. 69 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (Journal of Laws of 2005, No. 184 item 1539, as amended), and art. 19 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse ("MAR Regulation").

Information on purchasing own shares

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.

(in thousand PLN)

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.

Agreements known to the Company (including agreements executed after the balance-sheet date) which may give rise to future changes in the proportion of shares held by the existing shareholders and bondholders

The Company has introduced incentive schemes for the 2025-2027 financial years, in accordance with the resolutions of the Annual General Meeting of 10 June 2025. Incentive Scheme and Variable Compensation Scheme. Please refer to section 7 of this report for details of the regulations that have been adopted by the Company's Management Board and approved by the Supervisory Board. These regulations contain the detailed rules for the programmes.

21. SYSTEM FOR CONTROLLING EMPLOYEE STOCK OPTION PLANS

Incentive schemes currently in operation within the company for the 2025-2027 financial years: The Incentive Scheme and the Variable Remuneration Scheme were introduced pursuant to resolutions of the Company's Annual General Meeting held on 10 June 2025. Please refer to section 7 of this report for details of the regulations that have been adopted by the Company's Management Board and approved by the Supervisory Board. These regulations contain the detailed rules for the programmes. The implementation of the programmes is overseen by both the Supervisory Board and the Company's Management Board.

At the date of this information, no decision has been made to issue new shares in the Company in connection with the Schemes.

22. QUALIFIED AUDITOR OF FINANCIAL STATEMENTS

On 11 September 2025, the Company signed an agreement with KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp. k. to perform an audit of the annual financial statements and semi-annual financial statements for 2025 and 2026. The total remuneration for audit services for 2025 is PLN 3,561 thousand and includes the audit of the financial statements of the parent company and the financial statements of the subsidiaries.

In addition, on account of other non-audit services for Inter Cars S.A. and Group Companies approved by the Audit Committee in 2025, the remuneration was established to be PLN 452 thousand, including:

- attestation of the Inter Cars Group Sustainability Report: PLN 298k;
- attestation of additional indicators under the loan agreement: PLN 28k;
- attestation of the report on the remuneration of the management and supervisory boards: PLN 40k;
- attestation of the related party transaction report for Inter Cars INT d.o.o. (Slovenia): PLN 14k;
- attestation of the packaging report by Inter Cars Eesti OÜ (Estonia): PLN 17k.
- audit of the special-purpose financial statements for the period from 1 January 2025 until the appointment of a liquidator for Inter Cars (Cyprus) Limited: PLN 27k.
- tax services for Inter Cars Cyprus Limited: PLN 21k.
- translation of the statutory report of Inter Cars Česká republika s.r.o. (Czech Republic) from Czech to English: PLN 7k.

23. EMPLOYMENT

As at 31 December 2025, the Company employed 1,109 personnel. In total the Group employed 5,961 people.

As at 31 December 2024, the Company employed 1,026 personnel. In total the Group employed 5,261 people.

24. ENVIRONMENTAL POLICY

Inter Cars does not engage in operations which would have adverse effect on the natural environment. Accordingly, the Group is under no obligation to incur expenditure on environmental protection.

As at the reporting date, the Group held the following permits, in the form of administrative decisions, related to environmental protection:

(in thousand PLN)

No.	Number and date of decision	Issuing authority	Area covered by the decision	Scope of the decision
1.	Notice of assignment of registration number in BDO dated 20.04.2018	Marszałek Województwa Mazowieckiego	Inter Cars S.A.	Waste Database with registration number 000012313 concerning Generation of waste, introduction of packaged products (as well as oils, tyres, batteries, electrical and electronic equipment)
2.	A decision of 28/06/2022 Valid till 28 June 2052	State Water Holding "Polish Waters"	Inter Cars S.A. ul. Gdańska 15 05-152 Cząstków Mazowiecki (gm. Czosnów)	Water legal permit for the construction of a water facility, i.e. an earthen, open-air storage reservoir.
3.	Decision No. 170/2013 of 18.12.2013. (ŚR-6341/11M/2/13)	Governor of the Nowy Dwór County	ul. Gdańska 15 05-152 Cząstków Mazowiecki (gm. Czosnów)	The water legal permit for intake of underground water from the quaternary formations from an intake in Cząstków Mazowiecki for household and utility purposes, except for food purposes, as well as watering greenery and for the purposes of water treatment, and a permit to build a water facility – well S3.
4.	DKR/074-E9215/08/ar	Superior Environmental Inspector	ul. Gdańska 15 05-152 Cząstków Mazowiecki (gm. Czosnów)	Registration of the Superior Environmental Inspector for the collection of electronic waste no. E0009215W
5.	DKR/074-E9215/09/ar	Superior Environmental Inspector	ul. Gdańska 15 05-152 Cząstków Mazowiecki (gm. Czosnów)	Registration of the Superior Environmental Inspector for the collection of waste batteries and recycling of the same no. E0009215WBW
6.	Decision No. 85 of 10/05/2016 (ŚR.6341.15.2016)	Governor of the Nowy Dwór County	ul. Gdańska 27 05-152 Cząstków Mazowiecki (gm. Czosnów)	The water legal permit for intake of underground water from an intake in Cząstków Mazowiecki on the plot of land number 361/3 belonging to Inter Cars S.A.
7.	A decision of 30/05/2022 Valid till 30 May 2032	Sieradz Starost	Feber Sp. z o. o.	Permit for the introduction of gases and dust into the air for truck production installations located on the Company's premises.
8.	A decision of 04/04/2017 Valid till 03 April 2027	Sieradz Starost	Feber Sp. z o. o.	Permit for the introduction of gases and dust into the air from a technological installation for the production of new vehicles - truck semi-trailers located on the site.
9.	A decision of 28/05/2021 Valid till 28 May 2031	Sieradz Starost	Feber Sp. z o. o.	Permit for the production of hazardous and non-hazardous waste generated during the operation of a trucks production facility located at the site
10.	Amendment of Decision 1/2023 by Decision 5/2024 of 20 December 2024	President of Słupsk City	Lauber Sp. z o. o.	Amendment of waste generation permit for an installation located on the Company's premises, with regard to the amount of waste generated.

(in thousand PLN)

No.	Number and date of decision	Issuing authority	Area covered by the decision	Scope of the decision
11.	Decision 3/2025 mark: GKiOŚ.ROŚ.6225.4.2025.MS of day 01/04/2025 Valid till: 24 March 2035	President of Słupsk City	Lauber Sp. z o. o.	Permit for the introduction of gases and dust into the air for technological installations located on the Lauber's premises at ul. Poznańska 63-64 in Słupsk.
12.	Decision no. 2/2025 mark: GKiOŚ.ROŚ.6225.3.2025.MS of day 11/03/2025 Valid till 06/03/2035.	President of Słupsk City	Lauber Sp. z o. o.	Permit for the introduction of gases and dust into the air for technological installations located on the Lauber's premises at ul. Św. Klary z Asyżu 1B in Słupsk.
13.	A decision no 1/2023 of 06/03/2023 Valid till 05 March 2033	President of Słupsk City	Lauber Sp. z o. o.	Permit for the production of waste in the installation located on the premises of the plant in Słupsk at ul. Poznańska 64.
14.	A decision no 2/2025 of 07/04/2025 Valid till 06 April 2035	President of Słupsk City	Lauber Sp. z o. o.	Permit for the production of waste in the installation located on the premises of the plant in Słupsk at ul. Św. Klary z Asyżu 1B.
15.	A decision no 97/2014 of 29/05/2014 Valid till 31 May 2034	Governor of the Nowy Dwór County	ILS Logistics Centre Swobodnia 35 05-180 Swobodnia (municipality of. Zakroczym)	Water legal decision for the abstraction of groundwater for domestic and household purposes, watering of greenery, maintenance of cleanliness of the area and for the needs of the treatment and boiler house.
16.	Decision no. 19 of 24/04/2024 Valid till 24 April 2034	Governor of the Nowy Dwór County	ILS Logistics Centre Swobodnia 35 05-180 Swobodnia (municipality of. Zakroczym)	Waste treatment permit: 15 01 01 and 15 01 03.
17.	A decision of 18/01/2019 Valid till 18 January 2029	State Water Holding "Polish Waters". Ciechanów Water Catchment Board	ILS Logistics Centre Swobodnia 35 05-180 Swobodnia (municipality of. Zakroczym)	Water legal permit for the construction of a water facility - rainwater and snowmelt retention reservoir
18.	A decision of 01/03/2019 Valid till 31 May 2034	State Water Holding "Polish Waters". Ciechanów Water Catchment Board	ILS Logistics Centre Swobodnia 35 05-180 Swobodnia (municipality of. Zakroczym)	Decision on assumption of rights and obligations under water permit No. 97/2014 for groundwater abstraction - for ILS Sp. z o.o. as legal successor of Inter Cars S.A.
19.	A decision of 12 September 2019	State Water Holding "Polish Waters". Ciechanów Water Catchment Board	ILS Logistics Centre Swobodnia 35 05-180 Swobodnia (municipality of. Zakroczym)	A water legal decision for a specific water use involving works or structures permanently connected to the ground which have the effect of reducing the natural field retention.
20.	A decision of 14/11/2025 Valid for 30 years.	State Water Holding "Polish Waters". Ciechanów Water Catchment Board	ILS Logistics Centre Swobodnia 35 05-180 Swobodnia (municipality of. Zakroczym)	A decision on water law for the discharge of rainwater and snowmelt from facilities and paved areas into existing infrastructure.

25. EVENTS WHICH MAY HAVE A MATERIAL BEARING ON THE COMPANY'S FUTURE FINANCIAL RESULT AND EVENTS SUBSEQUENT TO THE BALANCE-SHEET DATE

The Group's objective is to safeguard its ability to continue as a going concern so that it can generate return for the shareholders, and to maintain an optimum capital structure to reduce the cost of capital.

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

Armed conflict in Ukraine

On 24 February 2022, the Russian Federation (Russia) launched military action against Ukraine. Transport and logistics between regions were disrupted, infrastructure was significantly damaged and many Ukrainian citizens were affected by the hostilities.

During the first weeks of the Russian invasion, Inter Cars Ukraine, based in Khmelnytskyi, Ukraine, in which the Company holds a 100% stake, had to suspend its operational activities. On 1 April 2022, the central warehouse of Inter Cars Ukraine was destroyed as a result of the hostilities. The warehouse was located in Kiev region, in Gorenka village, in Bucha region. As a result of the above, in 2022 the Company made a write-down for the assets located in the above mentioned central warehouse, including inventories and fixed assets, in the total amount of PLN 75 million.

At the beginning of 2022, hostilities moved largely to the east of Ukraine and Inter Cars operations resumed in relatively remote regions of the country, away from the ongoing hostilities. There are currently 35 branches in operation

The Company's Management Board developed a safe way of delivering goods to the western regions of Ukraine, using the existing warehouse infrastructure and at the same time increasing the number of direct deliveries from the central warehouse in Zakroczym, Poland. The high availability of goods and the wide product range translated into a gradual increase in sales of Inter Cars Ukraine. 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.

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

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 Company 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.

The Company'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 of 31 December 2025, the Ukrainian company is still operating, and the Parent Company continues to control it. The Company has performed an impairment test on the goodwill-related assets 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 Company's Management Board analyses on an ongoing basis the situation related to the escalation of the armed conflict in Ukraine and

(in thousand PLN)

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.

26. THE MANAGEMENT BOARD'S STANDPOINT ON THE FEASIBILITY OF MEETING THE PREVIOUSLY PUBLISHED FORECASTS OF FINANCIAL RESULTS FOR 2025

The Group did not publish any forecasts for 2025.

27. CHANGES IN THE COMPANY'S STRUCTURE, NON-CURRENT INVESTMENTS AND RESTRUCTURING

In 2025, no significant changes in the Group's structure occurred. Further information is provided in section 7, "Subsidiaries", report on the Company's activities.

28. MANAGEMENT AND SUPERVISORY BODIES

As at 31 December 2025, the management and supervisory bodies of the Company were composed of the following persons:

Supervisory Board

Andrzej Oliszewski, President

Radosław Kudła

Witold Kmieciak

Kamilla Spark

Zofia Dzik

(in thousand PLN)

Łukasz Dziekoński
 Zoya Gyurova

Management Board

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

29. INFORMATION ON COURT PROCEEDINGS TO WHICH THE GROUP IS A PARTY

In 2025, no proceedings were brought before any court or administrative body with respect to any liabilities or claims of Inter Cars S.A. or its subsidiary undertakings, whose aggregate value would represent 10% or more of the Company's equity.

Furthermore, no proceedings are pending before any court or administrative body with respect to any liabilities or claims of Inter Cars S.A. or its subsidiaries whose aggregate value would represent 10% or more of the Company's equity.

30. INFORMATION ON AVERAGE FOREIGN EXCHANGE RATES

All figures presented in these financial statements in EUR were translated at the following exchange rates:

	2025	2024
Exchange rate as at 31.12	4.2267	4.2730
Average exchange rate from 1.01 to 31.12	4.2372	4.3042
Highest exchange rate in the period	4.3033	4.4016
Lowest exchange rate in the period	4.1339	4.2499

The following principles have been used to convert data presented in thousand EURO in selected financial data:

- for the items of the profit and loss account – the average exchange rate was used, defined as the arithmetic mean of the rates prevailing on the last day of each month within a given period, as quoted by the National Bank of Poland
- for the items of the balance-sheet – *the exchange rate prevailing on 31/12/2025*, that is the mid exchange rate for the EURO prevailing on that date, as quoted by the President of the National Bank of Poland.

31. KEY RESEARCH AND DEVELOPMENT ACHIEVEMENTS INFORMATION

The Companies forming the Capital Group do not carry out any research and development activities.

32. MANAGEMENT BOARD'S INFORMATION RELATED TO SELECTING AN AUDIT FIRM TO AUDIT THE ANNUAL FINANCIAL STATEMENTS IN CONFORMITY WITH THE REGULATIONS, INCLUDING THOSE RELATED TO THE SELECTION OF AN AUDIT FIRM AND THE SELECTION PROCEDURE

5 May 2025. The Company's Supervisory Board adopted a resolution to extend the audit contract and appoint KPMG Audyt sp. z o.o. sp. k., which is registered in Warsaw at ul. Inflancka 4a, 00-189 Warsaw, which is entered on the list of audit firms maintained by the Polish Audit Supervision Agency under number 3546 ("KPMG") as the audit firm to:

- audit the separate financial statements of the Company and the consolidated financial statements of the Inter Cars S.A. Capital Group for the period from 1 January 2025 to 31 December 2025 and from 1 January 2026 to 31 December 2026; and
- to review the separate financial statements of the Company and the consolidated financial statements of the Inter Cars S.A. Capital Group for the period from 1 January 2025 to 30 June 2025 and from 1 January 2026 to 30 June 2026.

Furthermore, the Company's Supervisory Board's resolution calls on the Management Board to enter into appropriate agreements with KPMG to extend the term of the hitherto agreement by two years.

The audit firm was selected following the Supervisory Board having read the recommendation of the Audit Committee prepared in conformity with the law and the Company's internal regulations.

(in thousand PLN)

At the Annual General Meeting on 5 June 2025, after reviewing the recommendation of the Audit Committee of the Supervisory Board of Inter Cars S.A. dated 5 May 2025, a resolution was adopted to appoint KPMG Audyt sp. z o.o. sp. k., registered in Warsaw at ul. Inflancka 4a, 00-189 Warsaw, entered on the Polish Audit Supervision Agency's list of audit firms under number 3546, as the firm to audit Inter Cars S.A.'s Capital Group's sustainability reporting for the 2025 financial year.

The audit firm was selected in conformity with the Company's By-laws and the applicable law. The Company used services of KPMG in the area of auditing and reviewing financial statements for the years 2005 to 2015 and for the years 2023 and 2024.

These Board's statement on the activity of the group was approved by the Management Board of Inter Cars S.A for publication on 29 April 2025.

33. CORPORATE GOVERNANCE

The full version of the statement of compliance is available at the Company's website at www.inwestor.intercars.com.pl or the Warsaw Stock Exchange's website at www.gpw.pl.

Full version of the statement is attached to this report as Appendix: "INTER CARS S.A. MANAGEMENT BOARD'S STATEMENT OF COMPLIANCE IN 2024 WITH THE CORPORATE GOVERNANCE PRINCIPLES STIPULATED IN THE CODE OF BEST PRACTICE FOR WSE-LISTED COMPANIES"

**INTER CARS S.A. MANAGEMENT BOARD'S
STATEMENT OF COMPLIANCE IN 2014 WITH THE CORPORATE GOVERNANCE PRINCIPLES STIPULATED IN THE
CODE OF BEST PRACTICE FOR WSE-LISTED COMPANIES**

1. Corporate Governance Principles Adopted by Inter Cars S.A.

Board of Directors of Inter Cars S.A. ("the Company") informs that, in connection with entry into force of the amended "Code of Best Practice of WSE Listed Companies 2021" adopted by Resolution no. 13/1834/2021 by the WSE Board on 01 July 2021, it adopted the corporate governance principles as laid out in the aforementioned document. The contents of the document are available at the website of the Warsaw Stock Exchange. <http://www.corp-gov.gpw.pl/>.

2. Non-compliance with the corporate governance principles

The Company represents that in 2025 it complied with all the applicable corporate governance principles except for, the following:

Principle 2.1.

A company should have a diversity policy for its management board and supervisory board, adopted by the supervisory board or the general meeting respectively. The diversity policy shall define the objectives and criteria for diversity in areas such as gender, field of study, specialist knowledge, age, and professional experience, and shall indicate the time-frame and method for monitoring the realization of these objectives. With regard to gender diversity, a condition for ensuring the diversity of the company's bodies is that the proportion of minorities in the respective body is no less than 30%.

***Explanation:** A company does not hold a diversity policy for its Management Board and Supervisory Board adopted by the Supervisory Board or the General Meeting respectively. The Company supports the principle of diversity in its governing bodies and sees value in creating an environment in which the widest possible range (set) of competencies and qualifications is present and each person has the opportunity to fully exploit his or her unique potential. However, the composition of the Supervisory Board is decided by the General Meeting, while the Management Board is appointed by the Supervisory Board. In selecting the members of the bodies, the General Meeting of Shareholders and the Supervisory Board, respectively, are guided primarily by the interests and needs of the Company and, accordingly, the emphasis is placed on competence, expertise, professional experience or knowledge of the industry in which the Company operates. Despite the lack of a policy, the current composition of the Supervisory Board provides diversity both in terms of education, expertise, age and professional experience, and the current composition of the Management Board in terms of education, expertise and professional experience.*

Principle 2.2.

Those deciding on the election of the members of the company's management or supervisory board should ensure the comprehensiveness of these bodies by selecting persons to ensure diversity in their composition, making it possible, i.e., to achieve the target ratio of minimum minority participation set at not less than 30%, in accordance with the objectives set out in the adopted diversity policy referred to in principle 2.1.

***Explanation:** The composition of the Supervisory Board is decided by the General Meeting, while the Management Board is appointed by the Supervisory Board, who are primarily guided by the interests and needs of the Company when selecting the members of the bodies. The current composition of the Supervisory Board ensures diversity in terms of education, expertise, age and professional experience, while the current composition of the Management Board ensures diversity in terms of education, expertise and professional experience.*

Principle 2.7.

The performance of functions by Members of the Company's Management Board on the bodies of entities outside the Company's Group requires the approval of the Supervisory Board.

***Explanation:** The Regulations of the Management Board stipulate the requirement to obtain consent for members of the Management Board to hold functions in competing companies. Taking into account that holding functions in the Management Board of the Company is the main area of professional activity of each Member of the Management Board, possible sitting of members of the Management Board of the Company in bodies of other, non-competitive entities, in the opinion of the Company, will not prevent them from reliable performance of duties in the Company.*

(in thousand PLN)

Principle 2.11.

In addition to its activities under the law, once a year the Supervisory Board shall prepare and present an annual report to the ordinary general meeting for approval. The above mentioned report shall include at least:

2.11.6. information on the degree of implementation of the diversity policy with respect to the management board and the supervisory board, including the achievement of the objectives referred to in principle 2.1.

Explanation: See the explanation to point 2.1.

Principle 3.1.

A listed company shall maintain effective internal control, risk management and compliance systems and an effective internal audit function, appropriate to the size of the company and the type and scale of its business, for which the board of directors is responsible.

Explanation: At the present stage of development, the Company does not apply the said principle to the full extent. Internal control and risk management systems have a dispersed character and are realized by the financial division of the Company, as well as by other organizational units, including operational division. Starting from 2017 the Company has had a programme of the compliance adopted by the Management Board, which in particular includes the Code of Conduct and Good Practice, the Abuse Prevention Policy, the Conflict of Interest Prevention Policy, the Confidentiality Policy, the Mobbing Prevention Policy and the Occupational Health and Safety and Environment Protection Policy. The programme is aimed at ensuring the Company's compliance with the law, business standards and other market requirements through appropriate management of the non-compliance risk. Within the programme a process of managing the abuse risk and the conflict of interest has been implemented. The internal audit function was created in the structure of the Company in 2018. In 2024, the formal process of separating the risk management function into the Company's structure began.

Principle 3.2.

The Company creates in its structure the units responsible for the tasks of particular systems or functions, unless this is not justified due to the size of the company or the type of its activity.

Explanation: Internal control and risk management systems have a dispersed character and are realized by the financial division of the Company, as well as by other organizational units, including operational division. The compliance programme operates on the basis of the compliance department, which is part of the Company's legal department. The Company has a separate internal audit department. In 2024, the formal process of separating the risk management entity in the Company's structure began.

Principle 3.4.

Remuneration of the persons responsible for risk management and compliance and the head of internal audit should depend on the performance of the assigned tasks and not on the short-term results of the company.

Explanation: The remuneration of the persons responsible for the systems or functions indicated is based on a fixed base and a bonus, which may depend both on the achievement of certain objectives by these persons and the Company and on the financial results of the Company or its capital group.

Principle 6.2.

Incentive programmes should be structured in such a way that, among other things, they make the level of remuneration of the members of the company's board of directors and its key managers dependent on the actual long-term situation of the company in terms of financial and non-financial performance and long-term growth of shareholder value and sustainable development, as well as the stability of the company's operations.

Explanation: According to the Premium Programme for members of the Management Board, which was adopted based on a Supervisory Board resolution, the bonus system is based on a degressive model. The bonus base is determined as a percentage of the consolidated net profit of the Company's Capital Group, as shown in the audited financial statements of the Company's group.

According to the incentive programme for key managers of the Inter Cars Group for the years 2025–2027, and the programme for the variable component of remuneration for the management of the Inter Cars Group, which were adopted on the basis of resolutions of the General Meeting, entitlements granted to programme participants will depend on them fulfilling the

(in thousand PLN)

loyalty condition and the Inter Cars Group achieving EBITDA and consolidated sales revenue at specified levels in a given programme year. The programmes will be implemented over a three-year period (2025, 2026 and 2027). The final tranche of the programmes is scheduled to be settled in 2028.

Currently, the aforementioned programmes do not make executive bonuses or vesting contingent on non-financial performance, sustainability, or the stability of the company's operations.

However, sustainability issues are of significant value to the Company. Although these issues are not linked to the aforementioned programmes, the company reviews its operations annually in terms of non-financial risks and seeks to optimise its performance in these areas.

Principle 6.3

If one of the company's incentive programmes is a management option programme, its implementation must be conditional upon the rightsholders fulfilling pre-determined, realistic and appropriate financial, non-financial and sustainability objectives for the company within a minimum period of three years. The price at which the rightsholders can acquire shares or settle options must not deviate from the value of the shares at the time the programme was adopted.

Explanation: According to the incentive programme for key managers of the Inter Cars Group for the years 2025–2027, and the programme for the variable component of remuneration for the management of the Inter Cars Group, which were adopted on the basis of resolutions of the General Meeting, entitlements granted to programme participants will depend on them fulfilling the loyalty condition and the Inter Cars Group achieving EBITDA and consolidated sales revenue at specified levels in a given programme year. The programmes will be implemented over a three-year period (2025, 2026 and 2027). The final tranche of the programmes is scheduled to be settled in 2028.

For the Inter Cars Group's incentive programme for key managers (2025–2027), each entitlement will entitle the holder to: (i) the acquisition of one share by exercising the subscription warrant rights, or (ii) the acquisition of one own share in accordance with the terms and conditions set out in the scheme rules. These entitlements allow the holder to either subscribe for shares or purchase treasury shares at a price equal to the arithmetic mean of the daily volume-weighted average prices for the one-month period immediately preceding the date of the General Meeting convened to adopt the incentive scheme, minus 5%.

In the case of the variable remuneration component scheme for Inter Cars Group executives, each entitlement will entitle the holder to acquire one own share under the terms and conditions indicated in the scheme rules. This will entitle them to purchase treasury shares at a price of PLN 2.00, which is the sale price per share at which treasury shares will be purchased from the company by programme participants.

Currently, the above programmes will not make vesting conditional on non-financial performance, sustainability, or the stability of the company's operations.

However, sustainability issues represent an important value for the Company and, despite the fact that these issues are not linked to the management bonus system, the Company annually reviews its operations in terms of non-financial risks and seeks to optimise its performance in these areas.

3. Key features of the Company's internal control and risk management systems used in the preparation of separate and consolidated financial statements

The Company's financial statements and periodic reports are prepared by the Chief Financial Officer Accountant in accordance with the applicable laws and regulations and the accounting policies adopted by the Company; the Management Board, which is responsible for reliability and accuracy of the prepared information, reviews the financial statements and periodic reports on an ongoing basis.

The financial statements are prepared only by people with access to relevant financial data. The financial data serving as the basis of the financial statements and periodic reports comes from the accounting and financial system which records accounting events in accordance with the Company's accounting policy (approved by the Management Board), which is based on the International Accounting Standards and the International Financial Reporting Standards. The Company monitors on an ongoing basis changes to laws and regulations on reporting requirements for listed companies, and prepares for their adoption appropriately in advance.

The financial reporting process is also monitored by the Company Supervisory Board Audit Committee, which reviews the interim and annual financial statements of the Company and controls the correctness of particular stages of financial reporting. The Audit Committee is also responsible for verifying the functioning of the financial reporting systems applied by the Company and issuing opinions thereon.

(in thousand PLN)

Financial statements approved by the Management Board are subject to approval by an independent auditor - an audit firm selected by the Company's Supervisory Board from among reputed audit firms, having regard for the recommendation of the Supervisory Board Audit Committee.

Based on the circumstances identified in the course of auditing the financial statements, the Company's Financial Division, in cooperation with an audit firm, attempts to prepare recommendations related to improving the Company's internal control system with a view to their potential implementation.

The Financial Division and Division Heads prepare periodic management information reports including an analysis of the key financial data and operating ratios of the business segments, and provide them to the Management Board.

Since the creation of the separate internal audit control unit in 2018, the organization and correctness of preparing the financial statements have also been subject to periodical audits carried out by the said unit.

4. Shareholders directly or indirectly holding significant blocks of shares; numbers of shares and percentages of company's share capital held by such shareholders, and the numbers of votes and percentages of the total vote that such shares represent at the general shareholders meeting [as at the publication date]

No.	Shareholder	Number of shares	Number of votes at GM	% in overall number of voting shares
1.	OK Automotive Investments B.V.*	3,726,721	3,726,721	26.30%
2.	Allianz OFE, Allianz DFE	1,786,446	1,786,446	12.61%
3.	NATIONALE NEDERLANDEN OFE, NATIONALE NEDERLANDEN DFE	1,616,799	1,616,799	11.41%
4.	Andrzej Oliszewski	1,257,370	1,257,370	8.87%
5.	Generali OFE	894,386	894,386	6.31%
6.	OFE PZU	710,750	710,750	5.02%
7.	Other shareholders	4,175,628	4,175,628	29.48%
8.	Inter Cars S.A. (treasury shares)**	150,000	150,000	1.06%
	Total number of shares / votes	14,168,100	14,168,100	100%

*) OK Automotive Investments B.V. is a company, which is dependent from Maciej Oleksowicz, President of the Management Board of the Company.

**) The treasury shares acquired as part of a share buyback programme announced on 15 September 2025 and settled on 26 September 2025, as disclosed by the Company in current reports No. 29/2025 and 30/2025. Pursuant to Article 364(2) of the Commercial Companies Code, Inter Cars S.A. does not exercise share rights attached to its own shares, except for the right to sell them or to perform activities aimed at preserving those rights.

The above list of shareholders was prepared based on notifications received in accordance with art. 69 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (Journal of Laws of 2005, No. 184 item 1539, as amended), and art. 19 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse ("MAR Regulation").

5. Holders of any securities conferring special control powers, and description of those powers

There are no securities conferring special control powers over the Company.

6. Restrictions on voting rights, such as limitations of the voting rights of holders of a given percentage or number of votes, deadlines for exercising voting rights, or systems whereby, with the company's cooperation, the financial rights attaching to securities are separated from the holding of securities

Pursuant to the resolution, §18a of the Company's Articles, the right of the shareholders holding over 33% of the total number of votes in the Company is limited in such a way as to prevent each of them from casting more than 33% of votes at the General Meeting of the Company. The above limitation shall not apply to determining the purchasers of significant blocks of shares as provided for in the Public Offer of Financial Instruments Act of 29 July 2005.

Furthermore, pursuant to the provisions of the articles, this limitation shall expire if one of the shareholders purchases (on their own behalf and account) and registers at the General Meeting over 50% of the total number of votes in the Company, provided that all shares above 33% of the total number of shares in the Company and all shares above this threshold are

(in thousand PLN)

purchased by such shareholder in response to a call to subscribe for all shares of the Company announced in conformity with the Act.

The underlying purpose of the said limitation is to strengthen the minority shareholders in the event of a change in the controlling entity relative to their status guaranteed by the applicable law by providing them with the possibility of disinvestment and an equal participation in the bonus, which the entity intending to take control over the Company shall pay for the controlling interest.

7. Restrictions on limitations of transfer of the property rights to securities of the company

There are no restrictions in the Articles of Association which apply to the shares of the Company.

8. Rules governing the appointment and removal of the company's management personnel and such personnel's powers, including in particular the power to make decisions to issue or repurchase shares

The term of office of the Management Board of the Company is four years. Its members are appointed for a common term and dismissed by a resolution of the Supervisory Board. The Board is composed of three to nine members of the Board. The number of the Members of the Management Board is established by the Supervisory Board. The Member of the Board can be dismissed or suspended also by the General Meeting.

Members of the Management Board may be appointed from among the shareholders or from outside this group. The President and Vice-President of the Management Board are appointed by a resolution of the Supervisory Board. The Supervisory Board adopts a resolution to appoint the President and, possibly, Vice-President of the Management Board. The term of the Member of the Board extinguishes on the day of General Shareholders Meeting which approves financial statement for the last full accounting year when the Member was in term. The mandate of the Member of the Board also becomes void in case of death, resignation or dismissing the Member from his function in the Board.

The mandate of a member of the Management Board expires also as a result of their death, resignation or dismissal. A resolution of the Supervisory Board on suspending, for important reasons, particular members of the Management Board, as well as a resolution on appointing a member of the Board to a temporary term is adopted by a majority of 4/5 of the votes, in the presence of at least 4/5 of the composition of the Supervisory Board.

The members of the Management Board represent the Company in court and outside it. The scope of operation of the Board includes all matters of the Company not reserved for the General Meeting or the Supervisory Board. The Company is represented by two members of the Management Board or one Member of the Management Board together with a proxy.

The Members of the Management Board comply with the existing law, the Articles of Association and the Regulations of the Management Board of Inter Cars S.A, which stipulate the scope of laws and responsibilities of the Board and its operations. These Regulations are adopted by the Management Board and approved by the Supervisory Board. The Regulations of the Management Board are available on the Company's website. Except for the provisions of the Articles of Association and the Rules of Board of Directors, the matters not exceeding the range of standard activities of the Company do not require a resolution of the Board. Should the matter described above be objected by a member of the Management Board before it is realized, it shall need a resolution of the Management Board. The resolutions are adopted by an absolute majority of votes with presence of at least a half of the Members of the Board. The Board Meetings take place not less often than once every two weeks. Members of the Management Board can take part in passing resolutions of the Board by voting in writing, through the other member of the Board. Voting in writing cannot apply to matters being entered into the agenda during the Board Meeting. Resolution of the Board can be passed also in a written form or using means of direct communication at a distance.

Decisions regarding issuing or repurchasing of shares are governed by the provisions of the Commercial Companies Code, however, the General Shareholders Meeting is exclusively authorized to make decisions regarding any changes to the Company's share capital or redemption of shares.

9. Rules governing amendments to the Company's articles or memorandum of incorporation.

The validity of an amendment to the Company's Articles of Association requires a resolution of general shareholders' meeting, taken by 3/4 majority of vote - article 415 of Code of Commercial Companies (resolution on important change of scope of activities requires a resolution taken by majority of 2/3 votes cast – art. 416 C.C.C.); and entry in the National Court Register (art. 430 C.C.C.).

(in thousand PLN)

10. Manner of operation of the general shareholders meeting, its basic powers and description of the shareholders' rights along with the procedure for their exercise, in particular the rules stipulated in the rules of procedure for the general shareholders meeting

The General Shareholders Meeting operates in accordance with the provisions of the Company's Articles of Association; Commercial Companies Code and the Rules of Procedure for the General Shareholders Meeting published on the Company's website.

The General Shareholders Meeting decides on matters stipulated in the Commercial Companies Code, except when under the Company's Articles of Association such matters fall within the scope of powers of the Company's other governing bodies. The following matters require a General Shareholders Meeting's resolution: changing the share capital of the Company and creating, increasing and using other capitals, funds and reserves, issue of convertible bonds or bonds conferring pre-emptive rights, amendments to the Articles of Association, retirement of shares, disposal of the Company's enterprise or its organised part, liquidation, division, merger, dissolution, or transformation of the Company, distribution of profit, coverage of loss, and creation of capital reserves, appointment and removal from office of members of the Supervisory Board, establishing remuneration policies for members of the Supervisory Board delegated to perform on-going individual supervision, granting permission to sell or encumber a company or an organized part of a company under the business name Inter Cars Marketing Services Ltd. and granting permission to sell or encumber industrial rights and trademarks under the business name Inter Cars Marketing Services Ltd. and expressing approval for any change in the Company's initial capital, under the business name Inter Cars Marketing Services Ltd. and expressing approval to sell or encumber shares under the business name of Inter Cars Marketing Services Ltd., acquisition and disposal of real estate, perpetual usufruct or an interest in real estate does not require the consent of the General Meeting.

The General Meeting is convened by the Board of Directors or, in cases and following the procedure determined in the Code of Commercial Companies, other entities. The General Meeting may be held in Warsaw, Częstoków Mazowiecki (Czosnów municipality, Mazowieckie Province), Poznań or Wrocław. Unless the Code of Commercial Companies or any provisions of the Articles of Association do not provide for stricter conditions, the resolutions of the General Meeting are adopted with an absolute majority of votes.

11. Composition and activities of the issuer's management, supervisory and administrative bodies or of their committees; changes in their composition in the last financial year

11.1. Composition and Rules governing the operation of the Management Board

As at 1 January 2025 and 31 December 2025, the following people composed the Board of Managers:

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

All other information on the rules of operations of the Board of Directors were included in point 8 above.

11.2. Composition and rules governing the operation of the Supervisory Board and its committees

As at 1 January 2025, the following people composed the Supervisory Board:

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

On 10 June 2025, the Ordinary Shareholders Meeting of the Company appointed the Members of the Supervisory Board to a new, common term. Furthermore, the Ordinary General Shareholders Meeting of the Company decided that in the new term the Supervisory Board shall be composed of seven members.

The following people were appointed as Members of the Supervisory Board:

(in thousand PLN)

- 1) Andrzej Oliszewski – Chairman of the Supervisory Board
- 2) Radosław Kudła – Member of the Supervisory Board
- 3) Witold Kmiecik - Member of the Supervisory Board;
- 4) Kamilla Spark - Member of the Supervisory Board;
- 5) Zofia Dzik - Member of the Supervisory Board;
- 6) Łukasz Dziekoński - Member of the Supervisory Board;
- 7) Zoya Gyurova - Member of the Supervisory Board.

As at the date of publication of these financial statements the personal composition of the Supervisory Board remained unchanged.

In 2025, the Supervisory Board held seven meetings.

The Supervisory Board is composed of five to thirteen members, appointed by the General Shareholders Meeting, which also appoints the Chairman of the Supervisory Board. From among other members, the Supervisory Board appoints the Vice-Chairman. The Supervisory Board appoints Deputy Chairman from among other members of the Supervisory Board. The number of members of the Supervisory Board is fixed by the General Meeting. In the event of block voting, the Supervisory Board is composed of thirteen members. Term of office of the Supervisory Board is 5 years and is common for all members. Members of the Supervisory Board can be appointed for subsequent terms.

The Supervisory Board adopts resolutions by an absolute majority of votes, in the presence of at least half of the members. A resolution may only be considered valid if all members of the Supervisory Board have been invited to the meeting. Meetings of the Supervisory Board are held at least once a quarter. Meetings shall be convened by written notice stating the place, time, proposed agenda for the meeting and the means of direct remote communication to be used during the meeting and delivered to all members at least 7 days before the date of the meeting. Meetings of the Supervisory Board are convened by its Chairman on their own initiative or at the request of a member of the Supervisory Board. The Supervisory Board may adopt resolutions without holding a meeting, by casting votes in writing or using means of remote communication, provided that all members of the Supervisory Board have received the draft of the resolution which is to be voted upon and have agreed to such manner of voting and at least half of the members of the Supervisory Board took part in the voting.

Resolutions of the Supervisory Board regarding the suspension from duties of a member of the Management Board for a good reason, as well as resolutions regarding the delegation of a Supervisory Board member to temporarily perform the duties of a Management Board member, are adopted by a majority of 4/5 of the votes cast in the presence of no less than 4/5 of the Supervisory Board members.

The Supervisory Board exercises supervision over the Company's activities in the manner stipulated in the Commercial Companies Code, the Company's Articles of Association and the Rules of Procedure for the Supervisory Board adopted by the General Shareholders Meeting. The scope of powers of the Supervisory Board includes in particular: reviewing the Company's financial statements, the Directors' Report and the Management Board's recommendations concerning the distribution of profit or coverage of loss, and submitting an annual report on the findings of the above review to the General Shareholders Meeting, selecting an auditing company to audit the Company's financial statements, appointing members of the Management Board and removing them from office, appointing the President of the Management Board and (optionally) Vice-President of the Management Board from among its members, concluding contracts with members of the Management Board, establishing remuneration policies for members of the Management Board, and granting consent to acquire or dispose of real property, perpetual usufruct right to or interest in real property.

Audit Committee

On 25 September 2017, the Supervisory Board appointed an Audit Committee of the Supervisory Board of the Company.

As at 1 January 2025 the following Members of the Supervisory Board composed the Audit Committee of the Company:

- 1) Radosław Kudła – Chairman of the Committee;
- 2) Andrzej Oliszewski – Member of the Committee;
- 3) Jacek Podgórski – member of the Committee.

(in thousand PLN)

In connection with the appointment by the General Shareholders Meeting of the Members of the Supervisory Board to a new, common term on 10 June 2025, the Supervisory Board appointed the Company's Supervisory Board Audit Committee to a new term. The following persons were appointed members of the committee:

- 1) Radosław Kudła – Chairman of the Committee;
- 2) Andrzej Oliszewski – Member of the Committee;
- 3) Kamilla Spark – Member of the Committee.

As at the date of publication of these financial statements the personal composition of the Supervisory Board Audit Committee remained unchanged.

The Audit Committee is composed of at least three members, including the Chairman of the Audit Committee, appointed by the Supervisory Board from among its members.

The majority of the members of the present Audit Committee, including its Chairman, meet the independence criterion within the meaning of Art. 129.3 of the Act on Statutory Auditors, Audit Companies and Public Supervision of 11 May 2017 (hereinafter referred to as "the Act"), at least one member has the knowledge and the skill related to accounting or auditing financial statements, and at least one member has the knowledge and the skill related to the automotive industry.

(in thousand PLN)

	<i>Meets the independence criterion within the meaning of Art. 129.3 of the Act</i>	<i>Has the knowledge and the skill related to accounting or auditing financial statements</i>		<i>Has the knowledge and the skill related to the automotive industry</i>	
		<i>Meets the criteria</i>	<i>Acquisition method</i>	<i>Meets the criteria</i>	<i>Acquisition method</i>
Andrzej Oliszewski	no	no	-	Yes	graduated from the Production Economics Department of the Warsaw School of Planning and Statistics (currently Warsaw School of Economics); co-founder of Inter Cars, since 1990 present in the automotive business, first as a partner at Inter Cars Partnership, since 1990 member of the Supervisory Board of Inter Cars S.A.
Jacek Podgórski	yes	yes	graduate of the University of Lodz, Faculty of Economic and Social Sciences; completed post-graduate studies at the University of Warsaw in the field of management, attended numerous training courses in finance, tax law and management, as part of his professional duties, among other things, he supervised the restructuring processes of capital groups, managed liquidity, credit and currency risks, was responsible for the bank's syndicated loan portfolio and financing companies from the large enterprise sector.	No	-
Radosław Kudła	yes	yes	Graduate of Szkoła Główna Handlowa (SGH Warsaw School of Economics), faculty: Finance and Banking. Holds a title of CFA Charterholder, and took part in numerous trainings in the valuation of derivatives and structured products. Professional experience gathered in financial institutions, including 6 years as a member of the Management Board of national bank.	No	-
Kamilla Spark	yes	yes	She is a graduate of Columbia University in New York, where she completed a full-time MBA specialising in finance and accounting. She holds a Chartered Director licence (No. 839) from the UK's Institute of Directors (IoD) and is a member of the Association of Independent Directors. Until 2023, she co-managed a portfolio of innovative companies at the university's Accelerate Cambridge accelerator programme. As a lecturer (Fellow) at Cambridge Judge Business School, she has led seminars and workshops on finance, as well as teaching entrepreneurship to large corporations. Previously, she was an investment director at the Mezzanine Management Fund, the first fund to provide mezzanine financing in Poland. She was also a banker at the European Bank for Reconstruction and Development and an advisor to the board of NFI Foksal S.A.	no	-

The Audit Committee meetings are held at least four times a year.

(in thousand PLN)

Eight Audit Committee meetings were held in 2025 to fulfil the Committee's duties, including sustainability reporting and attestation.

The opinions and recommendations of the Audit Committee are adopted in the form of resolutions. The resolutions are adapted by an absolute majority of votes with presence of at least a half of the Members of the Audit Committee. Resolution of the Committee can be passed also in a written form or using means of direct communication at a distance.

The Audit Committee of the Supervisory Board is appointed to supervise the financial reporting process, including sustainability reporting, the efficiency of the internal control systems, the internal audit and risk management, as well as to monitor the financial revision activities and sustainability reporting certification.

In performance of its duties, the Audit Committee may demand that the Company provide explanations, information or submit the required documentation.

In 2025, the entities belonging to the audit company, KMPG AUDYT Spółka z ograniczoną odpowiedzialnością Sp. k., having its registered seat in Warsaw, provided to the companies from the Inter Cars S.A. Capital Group allowed services other than an audit. The Audit Committee evaluated the independence of the audit firm and each time expressed its consent for the performance of such services.

The underlying assumptions behind the appointment of an audit firm to conduct an audit or attestation of sustainability reporting.

- (i) ensuring a transparent, reliable and fair selection of an audit firm, conforming to the principle of rotation of an audit firm and a key chartered accountant;
- (ii) carrying out of an audit firm selection process by the Audit Committee and preparing recommendation for the Company's Supervisory Board on selection of an audit firm, which, if not related to a renewal of an audit order, includes no fewer than two audit firms to choose from, a justification and an indication of why one of them is preferable;
- (iii) selecting an audit firm by the Supervisory Board based on the recommendations of the Audit Committee.

The main principles that govern the provision of permitted services other than the audit or attestation of sustainability reporting by the audit firm conducting the audit or assurance, by entities affiliated with that audit firm, and by a member of the audit firm's network are as follows:

- (i) ensuring compliance with respect to ordering and provision of permitted services other than an audit;
- (ii) having in place a procedure of acceptance of provision by an audit firm of permitted services other than an audit or attestation of sustainability reporting, requiring a consent of the Audit Committee expressed against an application filed by a company from the Inter Cars S.A. Capital Group; identification of persons responsible for specific activities to be carried out when purchasing permitted services other than an audit.

On 05 May 2025, the Company's Supervisory Board, upon the recommendation of the Audit Committee, adopted a resolution to extend the agreement and appoint KPMG AUDYT spółka z ograniczoną odpowiedzialnością sp.k. with its registered office in Warsaw, ul. Inflancka 4a, 00-189 Warsaw, which is entered on the list of audit firms maintained by the Polish Audit Supervision Agency under number 3546 ("KPMG") as the audit firm to:

1. audit the separate financial statements of the Company and the consolidated financial statements of the Inter Cars S.A. Capital Group for the period from 1 January 2025 to 31 December 2024 and from 1 January 2026 to 31 December 2026; and
2. to review the separate financial statements of the Company and the consolidated financial statements of the Inter Cars S.A. Capital Group for the period from 1 January 2025 to 30 June 2025 and from 1 January 2026 to 30 June 2026.

The audit firm was selected following the Supervisory Board having read the recommendation of the Audit Committee prepared in conformity with the law and the Company's internal regulations. The audit firm was selected in conformity with the Company's By-laws and the applicable law.

12. Description of the diversity applied with respect to the administrative, managing and supervisory bodies of the issuer with regard to aspects such as age, sex or professional education, goals of the diversity policy, the method of its implementation and its effects during the reporting period; if the issuer does not apply such policy, it should provide a statement explaining the reasons for doing so.

The Company does not have in place any defined policy of diversity applied with respect to administrative, managing and supervisory bodies. The decision not to prepare the policy results from the Company's many years of experience in managing

(in thousand PLN)

human resources, which proves that natural selection of staff based on market mechanisms, without applying any special preferential terms or restrictions, allows the Company to maintain a strongly motivated and efficient team of employees. The criteria applied by the Company with respect to hiring staff, including managerial staff, are satisfactory from the point of view of the diversity criterion.

In addition, the Company applies and acts in conformity with the applicable regulations and internal rules governing this area, such as the Code of Conduct and Good Practices. The Code implements the principle of equal treatment irrespective of sex, age race, point of view, health, trade union membership, employment record, appearance or sexual orientation. Furthermore, the Company applies clear and fair promotion criteria.

13. Sponsorship and charity activities

Social activities are an integral part of the Inter Cars Group's operations at all locations where it operates. In order to maximise positive social impact, the Inter Cars Foundation was established in 2021 with the mission to support the development of accessible, safe and responsible mobility, for people and the climate.

The Foundation's main areas of activity include the development of future competences, road safety, health protection and environmental concerns.

Two of the Foundation's original initiatives deserve special attention:

Accelerator – an educational and scholarship programme aimed at providing development, educational and financial support to young people who see their future in the automotive and logistics industries.

Drogowskaz - a nationwide grant programme aimed at educating children and young people on improving road safety (RS).

In accordance with its articles of association, the Foundation is funded by the Inter Cars Group. The Inter Cars Group has allocated funds to the endowment fund and determines the amount of financial and in-kind donations made towards the achievement of the Foundation's statutory objectives. The amount of support provided is dependent on the Inter Cars Group's consolidated net profit for the previous financial year. The Foundation's financial statements and detailed Activity Reports are published annually on the Foundation's website.¹

In addition, Inter Cars Group:

- takes action in response to unforeseen events (such as providing aid to Ukraine),
- implements local community initiatives (including in-kind and financial collections),
- sponsors sporting events and supports aspiring and active motorsporters.

In accordance with the provisions of the Group's Anti-Fraud Policy, political donations to or on behalf of the Company or its subsidiaries are prohibited. The implementation of major charitable projects and sponsorships requires the approval of the Company's General Counsel. In 2025, none of the Group companies made in-kind or financial donations to political parties, politicians or institutions of a similar nature.

In addition, Inter Cars Group:

In accordance with the provisions of the Inter Cars Group's Anti-Fraud Policy, political donations to or on behalf of the Company or its subsidiaries are prohibited. The implementation of major charitable projects and sponsorships requires the approval of the Company's General Counsel. In 2025, none of the Group companies made in-kind or financial donations to political parties, politicians or institutions of a similar nature.

Expenditure by the Group incurred in supporting charity organizations, community organisations in the fields of social welfare, education, health, culture, sporting and other activities

	2025	2024
Donations	3.567	4,028
<i>- including donations to the Inter Cars Foundation</i>	3.268	3,673
Sponsorship activities	2.422	939

¹ LINK: reports available on the Inter Cars Foundation website - <https://fundacja.intercars.eu/o-fundacji/dokumenty/>



**INTER CARS CAPITAL GROUP S.A.
SUSTAINABILITY STATEMENT**

IN THE YEAR ENDED ON 31 December 2025



This document is a pdf copy of the official annual report prepared in the xhtml format.

34. INTER CARS GROUP SUSTAINABILITY STATEMENT

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1. GENERAL DISCLOSURES [ESRS 2]

1.1. BASIS FOR PREPARATION

GENERAL BASIS FOR PREPARING SUSTAINABILITY STATEMENTS [BP-1]

This is the ninth time that the Inter Cars Capital Group has disclosed its sustainability information as part of its annual reporting. This document discloses the qualitative and quantitative data for the period from January 1, 2025, to December 31, 2025, unless otherwise stated. *The Consolidated Annual Report for 2025*² covers the same period as the Inter Cars Group reports its sustainability and financial activity on an annual basis. The Inter Cars Group's reports comply with the *Accounting Act of September 29, 1994, as amended*.

In the reporting periods from 2017 to 2023, the *Sustainability Statements* were prepared in accordance with the requirements laid out in the *Non-Financial Reporting Directive 2014/95/EU - NFRD of the European Parliament and of the Council*, and the *Global Reporting Initiative Standards (GRI Standards 2021)*.

Since 2024, the Inter Cars Group has been preparing its *Sustainability Statements* in accordance with *Directive (EU) 2022/2464 of the European Parliament and of the Council (Corporate Sustainability Reporting Directive – CSRD)*, as amended, and with the *European Sustainability Reporting Standards (ESRS)*. In Poland, these regulations have been transposed into the *Accounting Act of 29 September 1994, as amended*.

As the Inter Cars Group meets the requirements indicated in the above-mentioned legislation, it is subject to the taxonomy disclosures obligation, arising from the *Regulation 2020/852 of the European Parliament and of the Council (EU) of 18 June 2020*, and six delegated regulations³.

Scope of consolidation

The scope of consolidation of *Sustainability Statement* is the same as that of the *Consolidated Annual Report for 2025*. In this report, "Inter Cars S.A." means the holding company, whereas "the Inter Cars Group" means the holding company, together with its consolidated subsidiaries. A detailed list of the consolidated companies is included in the *Consolidated Annual Report for 2025* in the section entitled *Inter Cars. S.A. information* in subclause 7.

The Group does not have operational control over the jointly controlled companies Intermeko Europa Sp. z o. o. and DANXILS Sp. z o.o., and the associated company Partslife International Kft., therefore environmental data relating to these entities has not been disclosed.

A materiality assessment was carried out in 2025 with regard to the ESRS standards and the double materiality assessment (DMA) described therein. The study identifies a range of material sustainability matters across the Group's value chain, both upstream and downstream.

Depending on the results of the double materiality assessment and the areas discussed in the report: policies, targets, actions and metrics, they relate solely to the Inter Cars Group's activities or are extended to include the value chain, as indicated in the content of each disclosure. In the report, the disclosures relating to the value chain are included in Chapter 2.2. *Climate change [ESRS E1]*, in disclosures relating to Scope 3 emissions, in Chapter 2.5. *Resource use and circular economy [ESRS 5]*, in the disclosures describing the actions taken and in Chapter 3.2. *Consumers and end-users [ESRS S4]*, in the disclosures describing the policies, targets, actions and metrics.

² Consolidated Annual Report means the financial statements of the Inter Cars Group.

³ Commission Delegated Regulation (EU) 2021/2139 of 4 June 2021, Commission Delegated Regulation (EU) 2021/2178 of 6 July 2021, Commission Delegated Regulation (EU) 2023/2486 of 27 June 2023 and Commission Delegated Regulation (EU) 2022.1214 of 9 March, 2022, Commission Delegated Regulation (EU) 2026/73 of 4 July 2025.

The Group has not made use of the option to leave out specific information concerning intellectual property, know-how or the results of innovation⁴. The Group has not made use of the exemption under Art. 19a (3) and Art. 29a (3) of Directive 2013/34/EU.

DISCLOSURES IN RELATION TO SPECIFIC CIRCUMSTANCES [BP-2]

The Inter Cars Group has adopted the definitions presented in ESRS 1, section 6.4 “Definition of short-, medium- and long-term for reporting purposes”. The data presented in the *Report* are consistent with these definitions⁵. Where there are other time perspectives, this is indicated in the disclosure of individual ESRS thematic scopes.

Information on the sources of estimates and uncertainties are disclosed in Chapter 2.2. *Climate change [ESRS E1]*, in disclosure *E1-6 Gross Scopes 1, 2, 3 and Total GHG emissions*, and in Chapter 2.5. *Resource use and circular economy [ESRS E5]*, under *E5-5 Resource outflows*. The Group uses the estimates for selected data points, especially when calculating greenhouse gas emissions across Scope 3, which display significant measurement uncertainty.

The present *Report* includes adjustments for the previous reporting period data. The adjustments relate to the following disclosures: *E1-5 Energy consumption and mix*, *S1-7 Characteristics of non-employee workers in the undertaking's own workforce* and *S1-14 Health and safety metrics*. The changes result from improvement of the data collection processes and from adjustments of errors identified in the course of the current reporting process. Detailed information related to the nature of the adjustments and their impact is presented in relevant topical disclosures, especially in Chapters: 2.2. *Climate change [ESRS E1]*, 3.1. *Own workforce [ESRS S1]*.

Where the Group has chosen to incorporate in this *Statement* information by reference⁶, it shall each time indicate precisely where the required information has been inserted.

Unless otherwise noted, the disclosures presented in the *Statement* are not validated by any external body other than the assurance service provider.

In its *Sustainability Statement* for 2025, the Inter Cars Group applies the exclusions specified in Appendix C to ESRS 1 (the list in the table is consistent with the information disclosed in ESRS IRO-2, as presented in the appendices to the *Sustainability Statement*).

List of disclosure exemptions applied by the Inter Cars Group

In its Reporting for 2025, the Inter Cars Group does not disclose the financial evaluation of material risks and opportunities, including the anticipated financial effects arising out of material risks under the following matters: ESRS 2 (SBM-3), ESRS E1-9, ESRS E2-6, ESRS E3-5 and ESRS E5-6 the entity applies the exemptions provided for in Annex C. ESRS E4 and ESRS S2 are also subject to exemptions allowing temporary omission of all required disclosures. In accordance with ESRS 1, paragraph 10.2, the Group exercises the option not to disclose metrics for the value chain.

The scopes covered by ESRS E1, E2, E3, E5, S1, S4, G1 were deemed material following the materiality assessment and are included herein.

ESRS E4 – Biodiversity and Ecosystems

As a result of the materiality assessment, the Group identified potentially material impacts, which are presented in disclosure SBM-3, in Chapter 1.5. *Management of material impacts, risks, and opportunities*.

The Inter Cars Group has not adopted separate policies or defined targets and actions regarding topic E4, Biodiversity and Ecosystems, because—in accordance with the results of the double materiality assessment—this topic was deemed material

⁴ In accordance with ESRS 1 section 7.7 *Classified and sensitive information, and information on intellectual property, know-how or results of innovation*.

⁵ The short-term time horizon covers the period adopted as the reporting period; the medium-term time horizon is the period from the end of the short-term reporting period up to five years; the long-term time horizon refers to a period exceeding five years.

⁶ According to ESRS 1 9.1 *Incorporation by reference*.

only at the upper and lower levels of the value chain, and not in relation to the Group's own operational activities. At the same time, this area will be covered by the planned due diligence processes carried out in the value chain in accordance with the adopted Due Diligence Policy.

ESRS S2 – Workers in the value chain

As a result of the materiality assessment, the Group identified potentially material impacts, which are presented in disclosure SBM-3, in Chapter 1.5. *Management of material impacts, risks, and opportunities*.

The primary documents governing the Group's approach to this area are the Code of Conduct and Good Market Practice of the Inter Cars S.A. Capital Group and the Due Diligence Policy, which are described in Chapter 4.1. *Business Conduct [ESRS G1]*.

In 2025, the Group continued to develop its due diligence process with respect to workers in the value chain, particularly in the area of cooperation with logistics service providers and temporary employment agencies.

The Group has not adopted any specific goals regarding workers in the value chain.

1.2. SUSTAINABILITY MANAGEMENT

THE ROLE OF THE ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES [GOV-1]

The highest authority of the Company is the **General Meeting**, which, among other things, elects the members of its Supervisory Board. The detailed competences of the General Meeting are defined in the *Articles of Association of Inter Cars S.A.* The rules of participation in the General Meeting and the exercise of voting rights are regulated by the *Rules of Procedure of the General Meeting*. Matters brought before the General Meeting are reviewed by the Supervisory Board.

The Supervisory Board of Inter Cars S.A. exercises permanent oversight over the functioning of the Company in all aspects of its operation. The Chairman of the Board is elected by the General Meeting. The term of the Supervisory Board is 5 years and is common to all members. As at 31 December 2025, the Supervisory Board was composed of seven Members, of whom four (57%) met the criteria provided for independent members of the Supervisory Board. The current Supervisory Board is composed of three are women (accounting for 43% of the composition) and four men.

As at 1 January 2025, the Company's Supervisory Board comprised the following persons:

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

On 10 June 2025, the Annual General Meeting of the Company appointed the Members of the Supervisory Board to a new, common term. In addition, the Annual General Meeting established that the Company's Supervisory Board would comprise seven members. The following persons were appointed to the Supervisory Board by virtue of resolutions of the Annual General Meeting:

- 1) Andrzej Oliszewski – Chairman of the Supervisory Board,
- 2) Radosław Kudła – Member of the Supervisory Board, meeting the independence criteria,
- 3) Witold Kmiecik – Member of the Supervisory Board,
- 4) Zofia Dzik – Member of the Supervisory Board, meeting the independence criteria,
- 5) Kamilla Spark – Member of the Supervisory Board, meeting the independence criteria,
- 6) Łukasz Dziekoński – Member of the Supervisory Board, meeting the independence criteria,
- 7) Zoya Gyurova – Member of the Supervisory Board.

The competences of the Supervisory Board include, among other things:

- election of the Company's Management Board,
- assessment of the Company's financial statements,
- assessment of the Management Board's report,

- assessment of the Management board's proposals for the distribution of profits and coverage of losses,
- submission of reports on the above-mentioned audits,
- appointment of an audit firm to audit the Company's financial statements as well as appointment of an audit firm to provide assurance for the assurance of the sustainability statements.
- establishing the principles for determining the remuneration of the Management Board.

The Chairman of the Supervisory Board is not a member of top management in the Inter Cars Group.

The role of the Supervisory Board in the area of sustainability

The Management Board's actions with regard to sustainability matters are subject to evaluation by the Supervisory Board, which exercises permanent oversight over the Company's activities in all areas of its activity. Sustainability matters are discussed during the Company's Supervisory Board meetings. In addition, the Supervisory Board prepares and presents to the General Meeting annual reports containing an evaluation of the Company's situation, including the internal control systems, risk management, compliance and the internal audit function, the manner in which the Company fulfils its disclosure obligations, and an evaluation of rationality of the Company's sponsorship and charity policies. As part of the monitoring of the effectiveness of the internal control, risk management, compliance and the internal audit function systems, the persons responsible for internal audit shall submit to the Supervisory Board, at least once a year, a report on the assessment of the effectiveness of the above systems and functions.

The **Management Board of Inter Cars S.A.** serves as the managing and executive body of the Company. Two members of the Management Board acting jointly or a member of the Management Board acting jointly with a proxy are required to make and sign declarations on behalf of the Company. The term of office of the Management Board is four years, the current one commencing on 31 May 2022. The composition of the Management Board is decided by the Supervisory Board in accordance with the generally applicable law and the Company's Articles of Association.

As at 31 December 2025, the composition of the Management Board was as follows:

- **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.

The Company does not pursue a diversity policy with regard to the Management Board, which, in 2025, was composed exclusively of men. The current composition of the Management Board and Supervisory Board ensures diversity in terms of education, expertise and professional experience. Detailed information on the competences of the individual members of the Management Board and Supervisory Board, including their biographies are available on the Investor Relations website⁷. Serving on the Company's Management Board is the principal area of professional activity of each member of the Management Board.

Among the members of the Management Board or Supervisory Board, there are no representatives of employees, external stakeholders or under-represented social groups.

The method by which the management and supervisory bodies determine the targets related to material impacts, risks and opportunities, is set out in disclosure GOV-2.

Supervisory Board Audit Committee

In 2017, the company set up a **Supervisory Board Audit Committee** to oversee the financial reporting, including *Sustainability Statement*, internal control, internal audit and risk management systems. The Committee also monitors the financial review

⁷ The biographies of the Members of the Management Board and the Supervisory Board are available on the Investor Relations website: <https://inwestor.intercars.com/pl/zaradz/>.

and *Sustainability Statement assurance* processes. The Supervisory Board Audit Committee is composed of at least three members, including the Chairman of the Audit Committee, appointed by the Supervisory Board from among its members.

As at 1 January 2025, the Audit Committee comprised the following member of the Supervisory Board:

- 1) Radosław Kudła - Chairman of the Committee,
- 2) Andrzej Oliszewski – Member of the Committee,
- 3) Jacek Podgórski – Member of the Committee.

Following the appointment of the Members of the Supervisory Board to a new, common term by the Annual General Meeting of 10 June 2025, the Supervisory Board appointed the Supervisory Board Audit Committee to a new term, the Committee being composed of:

- 1) Radosław Kudła - Chairman of the Committee,
- 2) Andrzej Oliszewski – Member of the Committee,
- 3) Kamilla Spark – Member of the Committee.

Top management's sustainability knowledge

Representatives of the Management Board and selected representatives of the top management attend events organised by the automotive industry associations, such as FIGIEFA, SDCM, FAAS, where, among other things, the most important sustainability matters concerning the industry are discussed. In 2025, these included, among other things:

- XX Congress of Automotive Industry and Market,
- FAAS Sustainability Day,
- GVA Automotive Conference,

during which the following topics were addressed: trends and impacts of the geopolitical situation on the automotive industry and aftermarket, decarbonisation of the sector, transport electrification, circular economy, car life cycle, remanufacturing of spare parts and reverse logistics of remanufactured part cores.

In addition, the members of the Management Board and top management have access to the latest sustainability knowledge provided during meetings organised by the ESG Department. In 2025, they focused, among other things, on issues related to own workforce management, decarbonisation, *Sustainability Statement* as well as the related regulations and recognized areas of impact, risks and opportunities.

At Inter Cars Group, the ESG Department reports to the Managing Director of Corporate and Legal, who also serves as the General Counsel and reports directly to the President of the Management Board. The department consists of highly qualified experts in the area, having the knowledge and experience required to properly manage the recognised impact, risks and opportunities.

The scheme for reporting on sustainability matters and the implementation of the *Sustainability Strategy* are presented under GOV-2.

INFORMATION PROVIDED TO AND SUSTAINABILITY MATTERS ADDRESSED BY THE UNDERTAKING'S ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES [GOV-2]

Responsibility for sustainability

The Inter Cars Group's *Sustainability Strategy* is a set of commitments, targets and projects addressing recognised impacts, risks and opportunities, sponsored by the Management Board of Inter Cars S.A. The following is assigned to each of the commitments:

- oversight by one or more members of the Management Board,
- business owners (top management representatives),
- targets for monitoring the degree to which the commitments are met,
- project list and schedules
- project coordinators and thematic teams.

Supervision over the implementation of sustainability projects and coordination of the work on the *Strategy* is the responsibility of the Managing Director of Corporate and Legal, reporting to the President of the Management Board. To effectively manage the Group's sustainability, the ESG Department coordinates the activities related to implementing, announcing and reporting on the *Sustainability Strategy*.

The role of the key management bodies in sustainability efforts

The Company's Management Board is responsible for reviewing and approving the published *Reports* and making strategic decisions with regard to sustainability - also in terms of assessing impacts, opportunities and risks. The Management Board adopts and regularly reviews the status of its *Sustainability Strategy*, with individual members overseeing the implementation of the commitments arising from it.

Updates on priorities, targets and actions are communicated regularly also to all middle and top management. In 2025, a meeting was held with the Management Board to address the key issues related to implementing the *Sustainability Strategy* and the conclusions drawn from the reporting process for 2024, and to confirm the key topics for which impacts, risks, and opportunities had been identified. In addition, statutory meetings were held with business owners and individual members of the Management Board as part of the *Sustainability Strategy* implementation process.

The management structure has been designed to enable the identification of impacts, risks, and opportunities (IROs) to be linked to decision-making processes and business objectives. A detailed list of IROs is provided in disclosure SBM-3, in Chapter 1.5. *Management of material impacts, risks, and opportunities*.

INTEGRATION OF SUSTAINABILITY-RELATED PERFORMANCE IN INCENTIVE SCHEMES [GOV-3]

Sustainability matters were not included in 2025 with regard to the remuneration of the members of the Supervisory Board and the Management Board.

STATEMENT ON DUE DILIGENCE [GOV-4]

The *Inter Cars Group's Due Diligence Policy* is described in detail in chapter in Chapter 4.1 *Business conduct [ESRS G1]*

Core elements of due diligence process.	Paragraphs in the sustainability statement
Embedding due diligence in governance, strategy and business model	GOV-2, SBM-1, SBM-3, S1-1, S4-1, G1-1
Engaging with affected stakeholders in all key steps of the due diligence	SBM-2, IRO-1, S1-2, S4-2, G1-2
Identifying and assessing adverse impacts	IRO-1, SBM-3
Taking action to address those adverse impacts	E1-3, E5-2, S1-3, S1-4, S4-3, S4-4, G1-1, G1-3
Tracking the effectiveness of these efforts and communicating	E1-6, E5-3, S1-5, S1-14, S1-16, S1-17, S4-4, G1-4

RISK MANAGEMENT AND INTERNAL CONTROLS OVER SUSTAINABILITY REPORTING [GOV-5]

Approach to sustainability risk identification and management, including *Statement*, are an integral part of the Inter Cars Group's risk management system. The overall management of this area in the Inter Cars Group is the responsibility of:

- the Management Board of the Company, in cooperation with the Supervisory Board,
- the Audit Committee of the Supervisory Board,
- the Risk Management Committee (chaired by the President of the Management Board).

The objective of the Risk Management system is to increase the probability of achieving the objectives set in the *Business Strategy* and the *Sustainability Strategy*. The Inter Cars Group applies a Risk Management Policy, which details the objectives, assumptions and risk management model as well as the key roles and responsibilities in this area. The policy has been approved by the Management Board of the Company and is subject to changes with a view to adapting to regulatory requirements and the changing business environment.

The Inter Cars Group's risk management process is based on the ERM (*Enterprise Risk Management*) framework. This provides the opportunity to apply a uniform and integrated approach to managing operational and sustainability risks.

The risk management system is based on:

- the organisational structure, which includes the division of competences and tasks carried out by the companies' statutory bodies as well as the organisational units and projects,
- the risk management process, including methods for identifying, measuring and assessing risks, mitigating actions, monitoring, controlling and reporting risks,
- the collaboration of the business teams with the regulatory and compliance team, including regular communication.

In Inter Cars, a review of operational and sustainability risks is conducted at least once a year. Sustainability risks have been assessed according to a methodology adapted to the requirements of the *CSRD*⁸ Directive and the *ESRS*⁹ reporting standards, described in detail in Chapter 1.5. *Managing of material impacts, risks and opportunities under IRO-1*.

The sustainability risks are identified and assessed as part of the due diligence processes, including the annual double materiality assessment (DMA). This process is carried out in collaboration with the owners of the key business process and with the support of the ESG Department and the Risk Management Expert. The accountability for managing the individual risks is assigned to the process managers or directors, in accordance with the accountability system adopted in the Group. The analyses results constitute a basis for updating the Group Corporate Risk Map, ensuring consistency with regard to risk identification, assessment and reporting, and facilitating regular reporting to the Management Board. The Risk Management Expert provides substantive oversight of the processes of creation of internal regulations and collaborates with the relevant departments in the assessment of effectiveness and relevance of remedial measures, taking into account their financial and non-financial result.

The Group's risk management process is overseen by the Risk Management Committee, and the status of its implementation is reported periodically to the Audit Committee.

Reporting control system

Comprehensive oversight of the *Sustainability Statement* process and double materiality testing is the responsibility of the Managing Director of Corporate and Legal, reporting to the President of the Management Board. As regards taxonomic disclosures, the process is overseen by the Financial Reporting and Consolidation Department Director, reporting to the Chief Financial Officer, being a Member of the Management Board.

The *Reporting* process in the Inter Cars Group follows a multi-step verification procedure at the level of individual disclosures, carried out by:

- the disclosure owner,
- Sustainability Deputy Director,
- Managing Director of Corporate and Legal – to whom ESG Department is subordinate, including the preparation of the *Sustainability Statement*.

Prior to publication, the report is approved by the Management Board of Inter Cars S.A.

As part of the internal control and continuous improvement of the sustainability reporting process, a summary report is prepared for the Management Board of Inter Cars S.A. following the end of each reporting period and the publication of the *Sustainability Statement*, outlining the opportunities, risks and lessons learned from the reporting process, including the progress of the independent attestation process.

⁸ Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC, and Directive 2013/34/EU, as regards corporate sustainability reporting.

⁹ European Sustainability Reporting Standards.

In 2025, the independent external verification of the report was carried out by KMPG Audyd Sp. z o.o. Sp. k. The results of the audit are presented to the Management Board of Inter Cars S.A. and the Audit Committee.

1.3. STRATEGY

STRATEGY, BUSINESS MODEL AND VALUE CHAIN [SBM-1]

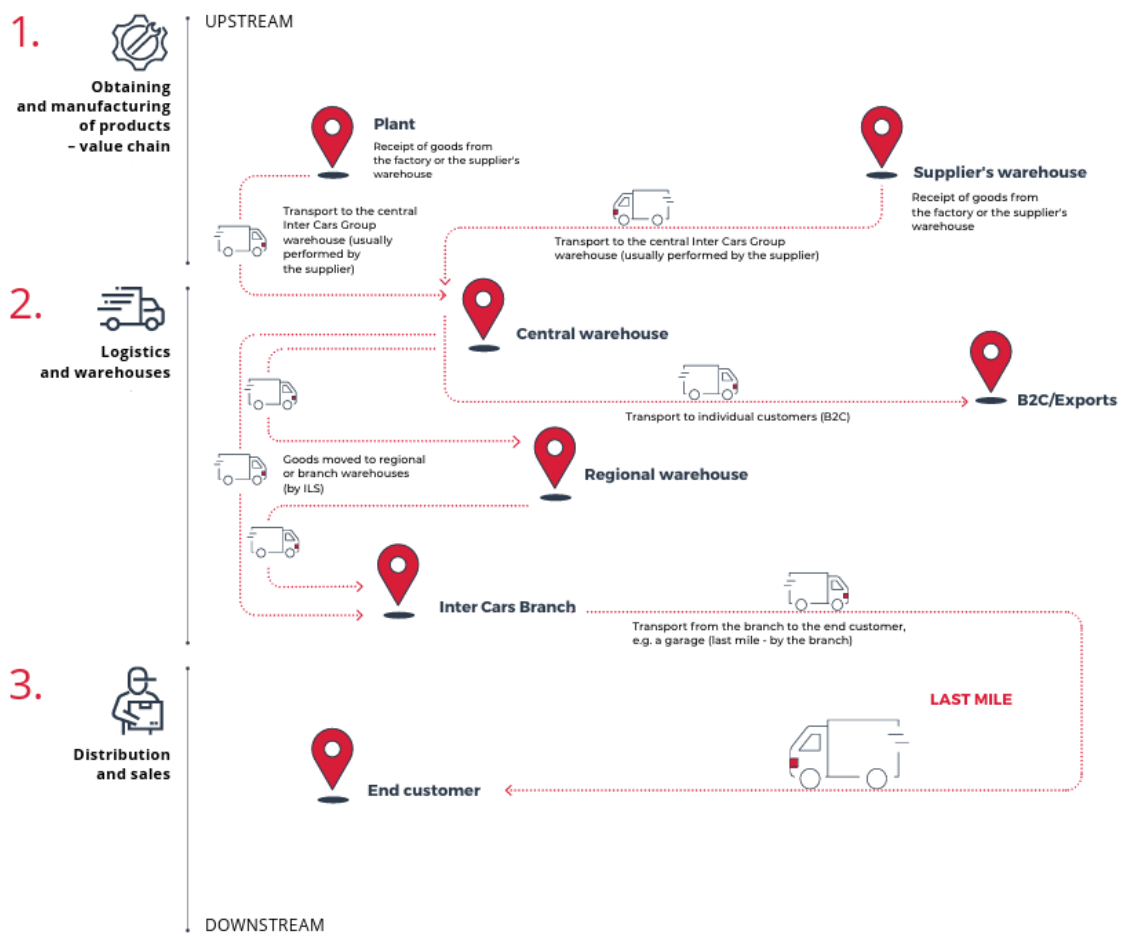
The Inter Cars Group’s business model is described in greater detail in Chapter 1. *Information on basic activities of Inter Cars Group*, and Chapter 3. Basic goods and target markets of the Inter Cars Group, while a description of the business strategy can be found in Chapter 18. *Strategy and Future Development Prospects*, Management Board’s Report on the activities Inter Cars S.A. and the Inter Cars S.A. Capital Group.

The Inter Cars Group value chain

The Group’s value chain is analysed with regard to all Inter Cars Group companies, their business model and current *Business Strategy*. The underlying element of the chain are the operational processes used by and among the Group companies - from the delivery of commercial goods to the central warehouse, to their export or distribution to regional warehouses and later to the subsidiaries.

The upper level of the value chain, the so-called *upstream*, comprises all operations carried out by business partners (suppliers of goods), from sourcing raw materials to manufacturing products and their packaging to transporting them to the Group’s central warehouse.

The lower level of the value chain, the so-called *downstream*, comprises all activities starting from the delivery of products to a subsidiary, i.e. product sale, to handling the “last mile transport,” i.e. their delivery to the customers, i.e. the garages where the parts are assembled.



Sustainability Strategy "Sustainable automotive for people and climate"

The *Inter Cars Group Sustainability Strategy* accounts for the priority areas of impact, in addition to the risks and opportunities related to the Group's activity and constitutes a basis for pursuing measurable goals over a long-term perspective - by 2030. Due to the dynamic changes in the regulatory environment and the economic situation, the *Sustainability Strategy* is to undergo a revision.

In 2023, the sustainable development matters underwent a comprehensive materiality analysis with a view to updating the *Sustainability Strategy*. Findings:

- the key social, environmental and governance areas on which the organisation has the greatest impact,
- areas most likely to affect the Group's business activities, posing new challenges, risks or opportunities (including financial ones).

The process involved several stages:

1. An analysis of the business context, including:
 - a. an overview of the market situation and challenges to the industry,
 - b. overview of the existing and upcoming regulations,
 - c. a benchmark analysis of companies involved in the automotive industry and the aftermarket as well as selected companies in the sales, distribution and logistics sectors.
2. Identifying the Group's actual impacts through:
 - a. an independently moderated dialogue session in line with the AA1000 Standard, involving key stakeholders: employee representatives, customers, contractors, suppliers, shareholders, banks, local communities, industry and non-governmental organisations,
 - b. employee surveys,
 - c. interviews with the representatives of the executive team.
3. Impact severity assessment by independent experts by:
 - a. categories of their character (positive and negative),
 - b. time of occurrence (actual and potential),
 - c. assessment of the severity of the impacts in terms of their scale and scope (all categories), irremediable character (negative impacts) and the likelihood of their occurrence (potential impacts).
4. Prioritising sustainability impacts through:
 - a. discussing the key issues with, and their approval by the Management Board.

The above process was used to set measurable, results-oriented targets, which resulted in the Management Board adopting the revised *Inter Cars Group Sustainability Strategy* - "Sustainable motoring, for people and the climate" - in September 2023, for the period up to 2030, which applies to all direct and indirect subsidiaries and thus to all markets where operations are carried out.

The 5 pillars of the Sustainability Strategy

The strategy was designed taking into account the entire value chain: from automotive parts manufacturers, acting as suppliers to the customers, i.e. the garages. The key product groups¹⁰ distributed through the Group's operations as well as the related impacts and risks, were analysed in terms of governance and social as well as environmental aspects. Based on this, 5 pillars of sustainability were determined, and for each of them an ambition was defined, and two specific commitments and targets were adopted to monitor their implementation. The *Sustainability Strategy* is available on investor relations website¹¹.

¹⁰ In the course of the analysis, remanufactured products supporting the development of the circular economy as described in pillar 1, commitment B, were identified as fundamental from the point of view of sustainability. As regards the other products, the supply chain was identified as fundamental from the sustainability perspective, as reflected in pillar 1, commitment A.

¹¹ The *Sustainability Strategy* is available on the investor relations website:
<https://investor.intercars.com/en/sustainability/>

The *Inter Cars Group's Sustainability Strategy* was designed in 2023, in accordance with the applicable sustainability reporting standards, and, consequently, its scope extends beyond *Sustainability Statement*. In addition to areas predefined in the Standard, the *Strategy* covers initiatives and targets addressing the sector-specific challenges and stakeholders' expectations. As part of its *Sustainability Statement* the Inter Cars Group discloses only the targets related to the impacts, risks and opportunities identified in the course of a double materiality assessment. These targets constitute an integral part of the *Sustainability Strategy*.

INTER CARS GROUP SUSTAINABILITY STRATEGY 2030

PILLAR	SUSTAINABLE SPARE PARTS	GREEN LOGISTICS AND OPERATIONS	GARAGES OF TOMORROW	ENGAGED PEOPLE	ORGANIZATION OF THE FUTURE
	OUR PRODUCTS	OUR LOCATIONS	OUR CUSTOMERS	OUR PEOPLE	OUR ORGANIZATION
AMBITIONS	<i>We deliver car parts while shaping SUSTAINABLE VALUE CHAINS.</i>	<i>We aim to DECARBONIZE our operations in line with the Paris Agreement's scenario with focus on clean energy, efficient business operations and good environmental practices.</i>	<i>We are a first-choice partner for AUTOMOTIVE SERVICES of tomorrow.</i>	<i>WE GROW our organization by engaging in true PARTNERSHIP with our employees and communities.</i>	<i>We build our GOVERNANCE SYSTEM according to the best class practices supporting effective implementation of Sustainability Strategy.</i>
MANAGEMENT AND LIABILITY OF THE MEMBERS OF THE MANAGEMENT BOARD					
	Krzysztof Soszyński Wojciech Twaróg	Maciej Oleksowicz Wojciech Aleksandrowicz Piotr Zamora Wojciech Twaróg Krzysztof Soszyński	Maciej Oleksowicz Wojciech Twaróg Krzysztof Soszyński	Piotr Zamora	Maciej Oleksowicz
COMMITMENTS AND KPIS	<p>1A We will work with our suppliers to develop industry best practice, incorporating product carbon footprint (Scope 3), environmental risk and human rights aspects into our standard purchasing processes, for both premium brands and private label products.</p> <p>KPI:</p> <ul style="list-style-type: none"> By the end of 2024, Inter Cars will have developed and implemented a Sustainable Purchasing Policy, with a particular focus on ensuring effective risk management and respect for human rights throughout the supply chain. Inter Cars also commits that 73% of its suppliers by emissions covering purchased goods and services, upstream transportation and distribution and downstream transportation and distribution, will set their science-based targets by 2028. 	<p>2A We will reduce our carbon footprint (Scope 1 & 2) and reduce the environmental impact of our logistics centres and offices.</p> <p>KPI:</p> <ul style="list-style-type: none"> By the end of 2030, we commit to reduce our absolute Scope 1 & 2 GHG emissions by 42% compared to the baseline year of 2021. From the start of 2030, all our new buildings will be carbon neutral. By the end of 2030, we will power our facilities with 100% renewable electricity. From the beginning of 2026, all new warehouse buildings will be BREEAM (excellent) or LEED (>=platinum) certified. 	<p>3A We will train and support the development of garages of the future, with a particular focus on green energy, circularity and expertise in the era of electromobility and new technologies.</p> <p>KPI:</p> <ul style="list-style-type: none"> By the end of 2025 in Poland and by the end of 2026 throughout the Inter Cars Group, we will develop and support the implementation of the "Garages of tomorrow" programme. By the end of 2025, we will expand the existing training programme for garage employees on new automotive skills. By the end of 2025, we will expand the scope of the existing training system for garages to include ESG elements. 	<p>4A At Inter Cars Group, acting in line with our values, we care about the safety, diversity and skills of our employees at every level of the organisation.</p> <p>KPI:</p> <ul style="list-style-type: none"> In our annual employee engagement survey, we will maintain the global eNPS result at a level of no less than 15%. From the beginning of 2023 in Poland and from 2024 in the Inter Cars Group, we will enable selected partner enterprises, e.g. companies managing the distribution network, to participate in employee engagement surveys. We will implement HR and eHR tools for the our employees and associates in order to release their potential and support a flexible and effective work model. We will implement the programme supporting managerial competencies in the Inter Cars Group. By the end of 2026 we will reduce the gender pay gap to max. 5%. By the end of 2026 we will develop a diversity and inclusion programme in the Inter Cars Group. 	<p>5A We will continue to develop the area of compliance, integrity and fair practices within our organisation.</p> <p>KPI:</p> <ul style="list-style-type: none"> We will implement a new ESG management structure covering all reporting processes and supervision of ESG strategy implementation across the Inter Cars Group.

not started delayed in implementation in progress completed

INTER CARS GROUP SUSTAINABILITY STRATEGY 2030

PILLAR	SUSTAINABLE SPARE PARTS	GREEN LOGISTICS AND OPERATIONS	GARAGES OF TOMORROW	ENGAGED PEOPLE	ORGANIZATION OF THE FUTURE
	OUR PRODUCTS	OUR LOCATIONS	OUR CUSTOMERS	OUR PEOPLE	OUR ORGANIZATION
AMBITIONS	<i>We deliver car parts while shaping SUSTAINABLE VALUE CHAINS.</i>	<i>We aim to DECARBONIZE our operations in line with the Paris Agreement's scenario with focus on clean energy, efficient business operations and good environmental practices.</i>	<i>We are a first-choice partner for AUTOMOTIVE SERVICES of tomorrow.</i>	<i>WE GROW our organization by engaging in true PARTNERSHIP with our employees and communities.</i>	<i>We build our GOVERNANCE SYSTEM according to the best class practices supporting effective implementation of Sustainability Strategy.</i>

MANAGEMENT AND LIABILITY OF THE MEMBERS OF THE MANAGEMENT BOARD

Krzysztof Soszyński	Maciej Oleksowicz Wojciech Twaróg Krzysztof Soszyński	Maciej Oleksowicz Wojciech Twaróg Krzysztof Soszyński	Maciej Oleksowicz	Piotr Zamora Wojciech Aleksandrowicz
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COMMITMENTS AND KPIS	<p>1B As a market leader, we will actively drive development of car parts re-manufacturing segment and the sale of used car parts while shaping customer preferences around circularity and minimizing the influence of our packaging on the environment.</p> <p>KPI:</p> <ul style="list-style-type: none"> By the end of 2026, we will increase the sales of remanufactured and used parts by 100% (compared to the sales level in 2022). By the end of 2030, we will achieve an 80% annualised level of core returns (in the B2B market). We will increase to min. 80% share of recycle in the composition of unit packs of remanufactured and used products. 	<p>2B We will support our branches in efforts to minimize negative environmental impact and strengthen positive experience for our clients.</p> <p>KPI:</p> <ul style="list-style-type: none"> By the end of 2025, we will develop a set of ESG recommendations for branches supporting them in their sustainability. 	<p>3B We will manage waste responsibly and reduce its mass through circularity and innovation.</p> <p>KPI:</p> <ul style="list-style-type: none"> Each year we will increase the ratio of garages handing over waste (at least once every two years) according to the contract with Bio Service by 5% (compared to 2023 ratio). 	<p>4B We will continue to support the development of accessible, safe, and responsible mobility for people and the climate.</p> <p>KPI:</p> <ul style="list-style-type: none"> By the end of 2030, we will have gathered a group of volunteers around the Foundation, who will have contributed a total of 6,000 hours of work for the implementation of social and environmental projects. By the end of 2030, we will provide mentoring and scholarship support to 180 of the Foundation's charges. We will enable Inter Cars business partners (branches, suppliers) in Poland to become involved in the projects and programmes implemented by the Inter Cars Foundation. 	<p>5B Sustainability activities at Inter Cars in all pillars will be supported using effective digital tools.</p> <p>KPI:</p> <ul style="list-style-type: none"> We will disclose sustainability data on a regular basis (once a year) in line with current regulations and best standards. We will ensure independent verification of ESG data disclosed in Sustainability Reports.
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○ not started ◐ delayed in implementation ◑ in progress ● completed

Key financial results of the Inter Cars Group

Direct economic value generated and distributed [PLN thousand]	2025	2024
Direct economic value generated (revenue)	21,311,497	19,564,787
Revenue from sales and equivalent income	21,216,209	19,473,078
Other operating revenues	70,008	69,626
Financial revenues	25,280	22,083

The number of employees by geographic area is presented in Chapter 3.1 *Own workforce [ESRS S1]*.

INTERESTS AND VIEWS OF STAKEHOLDERS [SBM-2]

Following identification of the key stakeholder groups in the course of a materiality study, the Inter Cars Group has been able to engage in a regular dialogue with them with a view to taking their views into account in the conduct of its business and in the process of discussing projects resulting from its *Sustainability Strategy*. The representatives of the ESG Department and other organisational units which maintain regular communication with selected representatives of the stakeholder groups keep the Management Board and the Supervisory Board updated on the key conclusions of the dialogue impacting the Group's strategic processes.

For a detailed description of the topics relevant to stakeholders, see SBM-3 and IRO-1.

Inter Cars Group's relationships with key stakeholders

Stakeholder group	Main objective of the dialogue	Type of engagement
FINANCIAL MARKET PARTICIPANTS - shareholders, - investors, - commercial banks - Polish Financial Supervision Authority - Warsaw Stock Exchange	Raising capital to enable the dynamic growth and achievement of Inter Cars Group's business objectives.	- quarterly investor presentations, - one-to-one meetings, - interviews, - negotiations.
SUPPLIERS - spare parts manufacturers: premium brands, own brands and remanufactured parts, - shipping companies, - suppliers of other products and services.	Building a broad portfolio of parts to enable garages to find all the necessary products "under one roof."	- regular direct communication, - industry-specific meetings, including meetings within associations, - research and surveys, - one-to-one meetings.
BRANCHES OPERATING DISTRIBUTION POINTS - branch owners and their employees,	Building a reliable, fast and efficient sales and distribution chain.	- regular direct communication, - conferences, invitations to participate in an employee engagement survey.
CUSTOMERS - business customers - garages, - fleet customers.	Provision of a diverse, widely available portfolio of spare parts and services to meet their current and future needs.	- regular direct communication, - conferences, - meetings at the clients' premises, - satisfaction surveys, - opinion surveys, - consultation meetings.

Stakeholder group	Main objective of the dialogue	Type of engagement
EMPLOYEES AND ASSOCIATES <ul style="list-style-type: none"> - Inter Cars S.A., - distribution companies (including warehouses), production and supporting companies. 	Building an experienced, motivated and satisfied team to create the Inter Cars brand while providing professional development opportunities along clear and accessible career paths.	<ul style="list-style-type: none"> - training and development programmes, - engagement and employee surveys, - internal meetings with a regularity matched to the grade on the career path, - internal and external communication tools, including the intranet and social media.
PUBLIC AND REGULATORY INSTITUTIONS	Ensuring compliance with the applicable requirements and regulations, supporting the creation of new market rules, including good practice.	<ul style="list-style-type: none"> - constructive dialogue, - reports required by law, - participation in industry conferences, regular and ongoing communication.
AUTOMOTIVE INDUSTRY ORGANIZATIONS <ul style="list-style-type: none"> - SDCM, - FAAS, - FIGIEFA. 	Ensuring fair access to the independent aftermarket and technology. Raising the stakeholders' awareness of the challenges, opportunities and changes in the market.	<ul style="list-style-type: none"> - conferences and webinars, - online and offline meetings, - thematic working groups.
ENVIRONMENT	Understanding the environmental impact of the industry and the Inter Cars Group, and minimising it in day-to-day business.	<ul style="list-style-type: none"> - Impact analysis of the Inter Cars Group - Environmental status report analysis

1.4. SUSTAINABLE FINANCING [OWN METRICS SLL – KPI 1, KPI 2, KPI 3]

On 7 December, 2023, Inter Cars S.A. as a borrower, its selected subsidiaries, guarantors and financial institutions (BNP Paribas Bank Polska S.A., Bank Handlowy w Warszawie S.A., Bank Polska Kasa Opieki S.A., CaixaBank, S.A. (Spółka Akcyjna) Odział w Polsce, ING Bank Śląski S.A., mBank S.A. and Santander Bank Polska S.A.), signed an annex (hereinafter referred to as the "Annex") to the Term and Revolving Credit Facility Agreement dated 14 November 2016. (hereinafter referred to as the "Credit Facility Agreement"). The credit facilities granted under the Credit Facility Agreement are mainly intended to finance the current business activities of the Company and the Inter Cars Capital Group.

Among other things, the Annex provides for the inclusion of sustainability linked-loans provisions (SLL), including the achievement of the Annex's sustainability targets (KPI) in respect of:

- Reducing the carbon footprint in scope 1 and 2 (for more information see Chapter 2.2. *Climate change* [ESRS E1]) - [SLL – KPI 1],
- Percentage increase in the rate of return of cores to remanufactured parts suppliers (for more information see the subchapter 2.3. *Resource use and circular economy* [ESRS E5] - [SLL - KPI 2],
- Increasing the participation of women in the "Accelerator" scholarship programme implemented by the Inter Cars Foundation - [SLL - KPI 3].

Pursuing the objectives in question may impact the margins indicated in the Credit Facility Agreement, in accordance with the specific provisions of the Annex thereto.

The Management Board of Inter Cars S.A. provided detailed information about the signing of the Annex to the Credit Facility Agreement in the current report no. 30/2023 of 7 December 2023.

Summary of the sustainability target achievement under SLL [SPT – Sustainability Performance Targets] for the period ended on 31.12.2025.

Disclosure number	Disclosure definition	Disclosure result achieved	Achievement of targets [SPT] resulting from the Annex
SLL – KPI 1	Reduction of Scope 1 and 2 GHG Emissions compared to a baseline referred to as the SLL Reference Period ending 31 December 2021, measured in tons of CO ₂ eq, in accordance with the GHG Protocol.	Reduction of 24% compared to 2021 as the base year (according to the market-based method)	Achieved
SLL – KPI 2	Annualized level of 'Core Returns' in the European Union Business to Business ("B2B") market, and is calculated as the volume of returned (invoices or credit notes) Core Parts to suppliers of remanufactured products vs. the volume of purchased remanufactured products from suppliers sold to the final customers annually, with the intention to increase the annualized levels of Core Parts returned to extend the lifetime of spare parts in the European Union B2B after-market. "Core parts" or "core(s)" is defined as the part removed from the car, having a specific value, determined by the supplier of the remanufactured product to the market.	51.4%	Achieved
SLL – KPI 3	Number of scholarships granted under the "Accelerator" program of the Foundation, which is a proprietary scholarship program of the Inter	3.a. 20	3.a. Achieved 3.b. Achieved

Disclosure number	Disclosure definition	Disclosure result achieved	Achievement of targets [SPT] resulting from the Annex
	Cars Foundation intended for ambitious students interested in the automotive sector, mechanics, mechatronics, electronics, information technology and logistics in technical secondary (technika) schools in Poland. This KPI is divided into: 3.a: Total Scholarships granted within the SLL Reference Period; and 3.b: Increase in % of scholarships granted to females compared to the previous year and edition of the Accelerator program.	3.b. 50% ¹²	

On 26 November 2025, Inter Cars S.A. as a borrower, its selected subsidiaries, guarantors and financial institutions (BNP Paribas Bank Polska S.A., Bank Handlowy w Warszawie S.A., Bank Polska Kasa Opieki S.A., CaixaBank, S.A. (Spółka Akcyjna) Oddział w Polsce, ING Bank Śląski S.A., mBank S.A. and Santander Bank Polska S.A.), signed another annex to the Credit Facility Agreement, providing for an extension of the final maturity date of the revolving credit facilities granted under the Credit Facility Agreement.

The Management Board of Inter Cars S.A. provided detailed information about the conclusion of the Annex to the Credit Facility Agreement in the current report No. 37/2025 of 26 November 2025 and 38/2025 of 27 November 2025.

¹² In the 2025 edition, 20 scholarships were awarded, of which 6 to women (accounting for a +50% increase in the number of scholarships awarded to women compared to the previous year).

1.5. MANAGEMENT OF MATERIAL IMPACTS, RISKS AND OPPORTUNITIES

DESCRIPTION OF THE PROCESSES TO IDENTIFY AND ASSESS MATERIAL IMPACTS, RISKS AND OPPORTUNITIES [IRO-1]

In 2024, the Inter Cars Group conducted a comprehensive double materiality assessment (DMA). The methodology of the study was aligned with the requirements of the CSRD ¹³Directive and the new European Sustainability Reporting Standards. The assessment took into account the principle of double materiality, meaning that two perspectives (and their interdependencies and interrelationships) were analysed:

- materiality of the Inter Cars Group's impact on the sustainability matters,
- financial materiality, i.e. the impact of the sustainability matter under study on the Group's financial performance.

The analysis of impacts, risks and opportunities was carried out from the perspective of the entire Group - with reference to companies registered in countries within and outside the European Union (Albania, Bosnia and Herzegovina, Moldova, Norway, Serbia, Ukraine).

The present *Sustainability Statement* presents data pertaining to the entire Inter Cars Capital Group, without division into sales segments, as is the case financial statements. This follows from the fact that the Group's underlying activity is the sale of spare parts, whereas the sustainability activities are carried out horizontally within the functional areas. According to the current business strategy and the related *Sustainability Strategy*, no material differences requiring separate reporting are identified in the approach to ESG matters between the activity segments.

The study involved the affected and interested stakeholder groups representing all direct and indirect subsidiary companies as well as relevant elements of the value chain. The process consisted of 4 steps:

1. contextual analysis of the business (broken down into distribution, logistics, production and support activities) as well as market trends, stakeholders and the Inter Cars Group value chain,
2. identification of the actual and potential impacts, risks and opportunities based on the issues contained in Appendix A of ESRS 1 AR 16,
3. assessment of significant impacts, risks and opportunities,
4. defining the final list of disclosures to be reported based on a double materiality assessment process.

The following research tools were used in the assessment:

- source data analysis,
- a comparative analysis of 19 entities with a business model similar to that of the Inter Cars Group,
- a survey conducted among Inter Cars Group employees,
- structured interviews with the stakeholder representatives,
- workshops for the members of top management,
- a matrix analysis of the results obtained.

In 2025, the survey results were revised to re-execute the elements requiring updating due to the changing regulatory and market environment. The revision included:

- an analysis of the regulatory environment,
- a comparative analysis of 5 entities with a business model similar to that of the Inter Cars Group,
- an analysis of the perspective of the industry associations,
- an analysis of the employee commitment and satisfaction survey,
- an expert assessment of the value chain impacts in the environment-related areas,
- a revision of impacts, risks and opportunities (IRO) in cooperation with the ESG team and the Risk Management Expert,
- an internal materiality assessment workshop.

Based on the above activities, the descriptions of the impacts, risks and opportunities were updated, the list of the material topics was confirmed and the final set of disclosures in the *Sustainability Statement for 2025* as defined. In addition, an

¹³ Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC, and Directive 2013/34/EU, as regards corporate sustainability reporting.

analysis of the relationships between the internal impacts and the resulting risks and opportunities was carried out, including the relationships related to materiality assessment.

In accordance with the first double materiality assessment, the Inter Cars Group adopted a scale of 0-5.0 to assess the component parameters of the impacts, risks and opportunities, as a result of which topics with an assigned score of 4.0 or higher were considered material and the corresponding disclosures will be disclosed in the *Report*.

The following parameters were used to assess the impact of the sustainability matters:

- scale,
- scope,
- irremediable character,
- severity - the arithmetic means of the components: scale, extent, irremediable character,
- likelihood¹⁴,
- time horizon.

The following parameters were used to assess the risks and opportunities arising from the sustainability matters:

- likelihood,
- time horizon,
- the scale of the financial impacts was assessed qualitatively and indicates whether the risk or opportunity is financially material based on the current knowledge of the entities involved in the process.

The identified sustainability risks and opportunities are not prioritised separately, and their assessment follows the methodology outlined above. A detailed description of the risk management processes and the internal control over them is described in GOV-5.

The result of the above process is described and presented in Chapter 1.5. *Management of material impacts, risks and opportunities*, under SBM-3.

E1 IRO-1: Description of the processes to identify and assess material climate-related impacts, risks and opportunities

The Inter Cars Group's business was analysed and assessed to identify the actual and potential climate impact. The total greenhouse gas emissions, serving as a benchmark for assessing the Group's climate impact, were calculated for the 2021 baseline year and projected through 2030, in respect of which Group has made a commitment to reduce emissions in line with the Paris Agreement pathway. During the process of assessing the climate impact of the Inter Cars Group's own operations, the current and future emission sources were taken into account, a business growth was assumed, and the planned decarbonisation measures were taken into account. No material impact of climate risks on the expected useful life of assets or the strategic planning horizon and capital allocation plans was identified.

Climate risks

Physical risks¹⁵

An assessment of the physical risks¹⁶ resulting from the Company's own operations was carried out by identifying the climate-related risks and assessing the extent to which the Group's assets and business activity may be exposed to them. A climate scenario assuming high emissions was taken into account¹⁷. Due to the long-term nature of climate change, physical risks

¹⁴ In the event of a potentially negative impact on human rights, the impact severity comes before its likelihood.

¹⁵ Risks arising from climate change, triggered by events (sudden) or long-term changes (long-term) in climate patterns.

¹⁶ Physical risks in accordance with the table in ESRS E1 IRO-1 under AR 11.

¹⁷ RCP scenario 8.5 - A high emissions scenario assuming continuation of the current emission trends without any material action taken to reduce them. It was developed by the Intergovernmental Panel on Climate Change (IPCC).

were assessed in the short term (current year), medium term (up to 5 years) and long term (more than 5 years)¹⁸. The analysis of climate-related physical risks in the Group's own operations is based on data from the level of each country in which the Group operates¹⁹. The process of identifying significant risks consisted of assessing the probability of a given event and estimating its scale and area of occurrence in the context of the Group's operations.

In addition, in 2025, a downstream and upstream value chain perspective analysis was carried out. The risk assessment related to the supply chain of commodity goods was prepared based on the identified risks related to the climate and on the assessment of whether the risk in the supply chain for a given region is high or low. The assessment was prepared based on the interactive world map available on the Intergovernmental Panel on Climate Change website. The assessment covered a short-, medium- and long-term perspective, i.e. a time horizon from 2021 to 2040.

Currently and in the medium- and long-term perspective, the physical risks do not have a material impact on the Group and its assets due to the nature of its business and its geographical location. The assessment pointed out potentially material risks to the supply chain. No cases of materialization of the said risks had been identified as at the assessment date or their material impact on the current business of the Group. The physical risks are revised annually.

Work on a structured assessment of business resilience of the Inter Cars Group to physical risks will continue in accordance with the due diligence process.

Transition risks²⁰

The transition risks and opportunities were assessed by identifying the transition events²¹ and assessing the extent to which the Group's assets and operations may be exposed to them. A climate scenario assuming low emissions was taken into account²².

Due to the long-term nature of the regulatory changes involved in adapting the economy to the climate change, transition risks were assessed in the short term (current year), medium term (up to 5 years) and long term (more than 5 years).

The transition risks and opportunities were assessed for the Group's own operations and value chain in terms of probability of their occurrence and their potential impact on the Group's business. As part of the analysis, the assets and activities were identified where significant efforts are required to make the transition to a climate-neutral economy. This particularly regards the storage and fleet operations, whose decarbonisation is dependent on the technical and market maturity of zero emission solutions.

The Group identifies transition risks and opportunities that may be material in the context of the Group's operations at the country level and across the entire value chain. They are described Chapter 1.5 *Management of material impacts, risks and opportunities* in SBM-3.

The Group does not identify material climate risks that may impact the valuation of its assets or liabilities.

¹⁸ The assessment of physical risks in the medium and long term is based on the "European Climate Data Explorer" available on the European Environment Agency's website: <https://climate-adapt.eea.europa.eu/en/knowledge/european-climate-data-explorer/overview-list>. This data covers a time horizon up to 2040, so it is used to assess risks over the medium and long term.

¹⁹ According to the Nomenclature of Territorial Units for Statistics - NUTS.

²⁰ Risks arising from the transition to a low-carbon and climate-resilient economy. These typically include political, legal, technological, market and reputational risks.

²¹ The events were identified in accordance with the table contained in ESRS E1 IRO-1 under AR 12.

²² Regulation (EC) No 166/2006 of the European Parliament and of the Council of 18 January 2006 concerning the establishment of a European Pollutant Release and Transfer Register and amending Council Directives 91/689/EEC and 96/61/EC (OJ L 33, 4.2.2006, p. 1).

E2 IRO-1: Description of processes to identify and assess material pollution-related impacts, risks and opportunities.

The Inter Cars Group carried out an analysis of its business model and the downstream and upstream value chain, and identified no material impacts, risks or opportunities with regard to pollution. The following aspects were analysed: air, water and soil pollution (excluding greenhouse gas emissions and waste), contamination of living organisms, potentially hazardous substances and substances of concern, microplastics and dependencies on ecosystem services to help mitigate pollution-related impacts.

The following tools were used in the double materiality assessment process: comparative, market and regulatory analyses, environmental reports, maps of protected areas, databases on the impacts of production and transport processes (ENCORE) as well as environmental decisions and internal procedures. In addition, the activities of the Group companies are not considered industrial activities with material environmental impact within the meaning of Annex I to *Regulation 166/2006 of the European Parliament and of the Council (PRTR)*.

The assessment showed that the pollution-related impacts had not been considered material with regard to the Group's own operations. However, potentially material impacts may occur in the value chain, especially among the providers of commodity goods and transport services - these issues will be monitored as part of the due diligence processes.

E3 IRO-1: Description of the processes to identify and assess material water and marine resources-related impacts, risks and opportunities

The Inter Cars Group has carried out an analysis of the business model and the downstream and upstream value chain with regard to water and marine resources. The double materiality assessment examined potential IROs in relation to the following areas: water, including surface water consumption, groundwater as well as water abstraction and discharge, marine resources, including extraction and use of such resources, and related economic activities.

The following tools were used as part of the double materiality assessment process: environmental reports on the hydrological situation, databases on the impacts of production and transport processes (ENCORE) as well as environmental decisions and an assessment of the nature of the entity's business and dependence on marine resources.

The assessment showed that the water and marine resources related impacts had not been considered material with regard to the Group's own operations. However, potentially material impacts may occur in the value chain, especially among the providers of commodity goods (e.g. products containing metal and rubber parts) - these issues will be monitored as part of the due diligence processes.

E4 IRO-1: Description of processes to identify and assess material biodiversity and ecosystem-related impacts, risks and opportunities

The Inter Cars Group carried out an assessment of its business model and the downstream and upstream value chain with regard to biodiversity and ecosystems. As part of the assessment, transition and physical risks related to biodiversity and factors affecting biodiversity loss were considered: climate change, land use change (e.g. artificial land cultivation), fresh water and marine water use change, direct exploitation, invasive alien species, pollution and impacts and dependencies on ecosystem services.

The following tools were used in the assessment: comparative, marker and regulatory analyses, environmental reports, maps of protected areas as well as an assessment of potential dependencies and impacts of the production and transport processes on ecosystems. Furthermore, the activities of the Group companies are not considered production activities having a material environmental impact within the meaning of Annex I to *Regulation (WE) 166/2006 of the European Parliament and of the Council*.

No need to implement measures to mitigate biodiversity loss was identified. None of the Group's operating facilities is located in high-risk or environmentally sensitive areas. However, potentially material impacts may occur in the downstream and upstream value chain, especially production of certain rubber, metal or plastic goods and extraction of precious metals across the value chain may result in concertation of pollutants in the ecosystem and a potentially negative impact on biodiversity. The identified impacts were referred for further assessment as part of the due diligence processes.

Due to the lack of affected communities identified in the above topics, no consultation was carried out in this regard.

E5 IRO-1: Description of the processes to identify and assess material resource use and circular economy-related impacts, risks and opportunities

The Inter Cars Group carried out an assessment of its own operations, assets as well as downstream and upstream value chain, and identified material impacts, risks and opportunities related to resource utilisation and circular economy, particularly in relation to resource inflows. The assessment included the following sub-topics: circularity of material resource inflows, taking into account resource optimisation, the intensity of use of materials, products and renewable and non-renewable resources, discharged resources related to products and services as well as waste generation, including hazardous and non-hazardous waste.

The following tools were used in the assessment: comparative, market and regulatory analysis, environmental reports, a resource inflows and outflows analysis. The disclosure is presented in *Chapter 2.5 Resource use and circular economy* [ESRS E5].

In the course of the assessment of the Group's business model, the indicator E5-4 and part of disclosure E5-5 (outgoing products and materials) were considered immaterial as the Group does not conduct any material production activity. As a result of the analysis, a decision was made to disclose the Group's own indicator linked to sustainable financing. The result of the analysis is disclosed in *Chapter 1.5 Management of material impacts, risks and opportunities under SBM-3*.

G1 IRO-1: Description of the processes to identify and assess material impacts, risks and opportunities

The Inter Cars Group carried out an analysis of its own operations and the locations in which they are carried out, including an analysis of the respective business sector, transaction structure and business relationships. Material impacts, risks and opportunities related to business operations and business conduct were identified. The parent company, Inter Cars S.A., is listed on the Warsaw Stock Exchange. As an entity subject to public supervision, it follows the corporate governance and business ethics standards. The disclosure can be found in *Chapter 4.1 Business conduct* [ESRS G1].

MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERCONNECTION WITH STRATEGY AND BUSINESS MODEL [SBM-3]

Impact materiality assessment

The impact materiality assessment identified areas where the Inter Cars Group has a material impact. The following tables summarise the matters identified as material in terms of the impacts, risks and opportunities for the Inter Cars Group across its entire value chain. The time perspective of the impacts was determined in accordance with the definitions in ESRS 1. The materiality assessment results are valid for one year, subject to revision in the following financial year. The relevant geographical areas, facilities, asset types, investments and distribution channels were taken into account during the double materiality assessment.

The impacts, risks and opportunities identified in the double materiality assessment process are consistent with the previously identified topics based on which the *Sustainability Strategy was built*. The resilience of the *Strategy* was taken into account already at the design stage and in the development of the list of projects intended to achieve the individual targets. It is also ensured through regular monitoring of the work progress and consistent reporting of both the progress and the identified risks to the Management Board.

Following a revision of the materiality assessment in 2025, the descriptions of impacts, risks and opportunities were updated and the scope of disclosures in the *Sustainability Statement* was expanded.

- Within the following environmental aspects: E1 Climate change, E2 Pollution, E3 Water and marine resources, E4 Biodiversity and ecosystems, E5 Circular economy, potentially material, negative impacts on the value chain were identified (which were not identified in 2024). It comes as a consequence of the extension of the assessment in the revision process by additional analytical tools, including ENCORE, facilitating a more accurate determination of impacts in the value chain.
As regards climate change (E1), more details were provided regarding the impacts identified in scopes 1, 2 and 3. This topic was also extended to include new risks related to the continuity of the supply chain and business opportunities, including the possibility to increase the energy independence and reduce the operating expenses through the development of own RES as well as the possibility to extend the product range in view of the regulations supporting the introduction of vehicles with alternative powertrains.
- As regards the topic of own workforce (S1), new negative impacts were identified in the areas of health and safety and gender equality and equal pay for work of equal value, in addition to a material risk related to increased worker turnover and/or loss of key competences.
- Following revision, the topic of business customers reported in 2024 as a Group-specific topic, was transferred to disclosure S4 *Consumers and end-users*, and extended to include a potentially negative impact related to product safety and quality as well as a risk connected with greenwashing.
- Following revision, the topic of cybersecurity was transferred to the disclosures concerning risks in the Management Board's Report, the topic has been excluded from the scope of disclosures in the Sustainability Statement.

Matters material from the point of view of the Inter Cars Group's impact

ESG matters covered by ESRS	Impact description	Impact classification	Impact occurrence in the value chain
E1 Climate change			
Climate change mitigation (Scope 1)	The Inter Cars Group's impact on climate change results from greenhouse gas emissions (carbon footprint) arising from its operations (scope 1 and 3).	negative, actual	- own operations
Climate change mitigation (Scope 2)			
Climate change mitigation (Scope 3)	In the Inter Cars Group's business model a significant part of greenhouse gas emissions arises within scope 3: during the production of commodity goods and during their transport (both from suppliers and to the branches and customers).	negative, actual	- upstream value chain, - downstream value chain.
Energy	The consumption of electricity and fuels in the Inter Cars Group's operation generated greenhouse gas emissions, contributing to climate change. As the Group develops, its demand for electricity increases.	negative, actual	- own operations
E2 Pollution			
Pollution	According to ENCORE (online tool for assessing exposures to nature-related risk), production of car parts contributes to air, water and soil pollution. In addition, as part of its value chain, the Inter Cars Group cooperates with external suppliers of transport services, who may contribute to an increase in air pollution.	negative, potential	- upstream value chain, - downstream value chain.
Substances of concern	Production of automotive parts upstream in the value chain of the Inter Cars Group is related to the use of potentially hazardous substances and mixtures, including substances of very high concern (SVHC). Downstream in the value chain, the impact is related to the use and disposal of products containing such substances, which may result in emissions of toxic compounds into the environment.	negative, potential	- upstream value chain, - downstream value chain.
E3 Water and marine resources			
Water and marine resources	According to ENCORE (online tool for assessing exposures to nature-related risk), the automotive parts production sector contributes to water consumption by using water in production processes. In addition, the production of rubber for spare parts and tires requires significant amounts of water.	negative, potential	- upstream value chain

ESG matters covered by ESRS	Impact description	Impact classification	Impact occurrence in the value chain
E4 Biodiversity and ecosystems			
Direct levers of biodiversity loss	Biodiversity impacts in the Inter Cars Group's value change come mainly from mines and rubber plantations in the upstream value chain. Biodiversity loss is connected with changes in land use in raw material extraction processes, which is related to the risk of erosion of soil and degradation of ecosystems.	negative, potential	- upstream value chain
E5 Circular economy			
Resources inflows, including resource use	The circular economy impact in the value chain comes mainly from the Inter Cars Group's suppliers, who use natural and recycled resources in the production of automotive parts.	negative, actual	- upstream value chain
Resource outflows related to products and services	The Inter Cars Group offers Bio Services to garages with regard to waste management. In addition, the Group conducts activities aimed at increasing the rate of core returns from customers with a view to providing the remanufactured parts producers with the basic resource for subsequent remanufacturing. Inter Cars conducts educational activities intended for garage staff with regard to both topics.	positive, actual	- own operations, - downstream value chain.
Waste	The Inter Cars Group's activity generates waste resulting from its logistic, distribution and production activities (the companies Feber and Lauber).	negative, actual	- own operations
S1 Own workforce			
Working conditions	The Inter Cars Group shapes its working conditions through its remunerations policy, job stability and working time organization.	positive, actual	- own operations
	The Inter Cars Group's activity, especially warehouse operations, poses a risk of accidents endangering its employees' health.	negative, potential	- own operations
Equal treatment and equal opportunities for all	The Inter Cars Group ensures equal treatment and development opportunities for all employees, in addition to training and development programmes and initiatives aimed at increasing employee competences as well as employs disabled persons.	positive, actual	- own operations
	The Inter Cars Group reports an adjusted pay gap of app. 4-6%, which may affect the perception of the principles of pay equality across the organization.	negative, actual	- own operations

ESG matters covered by ESRS	Impact description	Impact classification	Impact occurrence in the value chain
S2 Workers in the value chain			
Working conditions Equal treatment and equal opportunities for all Other work-related rights	Owing to its business model of cooperation with subsidiaries, the Inter Cars Group is capable of exerting indirect positive impact on the development of the employees of its subsidiaries and the creation of new jobs.	positive, potential	- downstream value chain.
	In the global value chain of supplies of the automotive and aftermarket sectors, especially at the stage of sourcing raw materials and producing parts, based on reports such as Global Slavery Index, Business & Human Rights Resource Centre, a potential negative impact was identified related to violations of human and employee rights defined in the International Labour Organization standards. The analysis has a sectoral and geographical nature and does not relate to confirmed violations with specific suppliers of the Group.	negative, potential	- upstream value chain.
S4 Consumers and end-users			
Information-related impacts for consumers and/or end-users	The Inter Cars Group supports garages in the development of their competences, facilitates experience sharing across the sector, provides tools facilitating running a business as well as contributes to promoting the profession of a mechanic and developing young talents.	positive, actual	- own operations, - downstream value chain.
Personal safety of consumers and/or end-users	The quality of spare parts and equipment supplied to garages directly impacts the safety of end-users and customers. Inappropriate selection or installation of parts as well as potential product defects may compromise the health or safety of users.	negative, potential	- own operations, - downstream value chain.
G1 Business conduct			
Corporate culture	The Inter Cars Group consciously shapes an organisational culture that sets standards for cooperation between companies and employees as well as transparent rules for cooperation with business partners across the entire value chain.	positive, actual	- own operations, - upstream value chain, - downstream value chain.
Protection of whistle-blowers	The Group has implemented channels for reporting abuse as well as policies and procedures for handling abuse reports and protecting whistleblowers.	positive, actual	- own operations, - upstream value chain, - downstream value chain.
Political engagement	The Inter Cars Group participates in the work of sectoral associations, such as CLEPA, FIGIEFA, FAAS, ADPA, SDCM or GVA, representing the interests of the independent aftermarket at the domestic and European level. These activities contribute to improving and shaping the regulatory environment of the sector.	positive, actual	- own operations

ESG matters covered by ESRS	Impact description	Impact classification	Impact occurrence in the value chain
Management of relationships with suppliers including payment practices	The Group cooperates with numerous business partners across its value chain. The Group applies documents governing its cooperation with business partners.	positive, actual	- own operations
Corruption and bribery	The broad scale of the Inter Cars Group's operations and its presence on many markets poses the risk of corruption incidents or bribery attempts. The potentially negative impact is minimized due to the fact that the Group has documents in place regulating the matters of corruption and bribery, and its employee undergo relevant trainings.	negative, potential	- own operations, - upstream value chain, - downstream value chain.

Financial risk materiality assessment

As part of the assessment process, the level of risks and opportunities was verified with regard to sustainability matters.

The following table presents only the financially material risks and opportunities; the non-disclosure of anticipated financial effects exemption specified under BP-2 was applied. In 2025, no risks or opportunities were identified that could have a material impact on the current financial effects.

Risks and opportunities material to the Inter Cars Group

Area of occurrence of risks and opportunities	Risk or opportunity description	Time horizon	Point of occurrence of a risk or an opportunity in the value chain	Risk mitigation
E1 Climate change				
Climate change adaptation Climate change mitigation (Scope 3)	Transition risk: New legislation, especially that aimed at mitigating the climate change, may impact the product portfolio and product prices of the Inter Cars Group as well import, export and distribution of good. The growing number of regulatory obligations may generate additional production and logistics costs, potentially leading to a growth in the prices of the goods offered.	- long-term time horizon.	- own operations, - upstream value chain.	Through the measures described in Chapter 2.2, <i>Climate Change [ESRS E1]</i> , in indicator E1-3.

Area of occurrence of risks and opportunities	Risk or opportunity description	Time horizon	Point of occurrence of a risk or an opportunity in the value chain	Risk mitigation
	<p>Physical risk: Supply chain disruption across the entire value chain of the Inter Cars Group as a result of materialization of physical risks (including extreme weather events).</p>	<ul style="list-style-type: none"> - medium-term time horizon, - long-term time horizon. 	<ul style="list-style-type: none"> - own operations, - upstream value chain, - downstream value chain. 	<p>Through the measures described in Chapter 2.2, <i>Climate Change [ESRS E1]</i>, in indicator E1-3.</p>
	<p>Opportunity: The possibility to extend the product offer in connection with the implementation of regulations supporting the introduction of vehicles with alternative powertrains while maintaining the portfolio for vehicles with conventional powertrains.</p>	<ul style="list-style-type: none"> - medium-term time horizon, - long-term time horizon. 	<ul style="list-style-type: none"> - own operations 	<p>-</p>
Climate change mitigation (Scope 1)	<p>Transition risk: Limiting access to financing in the event of unfavourable greenhouse gas emission levels related to operations.</p>	<ul style="list-style-type: none"> - long-term time horizon. 	<ul style="list-style-type: none"> - own operations 	<p>Through the measures described in Chapter 2.2, <i>Climate Change [ESRS E1]</i>, in indicator E1-3.</p>
Climate change mitigation (Scope 2)				
E5 Circular economy				
Resources inflows, including resource use	<p>Risk: Low customer awareness about the circular economy and remanufactured parts may yield a low rate of core returns for remanufacturing. This may lead to a deterioration of the trading conditions and termination of contracts with the remanufactured parts suppliers.</p>	<ul style="list-style-type: none"> - short-term time horizon. 	<ul style="list-style-type: none"> - own operations, - upstream value chain, - downstream value chain. 	<p>Through the measures described in Chapter 2.5, <i>Resource Use and the Circular Economy [ESRS E5]</i>, in indicator E5-2.</p>
	<p>Risk: Both in Poland and the entire EU the development of factory-based remanufacturing depends largely on legal regulations, for which there are no clear interpretations, legislative solution or norms and standards. This poses a risk of a negative impact on the operation and competitiveness of companies using this technology in their production processes.</p>	<ul style="list-style-type: none"> - medium-term time horizon. 	<ul style="list-style-type: none"> - own operations 	<p>Through the measures described in Chapter 2.5, <i>Resource Use and the Circular Economy [ESRS E5]</i>, in indicator E5-2.</p>
	<p>Opportunity: The growing popularity of remanufactured parts among garages may contribute not only to increased sales of these parts but also to a higher rate of core returns, leading to a more effective use of resources and the development of this segment.</p>	<ul style="list-style-type: none"> - medium-term time horizon, - long-term time horizon. 	<ul style="list-style-type: none"> - own operations 	<p>Through the measures described in Chapter 2.5, <i>Resource Use and the Circular Economy [ESRS E5]</i>, in indicator E5-2.</p>

Area of occurrence of risks and opportunities	Risk or opportunity description	Time horizon	Point of occurrence of a risk or an opportunity in the value chain	Risk mitigation
S1 Own workforce				
Working conditions	Risk: An increase in employee turnover and/or loss of the key competencies may result from dissatisfaction with the working conditions (especially financial terms) and compromise the quality of the operating processes and business development.	- short-term time horizon.	- own operations (top managers)	Through the measures described in Chapter 3.1. <i>Own workforce [ESRS S1]</i> , in indicator S1-4.
Equal treatment and equal opportunities for all				
Other work-related rights				
S4 Consumers and end-users				
Information-related impacts for consumers and/or end-users	Opportunity: Supporting garages in adapting to the regulatory challenges, sustainability trends and new technologies strengthens the partners' loyalty and facilitates the expansion of the Inter Cars Group's customer database.	- short-term time horizon.	- own operations	-
Access to (quality) information	Risk: The possibility of greenwashing in communication leading to a loss of trust among the stakeholders, a risk of sanctions and negative impact on the brand reputation and value.	- short-term time horizon, - medium-term time horizon, - long-term time horizon.	- own operations	Through the measures described in Chapter 3.2, <i>Consumers and End Users [ESRS S4]</i> , in indicator S4-4.

2. ENVIRONMENTAL INFORMATION [TAXONOMY, ESRS E1, E2, E3 AND E5]

2.1. TAXONOMY DISCLOSURES

The Inter Cars Group conducted qualification and compliance assessment processes for its business activities with compliance to the EU Taxonomy (hereinafter “the Taxonomy”) in relation to six environmental objectives (i.e. climate change mitigation and adaptation, sustainable use and protection of water and marine resources, transition to a circular economy, pollution prevention and control, and protection and restoration of biodiversity and ecosystems).

According to *EU Regulation 2020/852*, carrying out environmentally sustainable activities requires compliance with technical qualification criteria and Minimum Safeguards, i.e.:

- making a significant contribution to one or more of the six environmental targets,
- not doing serious harm to any of the other targets,
- meeting the so-called Minimum Safeguards, including implementation of due diligence procedures facilitating compliance with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights as well as the “Do No Significant Harm” principle defined in the Regulation (EU) 2019/2088.

Materiality assessment

As regards the data for the period from 1 January 2025 to 31 December 2025, the Inter Cars Group is required to make disclosures with respect to the key performance indicators (KPI) as required by the EU Taxonomy, including the percentage share of turnover, capital expenditures (CapEx) and operating expenses (OpEx) as well as to make qualitative disclosures. The KPIs presented here were prepared in previous reporting periods in accordance with the requirements set forth in *Regulation (EU) 2020/852*, which was in effect prior to the entry into force of the amendments introduced by *Regulation (EU) 2026/73*. According to the materiality principle introduced by the *Delegated Regulation (EU) 2026/73*, the Group assesses the materiality of its activities separately for each KPI. To determine the areas subject to the reporting obligation, a review of activities eligible under the Taxonomy was carried out, including their assessment with regard to the six environmental objectives.

The Group reviewed its activities and their qualification based on the activity descriptions contained in the EU Taxonomy, using the NACE codes. Initially, in accordance with the materiality principle implemented by the *Delegated Regulation (EU) 2026/73*, the identified activities (6.5 Transport by motorbikes, passenger cars and commercial vehicles, 7.7 Acquisition and ownership of buildings) were assessed to determine whether they exceeded the 10% materiality threshold for any of the KPIs (turnover CapEx, OpEx). The assessment demonstrated that only the activity 7.7 reached values exceeding the materiality threshold for the CapEx KPI, whereas the activity 6.5 remained below the required threshold and was recognized as immaterial within the meaning of the EU Taxonomy.

Accordingly, the activity 7.7 was subjected to a full assessment for compliance with the EU Taxonomy, including an analysis of the substantial contribution criteria, the “Do No Significant Harm” (DNSH) principle and minimum safeguards. The process involved a detailed review of the respective technical criteria, including an assessment of the physical risks and the additional requirements identified for this activity. At the same time, the Inter Cars Group does not identify any revenue eligible for the Taxonomy as its core activity is the sale of spare parts in the automotive sector.

The Group did not issue any green bonds or other sustainability-linked financial instruments to finance economic activities consistent with the EU Taxonomy during the reporting period.

Substantial contribution to climate change mitigation

Regulation (EU) 2021/2139 establishes the criteria for a substantial contribution to climate objectives. For the activity 7.7 Acquisition and ownership of buildings, which exceeded the materiality threshold in the CapEx KPI, a full analysis of the substantial contribution was carried out. The analysis showed that the activity 7.7. does not meet the substantial contribution technical criteria for buildings.

The “do no significant harm” principle (DNSH)

Regulation (EU) 2021/2139 also established for each activity the principles of not causing significant environmental harm within other environmental objectives. The main purpose of the “Do No Significant Harm Principle” is to ensure coherence between the different objectives of the Taxonomy, as well as to prevent situations where a particular environmental objective is pursued at the expense of the other objectives.

The DNSH analysis for the activity 7.7 indicated additional areas of non-compliance with the requirements, which, combined with non-compliance with the technical criteria, demonstrated that the activity is inconsistent with the EU Taxonomy.

Compliance with the Minimum Safeguards

In accordance with *Article 18 of Regulation 2020/852*, it was established that in 2025, the Group's operations were conducted in accordance with the Minimum Safeguards. The Minimum Safeguards cover all procedures within the Group to ensure compliance with, among other things, the OECD Guidelines for Multinational Enterprises and the United Nations Guiding Principles for Business and Human Rights. The compliance was further assessed based on the interpretation of the Sustainable Finance Platform (*Final Report on Minimum Safeguards*), which indicated that an undertaking is considered to operate in breach of the Minimum Safeguards if it has not implemented a human rights due diligence process, or if there have been violations confirmed by decisions or judgements regarding the Minimum Safeguards. The Minimum Safeguards relate to the four core areas: human rights, corruption and bribery, taxation and fair competition. Additionally, Art. 18.2 requires undertakings to take into account the principal adverse impacts indicators related to social and labour issues as well as matters related to the respect for human rights and counteracting corruption and bribery, listed in the SFDR regulation. As regards human rights, the Inter Cars Group has appropriate due diligence procedures in place. As regards the other areas, the Group was assessed in terms of having adequate procedures in place and in terms of any court-determined violations on the part of the Inter Cars Group or its management.

The application of the responsible conduct standards is an integral part of the Inter Cars Group's culture. These standards are also reflected in its internal procedures and processes. The Group's basic policies in this regard are laid out in the following documents: *Goods Purchase Policy of Inter Cars Group* and *Code of Conduct and Good Market Practice of the Inter Cars S.A. Capital Group*, and *the Due Diligence Policy*. Activities in this area are continuously monitored, developed and integrated within the Group's structures. Based on the analysis, it was concluded that the criteria for Minimum Safeguards had been met. A detailed description of the human rights due diligence processes is included in Chapter 4.1 *Business conduct [ESRS G1]*

Calculation of the key performance indicators

For the purpose of determining the share of the qualifying activities relative to the Group's total activities, revenues, capital expenditure (CapEx) on assets or processes and operating expenditure (OpEx) incurred in qualifying activities were analysed. As regards the Inter Cars Group, it was identified that its activities are eligible for more than one environmental objective, however, none of the financial item was taken into account more than once, thereby eliminating the risk of double counting. It is worth noting that the Group's activities qualify for the EU Taxonomy only to a small extent. Consequently, the Group's key performance indicator figures are low.

Turnover

In 2025, the Group did not identify any turnover-generating activity eligible for the Taxonomy. This results from the business model – the Inter Cars Group is an automotive spare parts distributor, and this type of activity is not Taxonomy-eligible. Activities 6.5 and 7.7 are carried out for internal purposes and the Group does not generate revenue directly from these activities. Vehicles purchased as part of the activity 6.5 constitute the undertaking's fleet of cars used for its business purposes. The activity 7.7 concerns the rental or leasing of premises.

Capital expenditure (CapEx)

An analysis of all capital expenditures (CapEx) included in the consolidated financial statements (Note 7, Note 8, Note 9 in the *Annual Consolidated Statement of Property, Plant and Equipment, Use Rights and Intangible Assets*) shows that expenditures classified under the EU Taxonomy amount to PLN 232,611 thousand, accounting for 29% of all expenditures incurred by the Group. According to the materiality approach applicable under the Delegated Regulation (EU) 2026/73, only

expenditures exceeding the 10% materiality threshold were eligible for materiality assessment. Consequently, only expenditures connected with the activity 7.7 were assessed for compliance with the technical screening criteria.

In the course of the analysis, it was established that in 2025, the Inter Cars Group did not identify any capital expenditures (CapEx) that met the EU Taxonomy technical screening criteria.

The increases recognised in CapEx were related to property, plant and equipment, internally generated intangible assets, including through business combinations or acquisitions, additions relating to investment properties acquired or recognised at carrying value and, where applicable, capitalised right-of-use assets. No increase in value arising from business combinations were recognized during the analysed period. The denominator of the key performance indicator (KPI) related to capital expenditure (CapEx) amounts to PLN 802,382 thousand (Note 7, Note 8 and Note 9 to the *Annual Consolidated Financial Statements regarding Property, Plant and Equipment, Right-of-use Assets and Intangible Assets*).

Operating expenditure (OpEx)

According to the EU Taxonomy, only certain categories of expenditure may be recognised as OpEx. In the Inter Cars Group, the identified operating expenditure mainly includes repair and maintenance costs.

Based on the materiality principle set out in Delegated Regulation (EU) 2026/73, it was concluded that OpEx is not material to the Group's business model. Consequently, the Group applied the exemption from the obligation to disclose the OpEx KPI and did not perform an assessment of eligibility or alignment for individual economic activities.

The denominator of the OpEx KPI amounts to PLN 17,439 thousand and includes only those categories of expenditure that are defined as OpEx in accordance with the EU Taxonomy (Taxonomy-related OpEx forms part of Note 25 – Selling and General Administrative Expenses to the *Annual Financial Statements for 2025*).

Accounting principles

Descriptions of the three key performance indicators are set out below. The calculation of the ratios for the Group took into account the relevant consolidation exclusions applied in the preparation of the financial statements.

Turnover

The turnover includes revenue recognised in accordance with the *International Accounting Standard (IAS) 1 paragraph 82(a)*. Presently, the Group does not generate revenue from activities covered by the EU Taxonomy. The identified activities eligible for the EU Taxonomy do not generate revenue directly but are used for conducting business activities.

Capital expenditure (CapEx)

According to the EU Taxonomy, the denominator includes additions to property, plant and equipment and intangible assets during the financial year before depreciation, amortisation and any revaluations, including those arising from revaluations and impairments, for the financial year, excluding changes in fair value. The denominator also includes additions to property, plant and equipment and intangible assets arising from business combinations, with no business combinations occurring in 2025. In addition to the above, increases in right-of-use assets and increases in investment properties are also included in the denominator on a similar basis. The individual values are presented in the consolidated financial statements as at 31.12.2025 (more specifically, in the Notes to the *Annual Consolidated Financial Statements*):

- Property, plant and equipment - Note 7 (recognised under IAS 16 Property, plant and equipment and shown under Acquisitions),
- Right of use - note 8 (recognised under IFRS 16 Leases),
- Intangible assets - Note 9 (recognised under IAS 38 Intangible Assets and shown under Acquisitions),
- Investment property - Note 7 (recognized under IAS 40 Investment Property).

As regards the qualifying and Taxonomy-eligible activities, the numerator is equal to the portion of the capital expenditure included in the denominator incurred in relation to a given activity. Expenditures incurred on activities qualifying under the Taxonomy, capital expenditures that are part of the plan ("CapEx plan"), and the purchase of products from business activities qualifying under the Taxonomy, as well as individual measures enabling the target activity to become low-emission or to reduce greenhouse gas emissions.

The Inter Cars Group does not have a capital expenditures plan in place. In 2025, there were no significant CapEx increases resulting from business combinations.

Operating expenditure (OpEx)

The denominator includes direct, non-capitalised costs associated with research and development, building refurbishment activities, short-term leases, maintenance and repairs, and any other direct expenditure associated with the day-to-day operation of tangible fixed assets by the company or a third party outsourced to ensure the continued and efficient operation of those assets. The following expenditure items were included in the denominator for operating expenses (OpEx):

- repair and maintenance of company passenger cars and commercial vehicles,
- maintenance and repair of office and storage facilities,
- maintenance and repair of plant and machinery, including related service and consumables.

The Company has decided to avail itself of the exemption regarding the presentation of specific OpEx KPIs for identified activities, as the OpEx costs eligible under the EU Taxonomy are not related to the core operating activities of the Inter Cars Group, which consist of the distribution and sale of spare parts. The identified OpEx costs represent approximately 0.6% of the Selling and General Administrative Expenses disclosed in Note 25 to the *Consolidated Financial Statements*, which confirms their immaterial nature.

Percentage share of turnover, capital expenditures and operating expenses arising from products or services related to business activities eligible or aligned with the EU Taxonomy - the disclosure is related to the year (N) (summary of the key performance indicators)

Financial year	2025														
	KPI (1)	Total (2)	Share of Taxonomy-eligible activities (3)	Taxonomy-aligned activities (4)	Share Taxonomy-aligned activities (5)	Breakdown of Taxonomy-aligned activities by environmental objective					Share of supporting activities (12)	Share of transition-related activities (13)	Activities not subject to assessment, considered immaterial (14)	Taxonomy-aligned activities in the previous financial year (N-1) (15)	Share of Taxonomy-aligned activities in the previous financial year (N-1) (16)
	thousand PLN	%	Currency	%	%	%	%	%	%	%	%	%	%	thousand PLN	%
Turnover	21,216,209	0%	PLN	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0	0%
CapEx	802,382	29%	PLN	0%	0%	0%	0%	0%	0%	0%	0%	0%	1.83%	1,039	0.1%
OpEx	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND

Percentage share of turnover, capital expenditures and operating expenses arising from products or services related to business activities eligible or aligned with the EU Taxonomy - the disclosure is related to the year (N) (breakdown by activity)

Reported KPI		CapEx											
Financial Year (N)		2025											
Business activity (1)	Code (2)	KPI Taxonomy-eligible CapEx (3)	KPI Taxonomy-aligned CapEx (monetary value) (4)	KPI Taxonomy-aligned CapEx (percentage value) (5)	Environmental objective of the Taxonomy-aligned activities						Supporting activities (12)	Transition-related activities (13)	Share of Taxonomy-aligned activities in Taxonomy-eligible activities (14)
					Climate change mitigation (6)	Adaptation to climate change (7)	Water and marine resources (8)	Circular economy (9)	Pollution (10)	Biodiversity (11)			
		%	thousand PLN	%	%	%	%	%	%	%	E	T	%
Acquisition and ownership of buildings	CCM7.7	29%	0%	0%	0%	0%	0%	0%	0%	0%			0%
Total Taxonomy-aligned activities by environmental objective					0%	0%	0%	0%	0%	0%			
Total key performance indicator (capital expenditure)		29%	0%	0%	0%	0%	0%	0%	0%	0%			0%

2.2. CLIMATE CHANGE [ESRS E1]

TRANSITION PLAN TO REACH CLIMATE NEUTRALITY BY 2050 [E1-1]

In 2025, the Group did not adopt a transition plan within the meaning of ESRS. However, the Group has adopted a *Decarbonisation Strategy* laying out long-term emission reduction targets and adaptation activities. The *Decarbonisation Strategy* is an integral part of the *Inter Cars Group's Sustainability Strategy* approved by the Management Board of Inter Cars S.A. in September 2023.

The decarbonisation targets contained in the *Decarbonisation Strategy* have been verified by the Science Based Targets initiative (SBTi), a global initiative allowing to set emissions reduction targets in line with the latest scientific findings on climate. Targets 1 and 2 were qualified by SBTi as being consistent with the 1.5°C pathway, meaning that they take into account limiting the global warming to 1.5°C in line with the Paris Agreement. Target 3 was also prepared in line with the SBTi criteria²³. The decarbonisation targets are described under E1-4.

MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERACTION WITH STRATEGY AND BUSINESS MODEL [SBM-3]

Resilience of the strategy and business model in relation to climate change

The Inter Cars Group impacts the climate change by emitting greenhouse gases in the course of its own operations and the operations carried out across its value chain

A resilience analysis of the strategy and business model in relation to climate change was performed in 2025 for the Group's own operations and upstream and downstream value chains. No exclusions were applied during the analysis. The time horizons used in performing the resilience analysis are described in the IRO-1 disclosure.

The analysis included:

- identifying and assessing the physical risks associated with the climate using a climate scenario assuming high emissions – RCP 8.5²⁴ (physical risks). These risks were assessed in the context of the Group's own operations and the downstream and upstream value chain for, among other things, logistic activities and the supply chain. No material impact of physical risks on the Group and its assets was identified in the short-, medium- and long-term perspective. Physical risks assessed as potentially material were identified within the supply chain.
- identifying and assessing the events related to the transition to a low-carbon economy using a scenario consistent with the Paris Agreement and limiting climate change to 1.5° C (transition risks). This part of the analysis took into account both the Group's own operations and the value chain operations. Material transition and supply chain-related risks were identified in the medium- and long-term perspective.

The areas of uncertainty related to analysing the company's resilience to climate change are multidimensional, as they arise from both uncertainties about future climate change and social, regulatory and technological responses to climate change. The Group assessed the risks associated with climate change based on available climate models, anticipated regulatory changes, and the planned transition to a low-carbon economy. The Group monitors and adapts to market, technological and energy trends in this area while implementing measures aimed at mitigating related risks.

POLICIES RELATED TO CLIMATE CHANGE MITIGATION AND ADAPTATION [E1-2]

A policy on climate change mitigation, adaptation, and energy management, including renewable energy (in accordance with ESRS E1), is set forth in the *Decarbonisation Strategy*, which applies across the entire Inter Cars Group. Its overall objective is to address the material impacts, risks, and opportunities related to climate change identified during the DMA process review.

²³ SBTi Corporate Near-term Criteria.

²⁴ Maintaining the current rate of growth in greenhouse gas emissions, under a "business-as-usual" scenario.

The strategy encompasses the Group's operations as well as upstream and downstream entities, in particular commodity suppliers²⁵ and branches.

The Management Board is the sponsor of the policy commitments. A number of projects have been planned as part of the *Decarbonisation Strategy* implementation, each having a designated coordinator. At least once a year, the coordinators report on the status of the projects, thus enabling the progress of the Strategy to be monitored.

ACTIONS AND RESOURCES IN RELATION TO CLIMATE CHANGE POLICY [E1-3]

A list of key activities related to the implementation of the *Decarbonisation Strategy* undertaken in the reporting year and planned for the future is provided in the table below. The list includes the activities of Inter Cars S.A. and all Group companies, as well as its subsidiaries (downstream activities) and the Group's potential impact on its suppliers (upstream activities). The key planned initiatives serve as the Inter Cars Group's decarbonisation levers, in accordance with the *Decarbonisation Strategy*.

Key actions related to the implementation of the Decarbonisation Strategy

Key actions related to the implementation of the <i>Decarbonisation Strategy</i>	Anticipated effects	Measures implemented in 2025
Introducing low-carbon heating systems in new buildings used by the Group.	Starting from 2030, all our new buildings will be carbon neutral.	A decision has been made to use heat pumps powered entirely by renewable energy for the Group's new warehouse project.
Increasing the use of electricity from renewable energy sources.	By the end of 2030, we will supply 100% of our facilities in the European Union with electricity from renewable energy sources (RES).	Purchase of electricity from renewable energy sources by the following Group Companies and locations: <ul style="list-style-type: none"> - Inter Cars S.A., – 3 locations, - Lauber Sp. z o. o. – 2 locations, - Feber Sp. z o. o. – 1 location, - Inter Cars Romania – 1 location, - Inter Cars Slovenská republika – 1 location, - ILS Sp. z o. o.: <ul style="list-style-type: none"> o Warehouse in Zakroczym, o Warehouse in Komorniki, o 2 warehouses in Będzin, o 3 warehouses in Sosnowiec, o 2 warehouses in Błonie, o Warehouse in Łomna o Warehouse in Brasov (Romania). The Inter Cars Group and its Polish branches being parts of its value chain operate within a purchasing group in Poland with a view to purchasing electricity from renewable energy sources. In 2025, 53 of the 242 branches located in Poland (out of a total of 684 branches across the Group) purchased energy from renewable sources.

²⁵ A goods supplier means a supplier who delivers trading goods to the Inter Cars Group.

Key actions related to the implementation of the Decarbonisation Strategy	Anticipated effects	Measures implemented in 2025
Introduction of sustainable building certificates in the Inter Cars Group locations.	From the beginning of 2026, all new warehouse buildings will be BREEAM (excellent) or LEED (>=platinum) certified.	A decision was made to obtain a BREEAM Excellent certificate for the Group's new warehouse investment.
Monitor the percentage of suppliers with decarbonisation targets	We are committed to engaging suppliers accounting for 73% of our Scope 3 emissions by the end of 2028. Cat 1, Cat 4 and Cat 9) emissions to set their own decarbonisation targets (consistent with a science-based approach) by 2028.	An analysis was conducted of the decarbonisation targets of 52 suppliers of commercial goods responsible for 50% of emissions (including cat. 1, cat. 4, cat. 9) for 2024. It was determined that 19 of the suppliers analysed have decarbonisation targets aligned with the science-based approach, accounting for 23% of emissions in the aforementioned categories.

No significant financial expenditure was made in 2025 towards key activities related to the implementation of the *Decarbonisation Strategy*. The Inter Cars Group's ability to achieve its decarbonisation targets depends on the availability and appropriate allocation of resources and, to a large extent, on the technical and market maturity of zero-carbon solutions²⁶.

Of all the measures described above, the purchase of electricity from renewable sources contributed the most to the reduction in emissions. The reduction is presented in disclosure E1-4 (Climate change mitigation and adaptation targets).

CLIMATE CHANGE AND MITIGATION AND ADAPTATION TARGETS [E1-4]

Implementing the *Decarbonisation Strategy* requires emission reductions in pursuance of the SBTi methodology²⁷, the Inter Cars Group has set two decarbonisation targets.

- Scope 1 and 2 emissions:** Inter Cars commits to reduce absolute scope 1 and 2 GHG emissions by 42% by 2030 from a 2021 base year.
- Scope 3 emissions:** Inter Cars commits that 73% of its suppliers by emissions covering category 1: Purchased goods and services; category 4: Upstream transportation and distribution; category 9: Downstream transportation and distribution; will set their science-based targets by 2028.

The targets for Scopes 1 and 2 are aimed at reducing absolute emissions. The target for Scope 3 is designed to engage suppliers and involves gradually increasing the proportion of suppliers who set their own decarbonisation targets. This is not an absolute emissions reduction target; however, its implementation will indirectly contribute to reducing the Group's Scope 3 emissions. Both targets have been prepared in accordance with the scientific method, which has been confirmed by the SBTi initiative. Moreover, the scope 1 and 2 targets have been qualified by SBTi as compliant with the 1.5°C pathway, meaning that they take into account limiting global warming to 1.5°C in line with the Paris Agreement.

The target setting process required the involvement of the interested parties, including the *Decarbonisation Strategy* project coordinators.

The decarbonisation targets are consistent with the GHG inventory boundaries within disclosure E1-6 (Gross Scope 1, 2 and 3 GHG emissions and total GHG emissions).

²⁶ This regards primarily the following lever: transition to alternative (low-carbon) methods of heating warehouses and offices and reduction of the fleet emissions.

²⁷ SBTi Corporate Near-term Criteria.

The targets are subjected to monitoring once a year during the carbon footprint calculation, which also helps to ensure that they remain aligned with the GHG inventory boundaries within disclosure E1-6 *Scope 1, 2 and 3 gross GHG emissions and total GHG emissions*.

Sustainability targets related to climate change mitigation

	2021 (baseline value)	2024	2025	2030 (target value)
Emission within Scope 1 and 2 [tCO ₂ e] (market-based)	20,391	13,764	15,443	11,827
Reduction achieved [%] (market-based)	N/A	-32% ²⁸	-24% ²⁹	-42%

The baseline against which progress towards the target is measured is representative as it relates to 2021, a year in which no significant anomalies³⁰ were identified in the Group's operations.

Decarbonisation levers

Decarbonisation lever:	Percentage contribution to 2030 target in relation to the baseline year
For Scope 1 and 2 emissions³¹	
Transition to alternative (low-carbon) methods of heating warehouses and offices	18%
Use of electricity from renewable energy sources	66%
Other Fleet emissions reduction and energy efficiency	16%

The Inter Cars Group may adopt new technologies to pursue the decarbonisation levers, particularly those relating to the transition to alternative methods of heating offices and warehouses and reducing fleet emissions. The decision to use a particular technology will depend on its technical and market maturity.

ENERGY CONSUMPTION AND ENERGY MIX [E1-5]

The Inter Cars Group identifies the issue of energy consumption as material. Fuel and energy are consumed in the normal conduct of the Group's business and across its value chain. Energy consumption and the energy mix are presented in MWh.

This year, adjustments were made to the comparative energy consumption data for 2024, involving the reclassification of a portion of the energy consumption volume (in MWh) from renewable sources to fossil fuels, as well as the correction of an error in the original consumption figure. At the same time, the identified shifts in Scope 1 and 2 emissions data are offsetting in nature and do not affect the total level of CO₂ emissions; therefore, no adjustment was made to the emissions figures.

²⁸ SLL's own indicator – KPI 1.

²⁹ SLL's own indicator – KPI 1.

³⁰ In 2021, the Group recorded a significant increase in sales, but it is not regarded as a one-off incident with a view to maintaining the trend in subsequent years. The Group's structure did not change significantly in 2021.

³¹ The Inter Cars Group has decarbonisation levers for Scope 1 and 2 only.

Total energy consumption related to Inter Cars Group's operations by the main sources of its origin

Energy consumption and energy mix	2025	2024 after transformation	2024
Consumption of fuel from coal and coal products [MWh]	0	0	0
Consumption of fuel from crude oil and petroleum products [MWh]	18,584	16,938	16,938
Consumption of fuel from natural gas [MWh]	27,900	25,939	25,939
Consumption of fuel from other fossil sources [MWh]	0	0	0
Consumption of purchased or procured electricity, heat, steam and cooling from fossil sources [MWh]	11,641	12,948	11,634
Total fossil energy consumption [MWh]	58,125	55,825	54,511
Share of fossil sources in total energy consumption [%]	75%	77%	75%
Energy consumption from nuclear sources [MWh]	0	0	0
Share of energy from nuclear sources in total energy consumption [%]	0	0	0
Fuel consumption from renewable sources, including biomass (also including industrial and municipal bio-waste, biogas, renewable hydrogen, etc.) [MWh]	94	0	0
Consumption of purchased or procured electricity, heat, steam and cooling from renewable sources [MWh]	16,597	14,565	16,257
Consumption of renewable energy produced without fuel use [MWh]	2,249	1,695	1,733
Total energy consumption from renewable sources [MWh]	18,940	16,260	17,990
Share of renewable sources in total energy consumption [%]	25%	23%	25%
Total energy consumption [MWh]	77,065	72,085	72,501

Total fossil energy consumption in the sector with significant climate impact in the Inter Cars Group

Energy intensity per net revenue	2025	2024 after transformation	2024
Total energy consumption for business activity purposed in sectors with significant climate impacts per net revenue of activities in sectors with significant climate impacts ³² [MWh/1 million PLN]	3.63	3.70	3.72

GROSS SCOPES 1, 2, 3 AND TOTAL GHG EMISSIONS [E1-6]

The Inter Cars Group identifies the area of greenhouse gas emissions as material. The emissions arise both from its own operations and from the Group's value chain.

GHG (greenhouse gas) emissions were calculated according to the standard prepared by the Greenhouse Gas Protocol (GHG Protocol)³³. The reporting system for which they were calculated covers the annual cycle from January 1 to December 31,

³² Net revenue from operations in sectors with a significant impact on the climate (total net revenue from the Inter Cars Group's operations is included; revenue from operations not classified in sectors with a significant impact on the climate is immaterial) – Note 5 in the Consolidated Annual Report for the period from *January 1 to December 31, 2025*.

³³ The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard. Revised Edition. Link:

<https://ghgprotocol.org/sites/default/files/standards/ghg-protocol-revised.pdf>

GHG Protocol: Scope 2 Guidance. An amendment to the GHG Protocol Corporate Standard. Link:

2024. The Inter Cars Group uses the operational control method as an approach to consolidate emissions³⁴. The data extracted for the calculations comes from cost invoices, fuel consumption reports, corporate management system readings.

The emission factors used to calculate GHG emissions were taken from international publicly available databases. The tools used in the calculation included DEFRA, KOBIIZE, URE, World Bank Balance, European Energy Agency, AIB Residual Mix and Exiobase. The emission factors include seven greenhouse gases: CO₂, CH₄, N₂O, HFCs, PFCs, SF₆, and NF₃. The most recent global warming potential values published by the IPCC based on a 100-year time horizon were used to calculate the carbon dioxide equivalent emissions of gases other than CO₂.

According to the *Procedure for calculating the carbon footprint in the Inter Cars Group*, it is permissible to calculate the carbon footprint based on consumption estimates. These estimates are based on comparative data and/or reliable and documented assumptions. The estimated data for Scopes 1 and 2 include the consumption of utilities for buildings for which actual data was not available. The most common reason for the lack of actual data is the inclusion of the price for utilities in the rental costs. Three types of estimation were used: price-based (based on the average price per unit), area-based (based on average utility consumption per square meter of building area), and CRREM (based on energy consumption indicators specific to a given property type and country, in accordance with the Carbon Risk Real Estate Monitor tool designed for the real estate sector).

For scope 3, the estimation methods listed were also used. When selecting the categories to be included in the estimates, the criterion of the ratio of the organization's effort to the results achieved was also taken into account. For category 9, in the case of consumption of stationary fuels, electricity and district heating, the data is estimated based on the actual data for the locations in Scopes 1 and 2. Consequently, the estimates for Scope 3 greenhouse gas emissions are subject to a high degree of measurement uncertainty.

In March 2025, a materiality assessment was conducted for each Scope 3 category. The assessment was based on data regarding emissions calculated in 2024 and in previous years. Two aspects were considered during the materiality assessment:

- materiality by the type of operations carried out by the Inter Cars Group,
- materiality by the share of emission in a given category in Scope 3 emissions. The materiality threshold adopted is 1%.

The category is considered material, if at least one of these aspects is found material.

The materiality analysis is conducted every five years or in the event of a significant occurrence or a significant change in circumstances.

<https://ghgprotocol.org/sites/default/files/2023-03/Scope%202%20Guidance.pdf>

The Corporate Value Chain (Scope 3) Accounting and Reporting Standard. Supplement to the GHG Protocol Corporate Accounting and Reporting Standard. Link:

https://ghgprotocol.org/sites/default/files/standards/Corporate-Value-Chain-Accounting-Reporting-Standard_041613_2.pdf

³⁴ The method of data consolidation, i.e. the determination of reporting boundaries and the classification of emissions into emission ranges according to the standard prepared by the GHG Protocol, follows the operational control method. An undertaking has operational control over an activity if it, either by itself or through a subsidiary, has full authority to implement and enforce its operational policies within that activity. The scope of consolidation is therefore the same as the scope of consolidation of the Sustainability Statement described under disclosure BP-1 and BP-2.

Scope 3 category materiality assessment

No.	Scope 3 category	Details	Materiality
1	Purchased goods and services	<ol style="list-style-type: none"> 1. Materiality due to the type of operations carried out by Inter Cars Group, based on the sale of purchased products. 2. The highest share of emissions in this Scope 3 category in 2024 exceeds 80%. 	Yes
2	Capital goods	<ol style="list-style-type: none"> 1. Materiality due to the type of operations carried out by Inter Cars Group, which require investment to develop logistics services. 2. Material share of emissions in this Scope 3 category in 2024 (3.6%). 	Yes
3	Fuel- and energy-related activities not included in Scope 1 or Scope 2	<ol style="list-style-type: none"> 1. Materiality due to the nature of the Inter Cars Group's business (transport and distribution of goods). 2. Negligible share of emissions in this category within Scope 3 in 2024 (0.2%). 	Yes
4	Upstream transportation and distribution	<ol style="list-style-type: none"> 1. High materiality due to the nature of the Inter Cars Group's operations, which use external transport services to distribute products. 2. Material share of emissions in this category within Scope 3 in 2024 (10.7%). 	Yes
5	Waste generated in operations	<ol style="list-style-type: none"> 1. Low materiality due to the relatively low generation of waste in the Inter Cars Group's operations. 2. Negligible share of emissions in this category within Scope 3 in the years 2021-2023 (approximately 0.01%). 	No
6	Business travel	<ol style="list-style-type: none"> 1. Low materiality due to the type of operational activities carried out, which do not require a lot of business travel from the Inter Cars Group employees. 2. Negligible share of emissions in this category within Scope 3 in the years 2021-2023 (0.01%). 	No
7	Employee commuting	<ol style="list-style-type: none"> 1. Low materiality due to the fact that most of the employees live nearby. 2. Negligible share of emissions in this category within Scope 3 in the years 2021-2023 (approx. 0.4%). 	No
8	Upstream leased assets	<ol style="list-style-type: none"> 1. Low materiality due to the type of operational activities carried out, which do not include the lease of assets. 2. Negligible share of emissions in this category within Scope 3 in 2024 (0.04%). 	No
9	Downstream transportation and distribution	<ol style="list-style-type: none"> 1. High materiality due to the type of operational activities carried out by the Inter Cars Group, which are based on the activities of distributors. 2. Material share of emissions in this Scope 3 category in 2024 (2.1%) 	Yes
10	Processing of sold products	Not applicable – the Inter Cars Group does not sell semi-finished products intended for further processing by other undertakings.	N/A
11	Use of sold products	<ol style="list-style-type: none"> 1. High materiality due to the fact that the category makes up the life cycle of the products sold 2. Material share of emissions in this Scope 3 category in 2024 (3.6%) 	Yes
12	End-of-life treatment of sold products	<ol style="list-style-type: none"> 1. High materiality due to the fact that the category makes up the life cycle of the products sold 2. Negligible share of emissions in this Scope 3 category 2024 (0.2%) 	Yes
13	Downstream leased assets	<ol style="list-style-type: none"> 1. Low materiality due to the type of operational activities carried out, which do not include the lease of assets. 2. Negligible share of emissions in this Scope 3 category in 2024 (0.04%) 	No
14	Franchises	Not applicable – branches that could be considered franchises are classified under category 9 and treated as distribution points.	N/A
15	Investments	<ol style="list-style-type: none"> 1. Low materiality due to the relatively low share of Scope 1 and 2 in the case of jointly controlled companies in total fuel and energy consumption in the Inter Cars Group. 2. Negligible share of emissions in this category in 2021-2023 (<0.01%) 	No

Scope 1 and 2 GHG emissions in the Inter Cars Group

GHG emissions	2025	2024	2021 (base year)	Change 2024/2025 [%]	Change 2021/2025 [%]
Scope 1 GHG emissions					
Gross Scope 1 GHG emissions [t CO ₂ eq]	10,280	8,730	9,718	+18%	+6%
Scope 2 GHG emissions					
Gross Scope 2 GHG emissions, market-based [t CO ₂ eq]	5,163	5,034	10,673	+3%	-52%
Gross Scope 2 GHG emissions, location-based [t CO ₂ eq]	11,668	11,561	10,138	+1%	+15%

The change in greenhouse gas emissions under Scopes 1 and 2 during the reporting year is primarily attributable to the expansion of the Group's operations, including the growth of its vehicle fleet, higher fuel consumption, and the commissioning of new warehouse facilities to support logistics operations.

Material Scope 3 GHG emissions in the Inter Cars Group

GHG emissions	2025	2024	Change 2024/2025 [%]
Total indirect Scope 3 GHG emissions [t CO ₂ eq]	2,110,307	1,861,961	+13%
1. Goods and services purchased [t CO ₂ eq]	1,699,747	1,483,506	+15%
2. Investment goods [t CO ₂ eq]	83,056	67,632	+23%
3. Emissions related to energy and fuels not covered by Scope 1 and 2 [t CO ₂ eq]	4,852	3,683	+32%
4. Upstream transportation and distribution [t CO ₂ eq]	185,309	199,609	-7%
9. Downstream transportation and distribution [t CO ₂ eq]	50,187	38,303 ³⁵	+31%
11. Use of products sold [t CO ₂ eq]	83,666	66,465	+26%
12. Processing of end-of-life products sold [t CO ₂ eq]	3,490	2,763	+26%

The increase in absolute greenhouse gas emissions in Scope 3 during the reporting year is directly linked to the continued expansion of the Group's operations, including growth in revenue and in the volumes of goods purchased and sold across the entire value chain. At the same time, the Group continued its optimization efforts in the area of business and logistics processes, which resulted in improved transport efficiency.

Total GHG emissions in the Inter Cars Group

GHG emissions	Information regarding the past				
	2025	2024	2021 base year	Change 2024/2025 [%]	Change 2021/2025 [%]
Total GHG emissions, location-based [t CO ₂ eq]	2,132,255	1,880,549 ³⁶	1,462,634	+13%	+46%
Total GHG emissions, market-based [t CO ₂ eq]	2,125,750	1,875,725	1,463,169	+13%	+45%

³⁵ The value for 2024 calculated using the market-based method.

³⁶ The value for 2024 includes category 9 calculated using the location-based method, amounting to 36,600 [t CO₂e].

Greenhouse gas emissions intensity was calculated as total greenhouse gas emissions (the sum of Scopes 1, 2 and 3) relative to the Inter Cars Group's net revenue.

GHG intensity per net revenue

GHG intensity per net revenue ³⁷	2025	2024
Total GHG emissions per net revenue, location-based. [t CO ₂ eq/k PLN]	0.101	0.096
Total GHG emissions per net revenue, market-based, [t CO ₂ eq/k PLN]	0.100	0.096

GHG REMOVALS AND GHG MITIGATION PROJECTS FINANCED THROUGH CARBON CREDITS [E1-7]

In 2025, the Inter Cars Group did not carry out activities to permanently remove or actively promote the removal of greenhouse gases from the atmosphere.

INTERNAL CARBON PRICING [E1-8]

In 2025, the Inter Cars Group did not use an internal carbon pricing system for its climate change impact management processes.

2.3. POLLUTION [ESRS E2]

The Inter Cars Group has not adopted separate policies or defined targets and actions regarding Topic E2: Pollution because—according to the results of a double materiality assessment conducted on the basis of publicly available data and sectoral analyses—this topic was deemed material only at the upper and lower levels of the value chain (in particular among suppliers of goods and transportation services), and not in relation to the Group's own operations. At the same time, this area will be covered by the planned due diligence processes carried out in the value chain in accordance with the adopted *Due Diligence Policy*.

POLICIES RELATED TO POLLUTION [E2-1]

The Inter Cars Group does not have policies in place to address the negative impacts of pollution in the value chain. The Group has policies in place covering, among other things, environmental protection matters such as:

- *The Code of Conduct and Good Market Practice of the Inter Cars S.A. Capital Group* – it is described in detail in Chapter 4.1 *Business Conduct [ESRS G1]*,
- Occupational Health, Safety, and Environmental Policy – described in detail in Chapter 2.5. *Resource use and circular economy [ESRS E1]*.

ACTIONS AND RESOURCES RELATED TO POLLUTION [E2-2]

In 2025, the Inter Cars Group did not take any actions regarding significant potential adverse impacts on pollution within the value chain.

These topics will be monitored in accordance with the adopted *Due Diligence Policy*.

TARGETS RELATED TO POLLUTION [E2-3]

In 2025, the Inter Cars Group did not have any measurable targets in place for managing pollution impacts in the value chain.

POLLUTION OF AIR, WATER AND SOIL [E2-4]

As part of the double materiality assessment process, the Group demonstrated that impacts related to pollution were not considered material with respect to its own operations; therefore, disclosure in accordance with ESRS E2-4 does not apply.

³⁷ Net revenues - Note 5 in the *Consolidated Annual Report for the period from January 1 to December 31, 2025*.

SUBSTANCES OF CONCERN AND SUBSTANCES OF VERY HIGH CONCERN [E2-5]

The Inter Cars Group has taken steps to obtain data regarding its value chain necessary for disclosure under E2-5 – Potentially Hazardous Substances and Substances of Very High Concern, including, in particular, requesting suppliers to provide the required information and data. Nevertheless, in accordance with the requirements of Section 10.2 of ESRS 1, the Inter Cars Group notes that the response rate from its business partners remained low, and at the same time, the information and data provided by business partners were insufficient for a reliable and comparable disclosure of information for the indicator. Among the most likely reasons why not all necessary information and data could be obtained by the Inter Cars Group is the lack of operational capacity to collect (including systematic acquisition of) environmental data on the part of its contractors. Notwithstanding the above, the Inter Cars Group plans to systematize the processes related to obtaining information and data from its contractors in the coming years and to gradually expand the scope of the information and data obtained, taking into account the “undue cost or effort” clause.

2.4. WATER AND MARINE RESOURCES [ESRS E3]

The Inter Cars Group has not adopted separate policies or defined targets and actions regarding E3 Water and Marine Resources because—according to the results of a double materiality assessment conducted on the basis of publicly available data and sectoral analyses—this topic was deemed material only at the upper and lower levels of the value chain (in particular among suppliers of commodity products, e.g., products containing metal and rubber parts), and not in relation to the Group’s own operations. At the same time, this area will be covered by the planned due diligence processes carried out in the value chain in accordance with the adopted *Due Diligence Policy*.

POLICIES RELATED TO WATER AND MARINE RESOURCES [E3-1]

The Inter Cars Group does not have policies in place to address negative impacts on water and marine resources within its value chain.

The Group has documents in place covering, among other things, environmental protection matters, such as:

- *The Code of Conduct and Good Market Practice of the Inter Cars S.A. Capital Group* – described in detail in Chapter 4.1 Business Conduct [ESRS G1],
- Occupational Health, Safety, and Environmental Policy – described in detail in Chapter 2.5. *Resource use and circular economy* [ESRS E1].

ACTIONS AND RESOURCES RELATED TO WATER AND MARINE RESOURCES [E3-2]

In 2025, the Inter Cars Group did not take any actions regarding potentially material adverse impacts on water and marine resources within the value chain.

These topics will be monitored in accordance with the adopted *Due Diligence Policy*.

TARGETS RELATED TO WATER AND MARINE RESOURCES [E3-3]

In 2025, the Inter Cars Group did not have any measurable targets in place for managing pollution impacts on water and marine resources within the value chain.

WATER CONSUMPTION [E3-4]

As part of the double materiality assessment process, the Group demonstrated that the impacts related to pollution were not considered material with respect to its own operations; therefore, disclosure in accordance with ESRS E3-4 does not apply.

2.5. RESOURCE USE AND CIRCULAR ECONOMY [ESRS E5]

POLICIES RELATED TO RESOURCE USE AND CIRCULAR ECONOMY [E5-1]

The circular economy concept is embedded in the Inter Cars Group's vision focused on ensuring safe and long-lasting use of cars. The *Inter Cars Group's Sustainability Strategy* and the double materiality assessment process treat circular economy as one of the priorities with regard to which the Group makes commitments and sets measurable targets for the years to come. Inter Cars S.A. has a Remanufacturing and Circular Economy Department responsible for developing initiatives related to circularity and product remanufacturing. Its primary aim is to develop, and coordinate Inter Cars' offer of remanufactured products. This department is coordinated by the Remanufacturing and Circular Economy Director. In 2024, areas of material impact, risks, and opportunities from the perspective of the circular economy were identified; in 2025, their materiality was reconfirmed during the review of the double materiality assessment. The results of these activities form the basis for developing a circularity policy for the Inter Cars Group. Until it is adopted, Inter Cars Group companies continue to operate based on the targets set out in the *Sustainability Strategy*, taking into account European and national regulations related to circular economy and waste management.

In the Inter Cars Group, the circular economy matters are also governed by other documents which do not meet the MDR-P³⁸ requirements specified below. Each document is available to employees on the internal intranet.

Occupational Health, Safety and Environmental Protection Policy in Inter Cars Capital Group requires all employees to minimise the negative impact of operations on the environment. This particularly relates to reducing the consumption of resources, water or electricity during work.

The ILS Company pursues an ***Environmental Policy***, which sets out ILS's strategic targets, such as rational management of water, resources, waste and energy, and reducing emissions of pollutants and noise.

Since 2021, ILS has been using an **environment management system** compliant with ISO 14001:2015. Its implementation was preceded by, among other things, an analysis of the company's direct and indirect impact on the environment and a review of its compliance with the requirements of environmental legislation.

In 2025, ILS successfully underwent an ISO 14001:2015 environmental management system recertification audit. The scope of the certification covered transportation management, logistics services—including warehousing, human resources management, infrastructure management—including maintenance and planning, as well as the implementation and improvement of environmental management systems. The audit was conducted by the certification company DEKRA.

The Inter Cars Group's decision on foregoing the use of primary resources, including the relative increase in the use of secondary resources, was disclosed under E5-2 with regard to the sale of remanufactured parts.

ACTIONS AND RESOURCES RELATED TO RESOURCE USE AND CIRCULAR ECONOMY [E5-2]

The activities carried out as part of the circular economy impact are ongoing and address identified impacts, risks, and opportunities. In 2025, the Group did not have a separate plan for capital and operating expenditures in this area as these activities were part of the ongoing operational activities carried out by the Group.

The Inter Cars Group carries out actions related to resource use and circular economy, focusing mainly on the following three areas:

- sale of remanufactured parts and reverse logistics of cores,
- garage waste collection,
- extended producer liability.

³⁸The policies do not directly address the impacts, risks and opportunities identified in the course of the double materiality screening process. They address them in a limited and indirect way.

Sale of remanufactured parts and reverse logistics of cores

The Inter Cars Group offers customers an extensive portfolio of remanufactured parts. This area is handled by the Remanufacturing and Circular Economy Department, which:

- liaises with suppliers of remanufactured parts and is responsible for their verification,
- builds knowledge of remanufactured parts and awareness of the benefits of their use in vehicle repair among the Inter Cars Group employees, business partners and customers,
- handles the promotion and sale of remanufactured parts,
- supervises the quality of the remanufactured products offered,

The Inter Cars Group distributes remanufactured products from approximately 40 suppliers, including its subsidiary Lauber, one of the suppliers of remanufactured parts, whose product range includes over 10,000 components in the following product lines: alternators, starters, manual and power steering transmissions, brake callipers, power steering pumps and diesel injectors.

Sale of remanufactured cores

The Remanufacturing and Circular Economy Department has been designing and implementing an effective system for returning cores to remanufacturers so that they can be reused in vehicle repair after being disassembled by mechanics, verified by Inter Cars and remanufactured by remanufacturers.

The Group has established targets for the return rate of cores to remanufactured parts suppliers, as reflected under E5-3, which are linked to the sustainable financing initiatives described in Chapter 1.4 *Sustainable financing*.

Garage waste collection

In Poland, Inter Cars also offers the Bio Service, i.e. dedicated support for garages in comprehensive and compliant waste management.

The Bio Service includes, among other things:

- collection of hazardous and non-hazardous waste directly from garages, in a comprehensive and professional manner, in compliance with legal requirements,
- proper management of the waste collected, in accordance with the waste management hierarchy,
- an opportunity to benefit from consultations with experts in the field of wide-ranging environmental law, including assistance in preparing the necessary waste management documentation,
- a favourable refund system resulting in reduced costs for the waste collection and recycling service,
- provision of solutions to improve the efficiency of waste management in garages.

In 2025, the Group cooperated with over 1,207 garages with regard to the Bio Service. During this period, cooperation with 299 new garages in Poland was initiated.

TARGETS RELATED TO RESOURCE USE AND THE CIRCULAR ECONOMY [E5-3]

As part of its *Sustainability Strategy*, in the *Automotive Parts* area, the Inter Cars Group has set voluntary targets related to resource efficiency and circular economy (CE), covering the entire value chain. As a spare parts distributor, the Inter Cars Group has set targets aligned with its business activities. The targets are not based on conclusive scientific evidence.

Activities in the area of developing the remanufactured parts segment take place across the upstream and downstream value chain, involving both in-house operations and cooperation with suppliers and customers. By contrast, the target related to responsible waste management is pursued by involving business partners in the downstream value chain, contributing to reducing their environmental impact. The targets are not prioritised.

Information on the target-setting methodology and a detailed description of this process is disclosed in Chapter 1.3 *Strategy* under SBM-1 in the *Sustainability Strategy*.

Sustainability targets related to Circular Economy

Commitment resulting from the Strategy	Targets/commitments	Target achievement level
1B: As a market leader, we will actively drive development of car parts re-manufacturing segment and the sale of used car parts while shaping customer preferences around circularity and minimizing the influence of our packaging on the environment.	- By the end of 2026, we will have increased the sales of remanufactured and used parts by 100%, compared to the 2022 sales levels.	- In 2025, sales of remanufactured and used parts increased by approximately 75% compared to 2022.
	- By the end of 2030, we will have achieved an annualised core return rate of 80% within the business customer market in the European Union.	- In 2025, a 51.4 per cent core return rate (in the EU business customer market) was achieved.
	- By the end of 2030 we will have increased the share of recyclate in the composition of the unit packages of our remanufactured and used products by at least 80%.	- In 2025, no new measures affecting the level of progress toward the target were implemented, and no assessment of the progress level was conducted.
3B: We will manage waste responsibly and reduce its mass through circularity and innovation.	- We are committed to increasing the number of garages having a Bio Service contract in place, which return waste at least once every two years (compared to the 2023 figures), by 5% each year ³⁹ .	- In 2025, the percentage of garages returning waste at least once every two years increased by 3.69% (compared to 2023).

The Group's 3B target is in line with the waste management hierarchy⁴⁰, i.e. waste prevention and preparation for reuse (core reclamation, weight reduction) are used first, followed by recycling other recovery processes (use of recyclate in packaging).

RESOURCE OUTFLOWS [E5-5]

In the case of the Inter Cars Group's activities, the waste generated in the course of its activities has a significant impact on the environment. The Group is engaged in distribution activities and does not identify material impacts, risks and opportunities in other topics related to circular economy.

The Group's activities mainly generate industrial waste, such as cardboard, plastic and wood packaging, as well as tyres or batteries. Waste management is carried out under strict control in accordance with the applicable law. The Group applies uniform rules for the classification and recording of waste: in Poland, in accordance with the Regulation of the Minister of Climate on the Waste Catalogue; in companies located within the European Union, in accordance with the European Waste Codes (EWC), and for other companies, in accordance with their national equivalents. A standardized waste data collection formula is used for all companies, specifying the individual types of waste. For Polish companies, the data is verified in the national waste database BDO, through which reports on the quantity and type of waste produced are prepared. In subsidiaries located in other countries, source documentation such as invoices and internal waste quantity monitoring systems was used.

The Group only cooperates with waste collectors holding waste management authorization required by law.

³⁹ Due to changes in the regulatory environment, the target will be reviewed in 2026.

⁴⁰ Art. 4. 1 of Directive 2008/98/EC (Waste Framework Directive)

The total weight of the outflows was calculated on the basis of actual data. For Polish companies, the data was entered based on waste transfer forms (KPO) and waste generation reports from the BDO waste database. In subsidiaries located in other countries, source documentation such as invoices and internal waste quantity monitoring systems was used. The weight of recyclable materials was estimated based on the expert knowledge of the Inter Cars Group specialists and experts from their waste recovery organizations. In cases where the method of waste management was unknown, alternative disposal processes were assumed.

In 2025, a total of 24,949 Mg of waste was generated in the Inter Cars Group. 18,936 Mg of waste was recycled.

Total weight of hazardous and non-hazardous waste generated by type of waste

Type of waste	Total mass of hazardous waste generated [Mg]		Total mass of non-hazardous waste generated [Mg]		Sum [Mg]	
	2025	2024	2025	2024	2025	2024
Packaging and sorbents	43	391	14,883	12,504	14,926	12,895
Equipment and vehicle waste	3,702	644	3,750	494	7,452	1,138
Greases and oils	2,138	12	0	0	2,138	12
Metal waste	98	0	18	370	116	370
Chemical waste	19	88	4	10	23	98
Construction and demolition waste	0	45	294	187	294	232
Total	6,000	1,180	18,949	13,565	24,949	14,745

The increases in reported figures for waste generated are primarily due to the expansion of our operational activities, including the opening of new warehouses and organizational changes in waste management, which involved scaling up operations and broadening the scope of waste streams captured and reported compared to the previous year.

Total weight of hazardous and non-hazardous waste by management method

Management method	2025 [Mg]	2024 [Mg]
WASTE SENT FOR RECOVERY		
Hazardous waste	5,085	618
Preparation for reuse	1,287	0
Recycling	3,259	207
Other recovery processes	539	411
Non-hazardous waste	18,060	13,305
Preparation for reuse	1,304	550
Recycling	15,677	12,529
Other recovery processes	1,079	226
Total mass of waste sent for recovery	23,145	13,923
WASTE SENT FOR DISPOSAL		
Hazardous waste	915	562
Incineration	0	0
Landfilling	209	0
Other disposal processes	706	562
Non-hazardous waste	889	260
Incineration	54	0
Landfilling	186	56
Other disposal processes	649	204
Total mass of waste sent for disposal	1,804	822

Management method	2025 [Mg]	2024 [Mg]
Total mass of radioactive waste	0	0
TOTAL MASS OF WASTE GENERATED	24,949	14,745
Total mass of hazardous waste	6,000	1,180
Total mass of non-recycled waste	6,013	2,009
Percentage of non-recycled waste [%]	24%	14%

3. SOCIAL INFORMATION [ESRS S1 AND S4]

3.1. OWN WORKFORCE [ESRS S1]

MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERACTION WITH STRATEGY AND BUSINESS MODEL [SBM-3]

The Inter Cars Group has assessed the impacts, risks and opportunities related to its own workforce resources ⁴¹ resulting from the type of its business activity, business model and *Business Strategy*. Material impacts were identified for all persons employed in the Inter Cars Group - regardless of the form of employment or position held in the organisation's structure. A description of the impact is presented in Chapter 1.5 *The Management of material impacts, risks, and opportunities*, as part of SBM-3, and the actions taken in this regard are described under S1-4. The identified impacts, risks and opportunities related to own workforce are addressed in *the Sustainability Strategy*, which forms part of the Group's *Business Strategy*.

As part of the analysis of risks related to its own workforce, no operational activities or geographical areas of increased risk of the use of forced or child labour were noted.

INTERESTS AND VIEWS OF STAKEHOLDERS [SBM-2]

In the Inter Cars Group's business model, the Management Board takes into account the interests, views and rights of its own workforce. The specific processes for gathering feedback and incorporating it into strategies are described in Disclosure S1-2, constituting a part of the present disclosure.

PROCESSES FOR ENGAGING WITH OWN WORKERS AND WORKERS' REPRESENTATIVES ABOUT IMPACTS [S1-2]

The interests, views and rights of the Inter Cars Group's own workforce are taken into account on an ongoing basis within the business model, *Business Strategy*, *Sustainability Strategy* and projects implemented by the Group, based on, among other things, opinions gathered through:

- an annual engagement and satisfaction survey,
- regular meetings of the Management Board with the management team representatives from all subsidiaries.

The results gathered in the course of these processes are also used to analyse the impact of the implemented measures, including measures taken to implement the Strategy related to the company's own workforce, including groups of employees particularly vulnerable to negative impacts and risks.

In addition, Inter Cars S.A. and ILS have Works Councils (composed of seven and five members respectively) in place, elected in a free and universal vote (covering 25% of the Group's total workforce). The Works Councils were not involved in the double materiality assessment process due to the direct survey held among all employees. The Works Council councils do not participate in decision-making regarding identified impacts and risks related to human resources.

To assess the level of employee engagement, the Inter Cars Group has adopted the eNPS indicator ⁴², which measures employees' willingness to recommend their employer as a place to work. As part of the *Sustainability Strategy*, a target related to the level of the eNPS indicator has been set.

The survey results, along with recommendations for actions addressing the needs identified in the engagement and satisfaction survey, are presented to managers at all Group companies. In addition, employees receive information about the results of the engagement and satisfaction survey via an online platform. The Human Capital Director, reporting directly

⁴¹ Own workforce includes all types of employment in the Inter Cars Group: employees and non-employees employed under: employment contract, civil law contracts, self-employed, managerial contracts, apprenticeships, through employment agencies.

⁴² The Employee Net Promoter Score (eNPS) is an indicator that measures employees' willingness to recommend an employer as a place to work.

to the Management Board Member - Chief Financial Officer, is responsible for ensuring employee and non-employee engagement.

POLICIES RELATED TO OWN WORKFORCE [S1-1]

The Inter Cars Group has a working environment that complies with the applicable international law⁴³, ensuring respect for human rights, including employee rights. Employee issues are regulated through internal documents and procedures adopted within the Group. Each document has been adopted by the Management Board and is available to employees on the internal intranet. The adopted documents are linked to the identified impacts, risks and opportunities for the following topics: Working conditions, Equal treatment and opportunities for all and other work-related Rights, described in detail in Chapter 1.5 *Managing of material impacts, risks and opportunities*. The Group does not have structured processes for monitoring the policies in this area, but employees may file reports related to the policies through the whistleblowing system, described in detail in Chapter 4.1 *Business conduct [ESRS G1]*, under G1-1 Business conduct policies and corporate culture. The above-mentioned documents were not consulted with the employees prior to their adoption and do not contain metrics related to human rights violations. In 2025, the following two new policies were adopted: *Diversity Policy and Training Policy*

Human Capital Management Policy: sets out the targets of Human Capital Management, describes the vision, culture and values of the Group.

Personnel policy: describes the remuneration and bonus policy, the rules for conducting salary reviews as well as the rules regarding pay raises and benefits. It addresses the principles of creation of career paths, the competence requirements for individual positions and the method of their description. It defines the employee appraisal system, organisational structure standards and the employee onboarding process. The policy covers all persons employed in the Inter Cars Group and is implemented in all markets.

Code of Labour: this document lays out the provisions regulating the internal order at the workplace, i.e. Inter Cars S.A. - defining the rights and obligations of the employees related to the organisation and work order. Companies not required to formulate such regulations are guided by the Labour Code or local law, depending on the country.

Regulations of the Employee Benefits: describes the principles of creation and use of the social benefits fund. The Regulations relate to the employees of Inter Cars S.A.

Remuneration regulations: describes the remuneration principles from the point of view of the requirements of the Labour Code in Inter Cars S.A. Companies not obliged to formulate such regulations are guided by the Labour Code or local law depending on the country.

Occupational Health and Safety and Environmental Protection Policy in the Inter Cars Capital Group: sets out the principles adopted to take care of safety and ergonomics at work. The occupational health and safety rules are also described in more detail in the companies' internal regulations compliant the national law.

Workplace Mobbing Prevention Policy: defines harassment and outlines the principles for reporting suspected harassment and conducting an internal investigation in the event a report to this effect is filed. The policy applies to the Inter Cars Group and relates to all of its employees.

Inter Cars Group Diversity Policy: sets out the principles for promoting a culture based on equality, respect, and inclusion. The document establishes guidelines for equal treatment in HR processes, combating discrimination, and supporting the integration of employees of different ages, genders, nationalities, and abilities. The policy was adopted by Inter Cars S.A.

Inter Cars Group Training Policy: provides employees with equal and voluntary access to trainings aimed at developing soft and hard skills, supporting the development of an engaged and competent workforce. The document sets out transparent

⁴³ UN Guiding Principles on Business and Human Rights, the International Labour Organisation Declaration on Fundamental Principles and Rights at Work and the OECD Guidelines for Multinational Enterprises

rules for planning, financing, and implementing training programs, as well as their evaluation, in accordance with the organization's strategic needs. The policy applies to employees of companies located in Poland⁴⁴,

Inter Cars Group's internal communication rules: define the way in which the Group communicates. They indicate the communication channels and the information classes that should be communicated via the designated channels. Contains good communication practices and communication groups within the Inter Cars Group.

Inter Cars Group's Due Diligence Policy: it demonstrates the Inter Cars Group's commitment to respecting human rights, in relation to the entire value chain, including its own workforce. For more information on the Policy, see Chapter 4.1 *Business conduct* [ESRS G1]

PROCESSES TO REMEDIATE NEGATIVE IMPACTS AND CHANNELS FOR OWN WORKERS TO RAISE CONCERNS [S1-3]

Information on the processes to remediate negative impacts and channels for own workforce to raise concerns is disclosed in Chapter 4.1 *Business conduct* [ESRS G1], under G1-1 [Business conduct policies and corporate.

TAKING ACTION ON MATERIAL IMPACTS ON OWN WORKFORCE, AND APPROACHES TO MITIGATING MATERIAL RISKS AND PURSUING MATERIAL OPPORTUNITIES RELATED TO OWN WORKFORCE, AND EFFECTIVENESS OF THOSE ACTIONS [S1-4]

Actions carried out to influence own workforce constitute continuous activities that address identified impacts, risks, and opportunities, and lead to achieving of the set targets. The Human Capital Director, the Human Capital Management Department and the HR units of each company are responsible for all actions impacting the workforce.

In order to achieve the level of the eNPS indicator assumed in the *Sustainability Strategy*, the Inter Cars Group has taken measures focused on:

- occupational health and safety,
- Improving staff competence,
- reducing the pay gap,
- mitigating the risk of losing key competencies and ensuring operational continuity,
- employee volunteering.

Ensuring a safe workplace

In the area of Occupational Health and Safety, the Inter Cars Group focuses on complying with applicable legal requirements and maintaining high safety standards. These are ongoing efforts that contribute to improving workplace safety. These measures are tailored to each country where the Inter Cars Group operates.

One of the measures implemented at companies located in Poland is regular safety audits, which aim to assess compliance with requirements, identify hazards, and recommend actions that can improve safety levels at a given location.

Detailed figures regarding occupational health and safety are presented in under S1-14. These data are regularly monitored throughout the year and reported to the relevant authorities immediately after an accident occurs. In accordance with legal obligations in the respective country, appropriate corrective and mitigating actions are taken after an accident is recorded.

Improving staff competence

The Inter Cars Group offers employees a training programme aimed at developing the qualities and qualifications considered to be the most essential elements of the competence model. The offer includes training in soft skills and technical skills in the operation of programmes and systems used in the organisation. In addition, the Group runs its own programme entitled *Manager Academy*. This project is designed for top-level management, with the aim of improving key processes, supporting individual development, increasing operational efficiency, and assisting in the achievement of the organization's strategic goals. The project was implemented at the Management Board level and among managers holding key roles within the

⁴⁴ Excluding the companies Feber and Lauber.

organization. In 2025, a programme entitled *Management Academy*, intended for individuals carrying out project tasks or preparing to work in this area, was implemented. The program focused on imparting the most important competencies necessary for effectively managing projects within the organization, combining theoretical and practical elements.

Key figures for 2025:

Manager Academy

- a total of 50 activities were carried out (including 13 group workshops and 37 individual development sessions), amounting to 124 training hours,
- the project involved a group of 29 people.

Project Management Academy:

- a total of 14 training sessions were held for Polish companies and 14 for subsidiaries located in other countries, totalling 285 training hours;
- a total of 105 people from across the Capital Group participated in the training.

The effectiveness of initiatives aimed at enhancing employee competencies is monitored through an annual engagement and satisfaction survey. The survey includes, among other things, an assessment of the level of competency utilization in the workplace and an evaluation of satisfaction with the training offerings available within the Group.

Pay gap reduction

In 2025, the Inter Cars Group implemented measures aimed at reducing pay inequalities, including the pay gap. Meetings were held with the Group companies to raise awareness of equal pay and to identify the pay gap as an area requiring special management attention. Concurrently, a standardized analytical tool was developed at the Group level to enable quarterly monitoring of the pay gap across individual Group companies. This tool serves as the basis for identifying areas requiring intervention and for designing and implementing corrective measures at the local level in the coming years. Detailed figures regarding the pay gap are presented under S1-16.

Succession

To mitigate the risk of losing key competencies and ensure operational continuity, the Inter Cars Group has a succession programme in place, covering jobs of strategic importance within the organization. The program allows for the systematic identification of successors, the development of their competencies, and their preparation to assume roles through activities such as an annual review of succession positions, updating succession maps, developing development plans, and involving successors in development initiatives. These activities minimize operational risks resulting from turnover, reduce the time required to fill key roles, and support the development of internal talent. The program is also being gradually implemented in subsidiaries, which allows for a unified approach and the development of critical competencies across the entire Group.

Employee volunteering

Owing to the Inter Cars Foundation, the Inter Cars employees have the opportunity to participate in:

- volunteering events organized as part of the *Inter Dobro* program aimed at providing financial and expert support to employees' and associates of the Group.
- competence volunteering under the *Accelerator* mentoring programme as part of which they take part in a competence survey, receive training and expert support.

Key figures for 2025:

- 164 volunteers,
- 1,629.5 – the number of hours spent on volunteer work by Inter Cars Group employees.

TARGETS RELATED TO MANAGING MATERIAL NEGATIVE IMPACTS, ADVANCING POSITIVE IMPACTS, AND MANAGING MATERIAL RISKS AND OPPORTUNITIES [S1-5]

In the Inter Cars Group, the targets relating to its own workforce are implemented in accordance with the *2021-2025 Human Capital Management Strategy* and the *Sustainability Strategy*. Both strategies were prepared in cooperation with representatives of all subsidiaries.

The strategies address only selected areas of influence on the company's own workforce identified through the double materiality assessment (Working Conditions and Equal Treatment and Equal Opportunities for All). The identified targets are not directly addressed in the policies disclosed under S1-1.

Information on the target-setting methodology and a detailed description of this process is disclosed in Chapter 1.5 *Strategy* under SBM-1 in the *Sustainability Strategy*.

Sustainability targets related to climate change mitigation

The 5 pillars of the <i>Sustainability Strategy</i>	Targets/commitments	Target progress level
4A: At Inter Cars Group, acting in line with our values, we care about the safety, diversity and skills of our employees at every level of the organisation.	- We are committed to maintaining the global eNPS score at the level of at least 15% in our annual employee commitment survey.	- In the 2025 employee engagement survey, the global eNPS score reached 10%. ⁴⁵
	- By the end of 2026, we will have reduced the wage gap to no more than 5%. ⁴⁶	- In 2025, the unadjusted pay gap amounted to 16%, whereas the adjusted pay gap was 4-6%, as detailed under S1-16 remuneration metrics (pay gap and total remuneration).
4B: We will continue to support the development of accessible, safe, and responsible mobility for people and the climate.	- By the end of 2030, we will have established a pool of volunteers around the Foundation, who will have committed a total of 6000 hours of service to social and environmental projects ⁴⁷	- In 2025, all volunteers contributed a total of 2,777 hours of work to social and environmental projects at the Inter Cars Foundation. Since 2023, volunteers have contributed a total of 4,274 hours of work.

CHARACTERISTICS OF THE UNDERTAKING'S EMPLOYEES [S1-6]

In 2025, the Inter Cars Group directly employed (as at 31.12.2025) 5,961 employees, on a headcount basis. This figure includes all subsidiaries within the Group, including jointly controlled entities, but excludes associates, as they were not identified as material.

The Inter Cars Group identifies job security as an important topic on which it has a positive impact. 91% of the Group's employees are employed on a permanent basis.

The employee data disclosed in line with the S1 metrics come from the companies' internal systems and are collected and calculated centrally by Inter Cars S.A.

⁴⁵ The failure to achieve the eNPS score of at least 15% was primarily due to optimization efforts and changes in employee benefits that affected the benefits package. In addition, the restructuring processes underway in certain parts of the organization may have temporarily reduced employee satisfaction.

⁴⁶ The defined target relates to the adjusted pay gap.

⁴⁷ 2023 has been adopted as the baseline year, being the year in which the *Sustainability Strategy* was adopted.

Inter Cars Group employees

	2025	2024
Women	1,801	1,562
Men	4,160	3,699
Total	5,961	5,261

Inter Cars Group employees by country

Country	2025	2024
Poland	2,078	1,975
Ukraine	903	698
Romania	655	541
Croatia	335	351
Greece	427	325
Hungary	333	310
Czech Republic	277	263
Bulgaria	226	151
Slovenia	103	96
Slovakia	87	86
Bosnia and Herzegovina	99	78
Lithuania	76	75
Latvia	71	73
Moldavia	66	69
Serbia	58	56
Estonia	42	41
Albania	31	23
Italy	31	23
Germany	35	10
Belgium	13	6
Great Britain	6	6
Malta	5	5
Total	5,961⁴⁸	5,261⁴⁹

⁴⁸ Total number of employees – Consolidated Annual Report for the period from January 1 to December 31, 2025, in the section Information on Inter Cars S.A. under Selected Financial Data.

⁴⁹ Total number of employees – Consolidated Annual Report for the period from January 1 to December 31, 2024, in the section Information on Inter Cars S.A. under Selected Financial Data.

Inter Cars Group employees employment type and by working time

	2025			2024		
	Women	Men	Total	Women	Men	Total
Total employees	1,801	4,160	5,961	1,562	3,699	5,261
Employees by employment type						
Permanent employees (total number)	1,648	3,806	5,454	1,387	3,372	4,759
Temporary employees (total number)	153	354	507	175	327	502
Non-guaranteed hours employees (total number)	0	0	0	0	0	0
Employees by working time						
Full-time employees (total number)	1,780	4,128	5,908	1,541	3,679	5,220
Part-time employees (total number)	21	32	53	21	20	41

Employee departures and turnover rate

	2025	2024
Employee departures		
Women	314	329
Men	1,023	987
Total	1,337	1,316
Employee turnover [%]		
Women	17	21%
Men	25	27%
All employees	22%	25%⁵⁰

The largest increase in employment in 2025 was recorded in Inter Cars Ukraine, a result of changes to the company's organizational structure aimed at improving the efficiency of operations management within the current regulatory environment during the war. The current organizational structure includes the hiring of key staff at Inter Cars Ukraine's distribution centres.

CHARACTERISTICS OF NON-EMPLOYEES IN THE UNDERTAKING'S OWN WORKFORCE [S1-7]

Due to the nature and scope of the work, the Group has also non-employees among its own workforce, including temporary staff, persons employed under service contracts (self-employment and persons providing external services, i.e. staff employed by external companies but performing work for the Group). Personnel outsourcing is mainly used in warehouse operations. The figures presented show the status as at 31.12.2025, on a headcount basis.

In the current year, the comparative data as of December 31, 2024 regarding the number of service providers (self-employed individuals) was adjusted due to an identified error in the reporting process, in order to ensure the reliability, methodological consistency, and comparability of the disclosed information across reporting periods.

⁵⁰The turnover rate is related to the specific nature of the Inter Cars Group's business, i.e. the turnover among the warehouse employees.

Non-employees constituting the Group's own workforce

	2025	2024
contract of mandate	53	106
task-specific contract	0	0
service provision contract (self-employment)	608	627 (transformed) ⁵¹
management contract	0	0
paid internship (for graduates)	15	7
unpaid internship (for graduates)	8	25
staff providing external services (outsourcing)	5039	5598
other	5	1
Total	5728	6364 (transformed)⁵²

The decline in the number of non-employees is a result of the ongoing automation and robotization of warehouse processes, which reduce the need for work performed by external personnel (outsourcing).

COLLECTIVE BARGAINING COVERAGE AND SOCIAL DIALOGUE [S1-8]

There are no collective bargaining agreements in Inter Cars S.A. The information on works councils is included under S1-2 [Processes for engaging with own workforce and workers' representatives about impacts] and SBM-2 [Interests and views of stakeholders]⁵³. The table below shows the percentage of employees covered by collective bargaining agreements in the six countries where such agreements exist. 36% of employees of the Group are covered by collective bargaining agreements.

Percentage of employees covered by collective bargaining agreements [%]

Percentage of employees [%]	Employees – EEA		Employees - non-EEA		Representation at the workplace (EEA only)	
	2025	2024	2025	2024	2025	2024
0-19%	-	-	-	-	-	-
20-39%	-	-	-	-	Poland	Poland
40-59%	-	-	-	-	-	-
60-79%	-	-	-	-	-	-
80-100%	Austria ⁵⁴ , Croatia, Romania, Slovenia, Italy	Croatia, Romania, Slovenia, Italy	Bosnia and Herzegovina, Ukraine	Bosnia and Herzegovina, Ukraine	-	-

⁵¹ The value was adjusted to 958 in 2024.

⁵² The value was adjusted to 6,696 in 2024.

⁵³ The employee representatives have not concluded an agreement with the European Works Council (EWC), the Societas Europaea (SE) Works Council or the Societas Cooperativa Europaea (SCE) Works Council.

⁵⁴ Inter Cars Austria GmbH was founded in April 2025.

DIVERSITY METRICS [S1-9]

Policies supporting diversity and equal treatment cover all career stages in the company - from the recruitment process, through the duration of the employment (terms and conditions of employment, access to training and development activities, promotion opportunities) to termination. These principles are not written down as a policy.

In 2025, 100 % of the Management Board members were men. The Supervisory Board was composed of three women (accounting for 43% of the composition) and four men. In 2025, women accounted for 11% of the top management (Director posts M4-E1+).

Workforce diversity by age, gender and grade

	2025		2024	
	Women	Men	Women	Men
Management Board				
under 30 years old	0	0	0	0
30-50 years old	0	2	0	2
over 50 years old	0	3	0	3
Directors (M4-E1+)⁵⁵				
under 30 years old	0	0	0	0
30-50 years old	5	46	4	43
over 50 years old	2	18	2	13
Managerial positions (M1-M3)				
under 30 years old	6	16	8	9
30-50 years old	109	339	91	299
over 50 years old	22	77	16	60
Specialist positions (P1-P5)				
under 30 years old	275	463	279	501
30-50 years old	849	1,482	732	1,365
over 50 years old	115	296	87	226
Warehouse workers (OM10OM4)				
under 30 years old	119	510	89	396
30-50 years old	238	732	201	654
over 50 years old	61	176	53	128

ADEQUATE WAGES [S1-10]

Wage policy is based on market standard analyses and salary surveys sourced from an international external company. The wage level is defined with reference to the local market. Depending on the position and its classification, a salary range (so-called spread) is defined. After reviewing the salaries and comparing them with the market benchmarks, a proposal is presented to the Management Board for approval of the pay raise budget for the year. The remuneration system for both employees and members of the Management Board is based on fixed and variable components, relating to performance at Group-wide level and the implementation of the Group's Business Strategy. The grading of positions is handled by a valuation committee composed of senior executives. The committee meets on a quarterly basis and, following a recommendation presented by the Human Capital Management Department (HCM) and the International Team, considers the proposals for valuing positions in the Inter Cars Group in an objective manner. Bonuses are paid quarterly or annually depending on the position held. All subsidiaries have the same recommended bonus levels. No external consultants are involved in the job

⁵⁵ Top management.

valuation, salary determination and increase budget setting process. All Inter Car Group employees are paid at least the national minimum wage⁵⁶.

COMPENSATION METRICS (PAY GAP AND TOTAL COMPENSATION) [S1-16]

At the Inter Cars Group, the unadjusted pay gap was 15% in 2024 and 16% in 2025; it was calculated as the ratio of the average full-time salary of women to that of men. The calculation of the unadjusted pay gap included employees who were employed by the organization as of December 31, 2025, and their full salaries, and no exclusions were applied.

Since the unadjusted pay gap does not account for differences in pay resulting from, among other things, the role and scope of responsibility of the position, as well as the employment structure of women and men in specific areas of the Group, the disclosure additionally presents the adjusted pay gap. The adjusted pay gap was disclosed by comparing the ratio of base pay and total compensation for women to men, broken down by employment category.

Adjusted pay gap in the Inter Cars Group

Employment category	Ratio of women's to men's pay.				Ratio of total women's to men's salary			
	2025	2024	2023	2022	2025	2024	2023	2022
Management Board	N/A ⁵⁷				N/A ⁵⁸			
Managerial positions	1	1.03	1.00	0.89	0.98	1.03	0.99	0.89
Specialist positions	1.04	0.97	0.99	0.87	1.03	0.94	0.97	0.84
Warehouse workers	0.96	0.94	1.04	0.91	0.94	0.93	1.02	0.90

The ratio of women's to men's pay (the so-called gender pay gap) was calculated by:

- the fixed amount paid to an employee for the performance of their duties,
- full remuneration - includes the basic remuneration plus any additional amounts paid to the employee (bonuses, benefits, overtime pay, other wage supplements paid).

For the purpose of calculation of the adjusted pay gap, employees were divided by business area of classification: management, inventory management, product management, sales, logistics, marketing, IT, HR, finance, claims, subsidiaries, administration, other areas. Within each area, the level of position held was taken into account: managerial, specialist, warehouse operations. The data collected was converted into full-time equivalents (FTE) and calculated on an annual basis. For each area, the pay gap was calculated using a weighted average excluding zero positions, where the weight is the number of employees at a given level divided by the total number of employees in the area.

The calculation takes into account employees who are in an employment relationship with the organisation (e.g. contracted in Poland) as at 31.12.2025.

⁵⁶ For non-EEA countries: Ukraine, Moldova, Bosnia and Herzegovina, Serbia, Albania the minimum wage set through national documents was used.

⁵⁷No women in a given employment category in 2025.

⁵⁸No women in a given employment category in 2025.

Annual total remuneration ratio

In 2025, in the Inter Cars Group, the total annual remuneration ratio for the highest-paid individual ⁵⁹to the median remuneration of all employees in the organisation (excluding said highest-paid individual) was 52.37, while in 2024 it was 45.54.

PERSONS WITH DISABILITIES [S1-12]

The indicator on the employment of persons with disabilities includes employees who have presented a disability certificate to the employer.

Percentage of employees with disabilities

	2025	2024
Women	1.39%	0.96%
Men	2.07%	0.97%
Total	1.86%	0.97%

METRICS FOR TRAINING AND SKILLS DEVELOPMENT [S1-13]

All Inter Cars Group employees are covered by an employee appraisal programme. The employee appraisal consists of an evaluation interview and assessment according to the employee's grade and the familiar criteria assigned to the grade. In 2025, employees hired in the last quarter of the year and those who did not take part in the appraisal process due to fortuitous events or holiday leave (long-term absences) were not included in the process.

Due to the ongoing military conflict in Ukraine, the annual appraisal process was not carried out this year in that country.

Percentage of employees subject to regular performance appraisals and career analysis

	2025		2024	
	Women	Men	Women	Men
Directors (E1 + - M4)	71.43%	75.00%	83.33%	60.71%
Managerial positions (M1-M3)	83.94%	81.94%	79.13%	76.36%
Specialist positions (P1-P5)	62.47%	54.62%	63.93%	55.11%
Warehouse workers (OM1-OM4)	75.36%	70.38%	54.81%	56.88%
Total	67.13%	63.15%	52.36%	48.59%

Average number of training hours per employee per year

The Inter Cars Group offers employees a training programme aimed at developing the qualities and qualifications considered to be the most essential elements of the competence model. The number of training hours consists of internal training and external training in which employees actively participated. In 2025, an average Inter Cars Group employee spent an average of 2.27 hours on training to improve competencies in the area of soft and technical skills.

⁵⁹At Inter Cars S.A., the ratio for 2025 was calculated based on the Vice President of the Management Board's total annual compensation. The total annual remuneration is inclusive of the salary, bonuses, shares granted, share options, non-equity bonus plan, changes in the value of pensionable emoluments, as well as non-qualifying deferred elements of remuneration transferred during the year. The remuneration of the highest-paid individual also takes into account remuneration arising from appointment and function.

Average number of training hours per employee by gender

	2025		2024	
	Women	Men	Women	Men
Director posts (E1 + - M4)	0	4.36	1.00	6.68
Management posts (M1-M3)	5.70	5.96	10.05	7.87
Specialist posts (P1-P5)	1.64	1.18	6.06	6.09
Warehouse employees (OM10OM4)	2.60	2.92	0.44	0.13
Total	2.16	2.32	4.83	4.36

HEALTH AND SAFETY METRICS [S1-14]

The occupational health and safety management system includes the identification of risks in all areas of the business and the management of the associated risks. Each Group company has developed and implemented occupational health and safety policies in line with the national legislation, such as internal procedures, job instructions and risk assessments for individual workstations. There are no changes in this area in 2025.

100% of the Inter Cars Group's contracted employees were included in the 2025 Occupational Health and Safety (OH&S) management system. No employee group was excluded from the indicator. No employee group was excluded from the indicator.

In 2025, 151 work-related injuries were reported in the Inter Cars Group. An accident analysis is carried out for each accident, followed by the implementation of corrective measures. The indicator was calculated based on the number of employees shown under S1-6 and the number of non-employees shown under S1-7.

In the current year, the comparative data for 2024 regarding the number of work-related injuries and the work-related injury rate indicator was adjusted due to an identified error in the reporting process, in order to ensure the reliability, methodological consistency, and comparability of the disclosed information across reporting periods.

Indicators related to the incidence of own workforce

	2025	2024 after transformation
Employees (employment contract)		
Number of fatalities due to work-related injuries	0	0
Fatality rate due to work-related injuries	0	0
Number of serious work-related injuries (excluding fatalities)	0	1
Serious work-related injury rate (excluding fatalities) ⁶⁰	0	0.11
Number of work-related injuries	69	57
Work-related injury rate ⁶¹	6.49	6.16
Main types of accidents at work	Minor cuts, bruises related to goods falling on limbs, back pain due to improper lifting of goods	Minor cuts, bruises related to goods falling on limbs, back pain due to improper lifting of goods
Number of cases of reportable work-related ill health	0	0

⁶⁰ Indicator calculated based on 1,000,000 hours worked.

⁶¹ Indicator calculated based on 1,000,000 hours worked.

	2025	2024 after transformation
Number of hours worked	10,631,607	9,253,678
Number of days lost due to work-related injuries	1,513	960
Non-employees		
Number of fatalities due to work-related injuries	0	0
Fatality rate due to work-related injuries	0	0
Number of serious work-related injuries (excluding fatalities)	0	0
Serious work-related injury rate (excluding fatalities)	0	0
Number of work-related injuries	82	89 (transformed) ⁶²
Work-related injury rate	7.95	8.83 (transformed) ⁶³
Main types of accidents at work	Minor cuts, bruises related to goods falling on limbs, back pain due to improper lifting of goods	Minor cuts, bruises related to goods falling on limbs, back pain due to improper lifting of goods
Number of hours worked ⁶⁴	10,310,400	10,076,400

WORK LIFE BALANCE METRICS [S1-15]

In the Inter Cars Group, all employees are fully entitled to take various forms of parental leave. In 2025, 696 Group employees took parental leave, representing 12% of all employees.

Parental leave

	2025		2024	
	Women	Men	Women	Men
Percentage of employees entitled to parental leave	100%	100%	100%	100%
Number of authorised employees who took parental leave	369	327	314	249
Percentage of eligible employees who took parental leave	20%	8%	20%	7%

SOCIAL PROTECTION [S1-11]

In the Inter Cars Group, all employees are provided with social protection against income loss resulting from serious life events (including illness, unemployment - if they occur during employment, work-related accidents, acquired disabilities, parental leave, and retirement). This social protection coverage also extends to employees in countries outside the EEA, in which the Group conducts its operations⁶⁵.

⁶² The value was adjusted – in 2024 it was 184.

⁶³ The value was adjusted – in 2024 it was 18.26.

⁶⁴ The number of hours worked by non-employees represents only an estimate as due to the nature of employment in this area, these hours are not monitored.

⁶⁵ Albania, Bosnia and Herzegovina, Moldova, Serbia, Ukraine.

INCIDENTS, COMPLAINTS AND SEVERE HUMAN RIGHTS IMPACTS [S1-17]

No cases of discrimination, including harassment, or serious incidents of human rights violations were registered in the Inter Cars Group in 2025⁶⁶. Consequently, no fines, penalties or damages were imposed on the Group as a result of employee complaints. The Group applies an *Anti-Fraud Policy* and an *Internal Reporting Procedure*, described in detail Chapter 4.1 *Business Conduct* [ESRS G1], under G1-1.

Number of incidents, complaints and fines imposed

	2025	2024
Total number discrimination cases	0	0
Number of complaints submitted by employees through self-reporting channels	0	0
Total amount of fines, penalties and damages imposed due to damages resulting from incidents	0	0

3.2. CONSUMERS AND END-USERS [ESRS S4]

MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERCONNECTION WITH STRATEGY AND BUSINESS MODEL [SBM-3]

Based on a double materiality assessment, the Inter Cars Group analysed the impacts, risks, and opportunities related to consumers and end-users, which, due to the specific nature of the business model, are identified primarily within the value chain.

The Group identifies:

- **End-users** of products distributed by the Inter Cars Group, employed by garages and, to a limited extent, individual customers who install purchased replacement parts themselves. These groups must have access to reliable, clear, and accessible information regarding the products, including user manuals and technical information, to minimize the risk of potentially incorrect use or installation of parts and tools.
- **Consumers**, being users of vehicles in which products distributed by the Inter Cars Group have been installed.

The Inter Cars Group does not offer products that are inherently harmful to humans or increase the risk of chronic diseases, nor does it offer services that could potentially have a negative impact on the right to privacy, the protection of personal data, freedom of expression, or the principle of non-discrimination.

As a result of the analysis, the Inter Cars Group has identified material impacts, risks, and opportunities related to consumers and end users, arising from the nature of the products offered and the Group's business model. A potential negative impact regarding product quality and safety was identified, which could occur in the event of defects in distributed products or their improper installation in the downstream value chain. Positive impacts related to supporting garages in improving technical competencies were also identified, as well as reputational and regulatory risks associated with greenwashing in communications with consumers and end-users, and business opportunities arising from assisting customers in adapting to market and regulatory changes. The identified impacts, risks and opportunities are detailed in Chapter 1.5. *Management of material impacts, risks, and opportunities* under SBM-3, and actions taken in response to them under S4-4 [Taking action on material impacts, and approaches to mitigating material risks and pursuing material opportunities related to consumers and end-users and effectiveness of those actions and approaches].

INTERESTS AND VIEWS OF STAKEHOLDERS [ESRS 2 SBM-2]

In the Inter Cars Group's business model, the interests, views, and rights of consumers and end-users, including respect for human rights, are taken into account by the Management Board when shaping the Group's strategy and developing its offer. The Group analyses how its operations impact consumers and end-users—particularly in the areas of product safety, service

⁶⁶For the purposes of calculating the indicator, the analysis covered all types of abuse listed in ESRS S1-17 Incidents, complaints and serious human rights impacts.

quality, and service availability. If a potentially adverse impact is identified, the Group takes appropriate actions to mitigate risks and enhance positive outcomes for this stakeholder group. The mechanisms for collecting feedback and incorporating it into decision-making processes are described in disclosure S4-2 and form an integral part of this disclosure.

POLICIES RELATED TO CONSUMERS AND END-USERS [S4-1]

The Inter Cars Group has implemented policies addressing the identified impacts, risks, and opportunities related to consumers and end users:

Inter Cars Quality Policy – defines the Group's commitment to ensuring the highest quality of products and services, as well as the continuous improvement of processes, personnel, and the Quality Management System. The document sets out guidelines for actions focused on expanding the product range, innovation, optimizing customer service, and building the Group's strong market position. The document addresses potential negative impacts related to the quality of the products sold. The policy is available to all employees on the intranet and on the Inter Cars investor relations website.

Code of Conduct and Good Market Practice of the Inter Cars S.A. Capital Group - - The Code regulates the general principles that are followed in day-to-day operations; it acts as a code of ethics. Among other things, the document defines the rules and desired attitudes concerning relations with customers. The Code addresses IROs related to the following topics: the impact on consumers or end users regarding information, and access to information. The Code currently in force in the Inter Cars Group does not contain specific references to obligations regarding the human rights of consumers or end users, nor to mechanisms for monitoring compliance with the UN Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work, or the OECD Guidelines for Multinational Enterprises. It is described in detail in Chapter 4.1 *Business conduct [ESRS G1]*

Anti-abuse Policy of the Inter Cars Capital Group – detailed in Chapter 4.1 *Business conduct [ESRS G1]* The procedure addresses IROs related to the following topics: the impact on consumers or end users regarding information, and access to information.

PROCESSES FOR ENGAGING WITH CONSUMERS AND END-USERS ABOUT IMPACTS [S4-2]

The Inter Cars Group operates in many markets with diverse characteristics, which requires adapting its model of engaging with consumers and end users to local conditions and expectations. As a result, responsibility for engagement is distributed among individual business areas within the company's own operations and the distribution network in the downstream value chain. Detailed information regarding the engagement processes is provided in ESRS S4-3 and in Chapter 4.1. *Business Conduct [ESRS G1]*, under G1-1.

PROCESSES TO REMEDIATE NEGATIVE IMPACTS AND CHANNELS FOR CONSUMERS AND END-USERS TO RAISE CONCERNS [S4-3]

The Inter Cars Group has established procedures for reporting complaints, grievances, and irregularities.

As part of our after-sales service, consumers and end users may file a complaint in accordance with applicable procedures. Every complaint is accepted and reviewed; the time required for review is in accordance with the individual terms of sale established by the distribution company. The Group has internal complaint procedures, and the *IC Complaints* application is used to handle submissions, allowing users to view the status and history of a submission, including reviewing attachments and verifying the completeness of required data. Complaints are reviewed by the Inter Cars Complaints Department in Zakroczym, whereas complaints related to selected product groups are handled by the InterMeko Europe Sp. z o.o.

In addition, the Group maintains channels for reporting violations and irregularities, as described in the corporate governance disclosures [ESRS G1]. Due to the indirect nature of its relationships with consumers and end-users, the Group does not conduct a separate assessment of the level of awareness regarding the available reporting channels.

TAKING ACTION ON MATERIAL IMPACTS, AND APPROACHES TO MITIGATING MATERIAL RISKS AND PURSUING MATERIAL OPPORTUNITIES RELATED TO CONSUMERS AND END-USERS AND EFFECTIVENESS OF THOSE ACTIONS AND APPROACHES [S4-4]

Actions related to identified impacts, risks, and opportunities concerning consumers and end-users stem from the *Business Strategy* and the *Sustainability Strategy* and are implemented on an ongoing basis, enabling a response to the current needs of these groups and the dynamic changes occurring in their environment.

The Inter Cars Group carries out activities affecting consumers and end-users, focusing on:

- product quality control,
- trainings for garages,
- providing tools to support the operations of garages,
- managing risks related to greenwashing.

Quality Control

The quality of spare parts and equipment supplied to garages has a direct impact on the safety of end-users and consumers; therefore, the Group implements quality control processes, particularly with regard to its private label products. Product quality is verified by InterMeko Europe Sp. z o.o., which specializes in geometric measurements, strength and material testing as well as and functional testing.

Quality controls are carried out in accordance with the guidelines of the ISO 9001:2015 standard. As part of this process, individual products, including so-called private label products, are selected for spot checks on the basis of quality analysis in order to minimise risks to component quality.

The effectiveness of our efforts in this area is monitored primarily through the analysis of customer complaints and the results of quality control checks.

Training

The Inter Cars Group supports the development of garages and the skills of mechanics (a key group of end users), helping to improve the quality of vehicle diagnostics and reduce the likelihood of errors in the process of selecting and installing parts by offering professional training in three subject areas:

1. **technical** – enabling mechanics to expand their expertise with new skills in vehicle diagnostics, as well as eliminating the most common errors in the process of selecting and installing parts, which can contribute to increased consumer safety,
2. **product-related** – enabling familiarity with the latest garage tools and automotive parts introduced to the market by manufacturers collaborating with the Inter Cars Group, which supports improving the quality, safety, and efficiency of services provided, as well as adapting them to evolving vehicle technologies,
3. **business** – supporting garage owners in adapting their operations to the changing regulatory and market environment, trends affecting the vehicle fleet, and evolving technologies.

The Group also conducts research on the training needs of garages to better tailor its educational offerings to their expectations and the rapidly changing market realities.

Providing tools to support business operations

The Inter Cars Group provides tools to support the operations carried out by garages. Digitisation of business processes is one of the solutions that can have a positive impact on garage employees and owners. Examples:

- **Inter Cars e-Catalogue** - the main sales platform of the Inter Cars Group. It helps professional users search for vehicles, select and order the required products. The platform is integrated with various data providers furnishing information on vehicles based on their VIN as well as useful technical repair-related data, which gives users a broader access to services. The Inter Cars e-Catalog allows users to review the entire portfolio of the Inter Cars Group.
- **eSOWA** - a programme for comprehensive operation of a garage or an automotive store.

Greenwashing Risk Management

The Group carries out communication activities targeting consumers and end-users. In 2025, internal educational meetings were held to raise awareness of greenwashing (the risk of misleading communication regarding the environmental characteristics of the Group's products or activities) with representatives from the areas most vulnerable to this risk: Inter Cars Marketing Services Sp. z o.o., and the Remanufacturing and Circular Economy Department. The Group does not have a formal policy or goals regarding responsible communication practices.

The Inter Cars Group regularly monitors the effectiveness of its activities targeting garages in Poland through interviews and surveys. Additionally, transactional Net Promoter Score (tNPS) surveys are conducted among garages every month. The results of the interviews and surveys provide feedback on service quality, the attractiveness of the offer, and the level of business support, and the data obtained is used for the ongoing improvement of processes and cooperation standards.

During the reporting year, the Group did not record any significant incidents involving violations of consumer or end-user rights.

Furthermore, the Group is a member of industry associations that actively work to develop the spare parts sector and reduce its negative impact; a detailed description is provided in Chapter 4.1. *Business Conduct* [ESRS G1], ESRS G1-5.

TARGETS RELATED TO MANAGING MATERIAL NEGATIVE IMPACTS, ADVANCING POSITIVE IMPACTS, AND MANAGING MATERIAL RISKS AND OPPORTUNITIES [S4-5]

The Inter Cars Group has not adopted any measurable targets or performance indicators for its activities in relation to the identified impacts, risks, and opportunities associated with consumers and end-users. Due to the rapidly changing business environment, the Group implements ongoing activities tailored to the current needs of these groups and aligned with the *Business Strategy* and the *Sustainability Strategy*.

4. BUSINESS CONDUCT [G1]

4.1. BUSINESS CONDUCT [ESRS G1]

CORPORATE CULTURE AND BUSINESS CONDUCT POLICIES [G1-1]

The Inter Cars Group operates in accordance with ethical principles and respects human rights in all areas of its activity, as is evidenced by its compliance with the Minimum Safeguards within the meaning of the EU Taxonomy. The Inter Cars Group's approach to ethics and human rights due diligence is governed by the existing policies and codes - their strict observance is a prerequisite for working in the Inter Cars Group and applies to every employee, also in their interactions with key business partners throughout the value chain. The policies contained in the documents listed below serve to prevent the occurrence of negative effects in the field of human and labour rights related primarily to the direct operations of the Inter Cars Group. The policies have been adopted by a resolution of the Management Board and are available to all employees on the internal intranet. The General Counsel of Inter Cars S.A. is responsible for implementing the policies of the Inter Cars Group. In addition, in subsidiaries, the responsibility for implementing and monitoring compliance with the policies rests with the management boards and the local legal departments. The policies as well as the ethical rules are communicated to employees through onboarding, trainings available on the online training platform and internal communication. The implementation and application of the Compliance Program's policies are reviewed annually by the Internal Audit in addition, any changes in legislation that may require changes to policies and procedures are analysed. Employees may report breaches of the Policies through the breach reporting system described in detail in this disclosure.

The documents governing this issue include:

Code of Conduct and Good Market Practice of the Inter Cars S.A. Capital Group

The code lays out the general principles observed in day-to-day operations of the Inter Cars Group and constitutes the Group's code of ethics. Among other things, the document sets out rules and desirable attitudes concerning:

- values,
- safety,
- equal opportunities and equal treatment,
- customer relations,
- business relations,
- contact with media,
- relations with competitors.

The Code is thus a declaration of compliance with the various categories of human rights relating to the Group's activities - in particular employee rights. In addition, it unequivocally expresses a complete rejection of corruption and bribery, and highlights fundamental principles regarding environmental protection, collaboration with public authorities, and the safeguarding of personal data. The Code is available to all employees on the intranet and on the Inter Cars investor relations website. The Code addresses the impacts, risks and opportunities identified with regard to corporate culture, supplier relationship management, including payment practices as well as corruption and bribery, described in Chapter 1.5. *Managing of material impacts, risks and opportunities.*

Inter Cars Group's Due Diligence Policy for Responsible Business Conduct The Inter Cars Group Due Diligence Policy (hereinafter referred to as the "Policy") sets out a framework for responsible business conduct based on international standards such as the UN Guiding Principles, the OECD Guidelines, the International Bill of Human Rights and the Declaration of the International Labour Organisation.

The main objective of the document is to identify, assess and minimise sustainability risks throughout the Group's value chain, both across the internal processes and in relationships with the business partners. Key elements of the Policy include:

- identification and prioritisation of the ESG risks as defined in the Policy,
- prevention and remediation of the aforementioned ESG risks, especially those related to issues of human trafficking, forced or compulsory labour, and child labour.
- stakeholder engagement and reference to the Group's complaints procedures,
- monitoring the effectiveness of the Policy and reporting rules.

The policy is available to all employees but no to external parties.

Anti-abuse Policy of the Inter Cars Capital Group

The document describes, among other things, the methods of preventing abuse, including attempts to give and receive financial benefits, and provides examples of prohibited behaviour. In addition, it sets out procedures for reporting suspected abuse and conducting internal investigations. *The Anti-abuse Policy* also includes rules for offering donations or verifying contractors. The Policy defines the concept of a public official (very broadly - this group includes, among other things, representatives of political parties, employees of public administration and state-owned companies, as well as persons holding judicial positions) and firmly prohibits making, promising, offering or approving any payment to persons who meet these criteria. The Policy makes no reference to the United Nations Convention against Corruption. The Policy is available to all employees; however, it is not available to external parties. The Policy addresses the impacts, risks and opportunities identified in the area of whistleblower protection described in Chapter 1.5. *Management of material impacts, risks and opportunities*.

Internal Reporting Procedure of the Inter Cars Capital Group

The procedure defines abuse and indicates the channels for reporting abuse in the Inter Cars Group. It also defines the principles of whistleblower protection. The document implements the provisions of the Whistleblower Protection Act and the *Anti-abuse Policy of the Inter Cars Capital Group*. The procedure is made available to all employees and published on the Inter Cars investor relations website. The procedure covers the following companies: Inter Cars S.A., Q-service Sp. z o.o., Lauber Sp. z o.o., Feber Sp. z o.o., IC Development & Finance Sp. z o.o., Armatus sp. z o.o., Inter Cars Marketing Services Sp. z o.o., ILS Sp. z o.o., Q-service Truck Sp. z o.o., Inter Cars Fleet Services Sp. z o.o. The procedure addresses the influences, risks and opportunities identified in the area of whistleblower protection described in Chapter 1.5. *Management of material impacts, risks and opportunities*.

Information Confidentiality Policy in Inter Cars Capital Group

The document defines the basic principles for the processing and storage of confidential information and indicates the methods of dealing with confidentiality breaches in the Inter Cars Group. The policy is available to all employees but no to external parties. The policy addresses the impacts, risks and opportunities identified in the corporate culture area.

Workplace Mobbing Prevention Policy in Inter Cars Capital Group

The Policy defines harassment and outlines the principles for reporting suspected harassment and conducting an internal investigation in the event a report to this effect is filed. The Policy is not available to external parties. The Policy addresses the impacts, risks and opportunities identified in the corporate culture area.

Each new employee of the companies Inter Cars S.A., ILS Sp. z o. o., Inter Cars Marketing Services Sp. z o.o., Armatus sp. z o.o., Q-service Sp. z o.o., and Q-service Truck Sp. z o.o. must undergo a training in the Group's Compliance Programme during the onboarding process. In addition, to ensure they are fully informed, new employees are required to complete an e-learning course covering all Compliance Program policies. In addition, policies addressing issues such as anti-corruption are available to all employees on the organization's intranet. The Group's has identified functions most exposed to the risk of corruption and bribery. In addition, 100% of the employees holding the identified functions have been provided with additional information in this regard. These include management board members, individuals managing various product segments, persons responsible for the broadly understood cost procurement area (including services), persons responsible for other areas, especially those in positions associated with a particular risk of corruption (e.g., IT, marketing, events), as well as management board advisors.

In 2025, the Group did not have policies ensuring in-house training in business conduct.

Abuse reporting system

A specific whistleblowing system, described in the *Internal Reporting Procedure*, which is available on the Investor Relations website, has been implemented to ensure correct understanding of and compliance with the adopted policies. The Internal Reporting Procedure implements the requirements provided for in the Law on the Protection of Whistleblowers, which transposes the European Parliament and Council Directive (EU) 2019/1937 into the national law.

The system is part of the human rights due diligence process in the Inter Cars Group, through which stakeholders affected by negative impacts can file complaints and seek resolution and raise concerns and queries. A broad definition of abuse has been adopted, defined as a deliberate act or omission in violation of the law or the Group's policies that results in benefits to the perpetrator, or damages to the Inter Cars Group entities. The system can be used online to report cases of financial non-compliance (such as corruption, fraud, financial crimes, among others) and non-financial non-compliance (such as harassment, discrimination or violations related to environmental issues, among others). An analysis of the information from the grievance mechanism makes it possible to identify adverse human and labour rights impacts that the Group's activities cause or may cause. The system has two language versions - Polish and English. The Employee Engagement and Satisfaction Survey includes questions testing knowledge of the reporting system and potential use of the system when abuse is identified. External stakeholders were not consulted.

The abuse reporting system can be used by Inter Cars Group employees and contractors, customers or other persons who may have knowledge of potential abuse. Reports may be filed anonymously or with full attribution. Regardless of whether the whistleblower has chosen to provide their details or not, a secure mailbox should be set up to enable secure communication with the organisational unit responsible for dealing with reports. The organisation ensures the confidentiality of all reports.

Bona fide whistleblowers are protected from retaliatory actions or other types of unfair treatment. The Group ensures that whistleblowers do not fall victim to retaliation (e.g., being held accountable for orderly, disciplinary, financial liability for reporting) or otherwise harassed by superiors or by colleagues. The Group counters retaliation in accordance with the Whistleblowers Act.

The same rights also apply to whistleblowers who choose to report abuse through other channels, such as by email: compliance@intercars.eu, by telephone, in person or by traditional mail.

All reports are reviewed on an ongoing basis. Any irregularities are subject to specific corrective measures. The person authorised to receive notifications, institute and carry out investigation process is the General Counsel of Inter Cars S.A. The effectiveness of activities in the Compliance area, including the anti-abuse area, is monitored - annual reports are prepared in this respect, which are verified by internal audit and presented to the Supervisory Board.

Due to differences in the method of implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of whistleblowers in EU member states, the Group has initiated actions aimed at adopting the local whistleblower procedures accordingly.

Infringements Identified

In 2025, no court decisions were issued identifying violations by Inter Cars Group, its top management or Group companies of: human rights, labour rights, fair competition law, tax law or finding of corruption. The OECD National Contact Points have not received any reports involving the Group or its companies. The Business and Human Rights Resource Centre has not addressed any allegations against Inter Cars S.A. or its subsidiaries in the last 2 years.

As part of the assessment of compliance against the Minimum Safeguards, it was verified whether any judicially determined violations occurred during the reporting period that would indicate non-compliance with the Minimum Safeguards, in accordance with the recommendations of the Platform on Sustainable Finance. The definition of Minimum Safeguards and the remaining part of the taxonomy disclosure can be found in Chapter 2.1 *Taxonomy*.

In 2025, there were no material⁶⁷ cases of non-compliance with laws and regulations in the Inter Cars Group that resulted in monetary penalties or non-monetary sanctions.

⁶⁷ Significant (material) instances of non-compliance - non-compliance that adversely affects stakeholders to a significant degree.

Violations indicating non-compliance with the Minimum Safeguards

	2025	2024
Cases of human rights violations	0	0
Number of legal actions taken against organisations for violations of free competition rules and monopolistic practices	0	0
Violations of tax regulations	0	0
Cases of confirmed corrupt violations	0	0
Corrupt practices court cases brought against the organisation or its employees	0	0
Allegations from the Business and Human Rights Resource Centre (last 2 years)	0	0
Cases accepted against Inter Cars by OECD National Contact Points	0	0
Total	0	0

MANAGEMENT OF RELATIONSHIPS WITH SUPPLIERS [G1-2]

The Inter Cars Group cooperates with commodity goods suppliers from all over the world, who:

- Meet the requirements of the **Goods Purchase Policy of the Inter Cars Group**, which defines the principles of purchasing, management, standardisation and coordination of the procurement processes. In addition, it facilitates commercial negotiations and supplier management at the Group level.
- Meet the formal conditions developed by the Inter Cars Group's Legal Department.
- Operate in accordance with the **Code of Conduct and Good Market Practice of the Inter Cars S.A. Capital Group**, according to which:
 - It is prohibited to engage with partners who conduct their business unethically or violate the rights of other people, as well as the accepted moral standards or fair market practices;
 - business partners are evaluated based on their merits, as well as business and ethical criteria; in line with the principle of equal treatment, no discriminatory criteria or conditions of cooperation are applied;
 - business partners are expected to comply with the law and good market practices; the Group favours partners who set themselves ambitious goals regarding shared responsibility for the common environment.

Each new supplier is required to complete a **Business Partner Assessment Questionnaire**, which addresses issues related to ethics and corporate social responsibility. The questionnaire is a self-assessment form, and the supplier is required to sign off on the information provided therein. It included the following questions:

- Have the persons in positions of authority ever been public officials?
- Are the persons in management positions in any way connected with the Inter Cars Group?
- Does the organization apply a code of ethics?
- Has the supplier implemented a quality management system?
- How are corruption, conflicts of interest, money laundering, environmental protection and labour rights are prevented?
- What initiatives are being carried out as part of the supplier's social responsibility programme?

In 2025, the Inter Cars Group continued to develop its supply chain due diligence process in accordance with the Due Diligence Policy adopted in 2024. Based on this policy, a continuous process was launched to identify, assess, and monitor actual and potential negative impacts or risks in the area of supplier relations. As part of this process, an analysis of physical risks related to suppliers of goods was conducted, as well as an analysis of sustainability-related risks for service providers working with ILS.

In 2025, environmental criteria were taken into account in the selection process for ILS transportation service providers. These criteria are part of the internal supplier evaluation system and include, among other things, parameters related to fleet emissions and the use of environmental management systems. Supplier evaluation against these requirements is conducted during the qualification stage and is one of the factors influencing the decision to select a supplier.

For other categories of suppliers, environmental and social aspects were not taken into account. In 2025, the Inter Cars Group did not have a policy aimed at preventing late payments, particularly to SMEs.

PREVENTION AND DETECTION OF CORRUPTION AND BRIBERY [G1-3]

In accordance with the *Code of Conduct and Good Market Practice of the Inter Cars S.A. Capital Group*, the Inter Cars Group does not condone corruption or bribery as a business method and measures are taken to prevent these. Detailed provisions on corruption, bribery, all corporate and business malpractices are included in the *Anti-abuse Policy of the Inter Cars Capital Group*. The Policy contains a set of definitions and detailed incidents of abuse, this document covers Inter Cars S.A. and its individual subsidiaries. The Policy and the abuse reporting system are presented in the G1-1 disclosure.

The *Code of Conduct and Good Market Practice of the Inter Cars S.A. Capital Group* is made available to the suppliers and contractors. Ongoing corruption risk assessments are also carried out for the Company's suppliers and contractors.

Conflict of Interest Policy in Inter Cars Capital Group

The document defines what a conflict of interest is and indicates the obligations of employees when such a conflict is identified. Among other things, the employees of the Group's companies are obliged to avoid situations in which their interests, or those of a person related to them, may conflict with the interests of the company. In such cases, they are obliged not only to inform their superiors of the conflict of interest, but also to refrain from making any decisions on the matter. If necessary, the decision to remove a person from a case where a conflict of interest is suspected may be made by their superior.

With regard to the management of conflicts of interest, the Management Board and the Supervisory Board have decided to apply the principles of Chapter 5 *Conflict of interest and related party transactions* of the *Good Practices of Companies Listed on the WSE 2021* to their activities. In accordance with generally applicable law, conflict of interest events (including, but not limited to, membership of boards or supervisory boards of other organisations, ownership of shares in supplier companies and other stakeholders) are disclosed to stakeholders in periodic reports and on the Investor Relations website.

Information on training and functions with a higher risk of corruption is presented under *G1-1 Business Conduct Policies and Corporate Culture*.

INCIDENTS OF CORRUPTION OR BRIBERY [G1-4]

Summary of the number of incidents of corruption or bribery in the Inter Cars Group and its business areas

	2025	2024
Number of convictions and amounts of fines for violations of anti-corruption and anti-bribery laws	0	0
Number and nature of confirmed incidents of corruption or bribery	0	0
Number of confirmed incidents where employees were dismissed or punished in connection with corruption or bribery incidents	0	0
Number of confirmed incidents involving contracts with business partners that were terminated or not renewed due to breaches related to corruption or bribery	0	0
Total	0	0

The data on incidents of corruption and bribery and other fraud reported to the Legal Department, including the data on the functioning of the anti-fraud area, are periodically reviewed by Internal Audit, as part of the compliance area audit process.

POLITICAL INFLUENCE AND LOBBYING ACTIVITIES [G1-5]

Inter Cars S.A. is a member of the Association of Automotive Parts Distributors and Producers (SDCM). Krzysztof Soszyński, Vice President of the Management Board of Inter Cars S.A. is a member of the SDCM board. The association itself is a member of CLEPA (European Association of Automotive Suppliers) and FIGIEFA (International Federation of Automotive Aftermarket Distributors). One of the associations' objectives is to support the legislative process at national and international level affecting the automotive industry.

Inter Cars S.A. is also one of the founders of the Forum on Automotive Aftermarket Sustainability (FAAS), a European non-profit association set up by the CLEPA and FIGIEFA organisations to monitor progress on sustainability and promote green practices and solutions in the automotive aftermarket.

In 2025, Inter Cars Deutschland GmbH joined the German association Gesamtverband Autoteile-Handel e.V. (GVA), which is a trade association and the political representative of independent automotive parts distributors in Germany.

As a member of the automotive industry associations, the Inter Cars Group supports the changes necessary for the development of fair competition, the expansion of international trade or global technical harmonisation. Properly adapted legislation will allow the automotive industry to make the most of its potential and respond to the expectations set by the legislator in the context of the ongoing changes in terms of the digital and energy transformation. Membership in industry associations is a way of addressing the identified impacts regarding political engagement. Selected Group companies also join national industry associations in accordance with their individual needs; however, due to their local nature, these are not disclosed in detail under this indicator.

Inter Cars SA is not registered in the EU Transparency Register or in an equivalent register.

In 2025, the Inter Cars Group paid a total of PLN 348,25 thousand in membership fees for various associations.

PAYMENT PRACTICES [G1-6]

While the Group does not have a formal late payment prevention policy in place, it applies payment and cost document workflow instructions and follows clearly designated payment approval procedures.

The average payment term within the Group in 2025 is 33 days⁶⁸, and payments are made on time. No exclusions were applied to the calculations; payments to all suppliers, goods as well as services were taken into account.

List of payment practices

	2025	2024
Average invoice payment time	33	30

When settling accounts payable to suppliers of goods, the Inter Cars Group adheres to the payment terms specified in individual commercial contracts. The most common contractual payment term within the Group for this group of suppliers is 60 days^{69 70}.

There are no legal proceedings pending against Inter Cars S.A. with regard to its obligations under the Act on Prevention of Excessive Delays in Commercial Transactions.

⁶⁸ Metrics regarding all contracts. In 2025, the Group did not separately identify suppliers from the category of small and medium-sized enterprises (SMEs) in its records.

⁶⁹ Compared to 2024, the presentation of the indicator has been changed. In 2024, the average payment term was disclosed, which was 52 days and covered only contracts concluded centrally with suppliers of goods. In 2025, the most common payment term (by invoice value) was disclosed for contracts concluded with suppliers of goods across the entire Group.

⁷⁰ The Group has not separately identified the percentage of payments to suppliers of goods made in accordance with standard payment terms.

ATTACHMENTS

DISCLOSURE REQUIREMENTS IN ESRS COVERED BY THE UNDERTAKING'S SUSTAINABILITY STATEMENT [IRO-2]

Methodology for selecting indicators for material impacts, risks, and opportunities is described in detail in IRO-1.

ESRS compliance summary

Disclosure no.	Full name of the Disclosure Requirement	Chapter in the report
ESRS 2 GENERAL DISCLOSURES		
BP-1	General basis for preparation of the sustainability statement	1.1. Basis for preparation
BP-2	Disclosures in relation to specific circumstances	1.1. Basis for preparation
GOV-1	The role of the administrative, management and supervisory bodies	1.2. Sustainability management
GOV-2	Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies	1.2. Sustainability management
GOV-3	Integration of sustainability-related performance in incentive schemes	1.2. Sustainability management
GOV-4	Statement on due diligence	1.2. Sustainability management
GOV-5	Risk management and internal controls over sustainability reporting	1.2. Sustainability management
SBM-1	Strategy, business model and value chain	1.3. Strategy
SBM-2	Interests and views of stakeholders	1.3. Strategy
SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	1.5. <i>Management of material impacts, risks and opportunities</i>
IRO-1	Description of the process to identify and assess material impacts, risks and opportunities	1.5. <i>Management of material impacts, risks and opportunities</i>
IRO-2	Disclosure requirements in ESRS covered by the undertaking's sustainability statement	Attachments
ESRS E1 CLIMATE CHANGE		
E1-1	Transition plan for climate change mitigation	2.2. Climate change [ESRS E1]
E1-2	Policies related to climate change mitigation and adaptation	2.2. Climate change [ESRS E1]
E1-3	Actions and resources in relation to climate change policies	2.2. Climate change [ESRS E1]
E1-4	Targets related to climate change mitigation and adaptation	2.2. Climate change [ESRS E1]
E1-5	Energy consumption and mix	2.2. Climate change [ESRS E1]
E1-6	Gross Scopes 1, 2, 3 and total GHG emissions	2.2. Climate change [ESRS E1]
E1-7	GHG removals and GHG mitigation projects financed through carbon credits	2.2. Climate change [ESRS E1]
E1-8	Internal carbon pricing	2.2. Climate change [ESRS E1]
E1-9	Anticipated financial effects from material physical and transition risks and potential climate-related opportunities	N/A
ESRS E2 POLLUTION		
E2-1	Policies related to pollution	2.3. Pollution [ESRS E2]
E2-2	Actions and resources related to pollution	2.3. Pollution [ESRS E2]
E2-3	Targets related to pollution	2.3. Pollution [ESRS E2]
E2-4	Pollution of air, water and soil	2.3. Pollution [ESRS E2]
E2-5	Substances of concern and substances of very high concern	2.3. Pollution [ESRS E2]
E2-6	Anticipated financial effects from pollution-related impacts, risks and opportunities	N/A

Disclosure no.	Full name of the Disclosure Requirement	Chapter in the report
ESRS E3 WATER AND MARINE RESOURCES		
E3-1	Policies related to water and marine resources	2.4. Water and marine resources [ESRS E3]
E3-2	Actions and resources related to water and marine resources	2.4. Water and marine resources [ESRS E3]
E3-3	Targets related to water and marine resources	2.4. Water and marine resources [ESRS E3]
E3-4	Water consumption	2.4. Water and marine resources [ESRS E3]
E3-5	Anticipated financial effects from water and marine resources-related impacts, risks and opportunities	N/A
ESRS E5 RESOURCE USE AND CIRCULAR ECONOMY		
E5-1	Policies related to resource use and circular economy	2.5. Resource use and circular economy [ESRS E5]
E5-2	Actions and resources related to resource use and circular economy	2.5. Resource use and circular economy [ESRS E5]
E5-3	Targets related to resource use and circular economy	2.5. Resource use and circular economy [ESRS E5]
E5-4	Resource inflows	N/A
E5-5	Resource outflows	2.5. Resource use and circular economy [ESRS E5]
E5-6	Anticipated financial effects from resource use and circular economy-related risks and opportunities	N/A
ESRS S1 OWN WORKFORCE		
S1-1	Policies related to own workforce	3.1. Own workforce [ESRS S1]
S1-2	Processes for engaging with own workforce and workers' representatives about impacts	3.1. Own workforce [ESRS S1]
S1-3	Processes to remediate negative impacts and channels for own workforce to raise concerns	3.1. Own workforce [ESRS S1]
S1-4	Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions	3.1. Own workforce [ESRS S1]
S1-5	Targets related to managing materially negative impacts, advancing positive impacts, and managing material risks and opportunities	3.1. Own workforce [ESRS S1]
S1-6	Characteristics of the undertaking's employees	3.1. Own workforce [ESRS S1]
S1-7	Characteristics of non-employees in the undertaking's own workforce	3.1. Own workforce [ESRS S1]
S1-8	Collective bargaining coverage and social dialogue	3.1. Own workforce [ESRS S1]
S1-9	Diversity metrics	3.1. Own workforce [ESRS S1]
S1-10	Adequate wages	3.1. Own workforce [ESRS S1]
S1-11	Social protection	3.1. Own workforce [ESRS S1]
S1-12	Persons with disabilities	3.1. Own workforce [ESRS S1]
S1-13	Training and skills development metrics	3.1. Own workforce [ESRS S1]
S1-14	Health and safety metrics	3.1. Own workforce [ESRS S1]
S1-15	Work-life balance metrics	3.1. Own workforce [ESRS S1]
S1-16	Compensation metrics (pay gap and total compensation)	3.1. Own workforce [ESRS S1]
S1-17	Incidents, complaints and severe human rights impacts	3.1. Own workforce [ESRS S1]
CONSUMERS AND END-USERS		
S4-1	Policies related to consumers and end-users	3.2. Consumers and end-users [ESRS S4]
S4-2	Processes for engaging with consumers and endusers about impacts	3.2. Consumers and end-users [ESRS S4]

Disclosure no.	Full name of the Disclosure Requirement	Chapter in the report
S4-3	Processes to remediate negative impacts and channels for consumers and end-users to raise concerns	3.2. Consumers and end-users [ESRS S4]
S4-4	Taking action on material impacts on consumers and end-users, and approaches to managing material risks and pursuing material opportunities related to consumers and end-users, and effectiveness of those actions	3.2. Consumers and end-users [ESRS S4]
S4-5	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	3.2. Consumers and end-users [ESRS S4]
ESRS G1 BUSINESS CONDUCT		
G1-1	Business conduct policies and corporate culture	4.1. Business conduct [ESRS G1]
G1-2	Management of relationships with suppliers	4.1. Business conduct [ESRS G1]
G1-3	Prevention and detection of corruption and bribery	4.1. Business conduct [ESRS G1]
G1-4	Confirmed incidents of corruption or bribery	4.1. Business conduct [ESRS G1]
G1-5	Political influence and lobbying activities	4.1. Business conduct [ESRS G1]
G1-6	Payment practices	4.1. Business conduct [ESRS G1]

List of data points contained in cross-cutting and thematic standards which stem from other EU legislation

Disclosure requirement and related data point	Reference to the regulation on sustainability-related disclosures in the financial services sector	Reference/ immaterial/ Transition period
ESRS 2 GOV-1 Gender diversity among the members of the management board paragraph 21 (d)	Annex I to Regulation (EU) 2019/2088 ("SFDR"); Annex II to Commission Delegated Regulation (EU) 2020/1816 ("CDR").	1.2. Sustainability management
ESRS 2 GOV-1 Percentage of board members who are independent paragraph 21 (e)	Annex II to CDR (EU) 2020/1816	1.2. Sustainability management
Statement on due diligence paragraph 30	Annex I to SFDR	1.2. Sustainability management
ESRS 2 SBM-1 Involvement in activities related to fossil fuel activities paragraph 40 (d) (i)	immaterial	immaterial
ESRS 2 SBM-1 Involvement in activities related to chemical production paragraph 40 (d) ii	immaterial	immaterial
ESRS 2 SBM-1 Involvement in activities related to controversial weapons paragraph 40 (d) iii	immaterial	immaterial
ESRS 2 SBM-1 Involvement in activities related to cultivation and production of tobacco paragraph 40 (d) iv	immaterial	immaterial
ESRS E1-1 Transition plan to reach climate neutrality by 2050 paragraph 14	Art. 2(1) of the Regulation (UE) 2021/1119	2.2. Climate change [ESRS E1]
ESRS E1-1 Entities excluded from the scope of Paris-aligned benchmark metrics, paragraph 16(g)	immaterial	immaterial

Disclosure requirement and related data point	Reference to the regulation on sustainability-related disclosures in the financial services sector	Reference/ immaterial/ Transition period
ESRS E1-4 GHG emission reduction targets paragraph 34	Art. 6 CDR (UE) 2020/1818	2.2. Climate change [ESRS E1]
ESRS E1-5 Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors) paragraph 38	Annex I to SFDR	2.2. Climate change [ESRS E1]
ESRS E1-5 Energy consumption and mix paragraph 37	Annex I to SFDR	2.2. Climate change [ESRS E1]
ESRS E1-5 Energy intensity associated with activities in high climate impact sectors paragraphs 40 to 43	Annex I to SFDR	2.2. Climate change [ESRS E1]
ESRS E1-6 Gross Scope 1, 2, 3 and total greenhouse gas emissions, paragraph 44	Annex I to SFDR; Art. 5(1), Art.6 and Art. 8(1) CDR (EU) 2020/1818	2.2. Climate change [ESRS E1]
ESRS E1-6 Gross GHG emissions intensity paragraphs 53 to 55	Annex I to SFDR; Art. 8(1) CDR (EU) 2020/1818	2.2. Climate change [ESRS E1]
ESRS E1-7 GHG removals and carbon credits paragraph 56	immaterial	2.2. Climate change [ESRS E1]
ESRS E1-9 Exposure of the benchmark portfolio to climate-related physical risks paragraph 66	Transition period	Transition period
ESRS E1-9 Disaggregation of monetary amounts by acute and chronic physical risk paragraph 66 a)	Transition period	Transition period
ESRS E1-9 Location of significant assets at material physical risk paragraph 66 c).	Transition period	Transition period
ESRS E1-9 Breakdown of the carrying value of its real estate assets by energy-efficiency classes paragraph 67 c).	Transition period	Transition period
ESRS E1-9 Degree of exposure of the portfolio to climate- related opportunities paragraph 69	Transition period	Transition period
ESRS E2-4 Amount of each pollutant listed in Annex II of the E-PRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water and soil, paragraph 28	Annex I to SFDR	2.3. Pollution [ESRS E2]
ESRS E3-1 Water and marine resources paragraph 9	Annex I to SFDR	2.4. Water and marine resources [ESRS E3]
ESRS E3-1 Dedicated policy paragraph 13	Annex I to SFDR	2.4. Water and marine resources [ESRS E3]
ESRS E3-1 Sustainable oceans and seas practices paragraph 14	Annex I to SFDR	2.4. Water and marine resources [ESRS E3]
ESRS E3-4 Total water recycled and reused paragraph 28 c)	Annex I to SFDR	2.4. Water and marine resources [ESRS E3]
ESRS E3-4 Total water consumption in m ³ per net revenue on own operations paragraph 29	Annex I to SFDR	2.4. Water and marine resources [ESRS E3]
ESRS 2 SBM 3-E4 paragraph 16 a) (i)	Annex I to SFDR	Transition period
ESRS 2 SBM 3-E4 paragraph 16 b)	Annex I to SFDR	Transition period
ESRS 2 SBM 3-E4 paragraph 16 c)	Annex I to SFDR	Transition period
ESRS -2 Sustainable land / agriculture practices or policies paragraph 24 b)	Annex I to SFDR	Transition period
ESRS E4-2 Sustainable land / agriculture practices or policies paragraph 24 c)	Annex I to SFDR	Transition period
ESRS -2 Policies to address deforestation paragraph 24 (d)	Annex I to SFDR	Transition period
ESRS E5-5 Non-recycled waste paragraph 37 d)	Annex I to SFDR	2.5. Resource use and circular economy [ESRS E5]
ESRS E5-5 Hazardous waste and radioactive waste paragraph 39	Annex I to SFDR	2.5. Resource use and circular economy [ESRS E5]

Disclosure requirement and related data point	Reference to the regulation on sustainability-related disclosures in the financial services sector	Reference/ immaterial/ Transition period
ESRS 2 SBM-3-S1 incidents of forced labour par. 14 (f)	Annex I to SFDR	3.1. Own workforce [ESRS S1]
ESRS 2 SBM-3-S1 Risk of incidents of child labour paragraph 14 (g)	Annex I to SFDR	3.1. Own workforce [ESRS S1]
ESRS S1-1 Human rights policy commitments paragraph 20	Annex I to SFDR	3.1. Own workforce [ESRS S1]
ESRS S1-1 Due diligence strategies related to issues addressed by the fundamental International Labor Organisation Conventions 1 to 8, par. 21	Annex II to CDR(UE) 2020/1816	3.1. Own workforce [ESRS S1]
ESRS S1-1 Processes and measures for preventing trafficking in human beings par. 22	Annex I to SFDR	3.1. Own workforce [ESRS S1]
ESRS S1-1 Workplace accident prevention policy or management system par. 23	Annex I to SFDR	3.1. Own workforce [ESRS S1]
ESRS S1-3 Grievance/complaints handling mechanisms par. 32 (c)	Annex I to SFDR	3.1. Own workforce [ESRS S1]
ESRS S1-14 Number of fatalities and number and rate of work-related accidents par. 88 (b) and (c)	Annex I to SFDR, Annex II to CDR (EU) 2020/1816	3.1. Own workforce [ESRS S1]
ESRS S1-14 Number of days lost to injuries, accidents, fatalities or illness par. 88 (e)	Annex I to SFDR	3.1. Own workforce [ESRS S1]
ESRS S1-16 Unadjusted gender pay gap par. 97 (a)	Annex I to SFDR, Annex II to CDR (EU) 2020/1816	3.1. Own workforce [ESRS S1]
ESRS S1-16 Excessive CEO pay ratio par. 97 (b)	Annex I to SFDR	3.1. Own workforce [ESRS S1]
ESRS S1-17 Incidents of discrimination par. 103 (a)	Annex I to SFDR	3.1. Own workforce [ESRS S1]
ESRS S1-17 Non-respect of UNGPs on Business and Human Rights and OECD Guidelines par. 104 (a)	SFDR; Annex II to CDR (EU) 2020/1816; Art. 12. 1 CDR (EU) 2020/1818	3.1. Own workforce [ESRS S1]
ESRS 2 SBM-3-S2 Significant risk of child labour or forced labour in the value chain par. 11 (b)	Annex I to SFDR	Transition period
ESRS S2-1 Human rights policy commitments paragraph 17	Annex I to SFDR	Transition period
ESRS S2-1 Policies related to value chain workers par. 18	Annex I to SFDR	Transition period
ESRS S2-1 Non-respect of UNGPs on Business and Human Rights and OECD Guidelines par. 19	SFDR; Annex II to CDR (EU) 2020/1816; Art. 12. 1 CDR (EU) 2020/1818	Transition period
ESRS S2-1 Due diligence strategies related to issues addressed by the fundamental International Labor Organisation Conventions no. 1 to 8, par. 19	Annex II to CDR(UE) 2020/1816	Transition period
ESRS S2-4 Human rights issues and incidents connected to its upstream and downstream value chain par. 36	Annex I to SFDR	Transition period
ESRS S3-1 Human rights policy commitments par. 16	immaterial	immaterial
ESRS S3-1 Non-respect of UNGPs on Business and Human Rights, ILO principles or OECD guidelines par. 17	immaterial	immaterial
ESRS S3-4 Human rights issues and incidents par. 36	immaterial	immaterial
ESRS S4-1 Policies related to consumers and end-users par. 16	Annex I to SFDR	3.2. Consumers and end-users [ESRS S4]
ESRS S4-1 Non-respect of UNGPs on Business and Human Rights and OECD Guidelines par. 17	Annex I to SFDR; Annex II to CDR (EU) 2020/1816	3.2. Consumers and end-users [ESRS S4]
ESRS S4-4 Human rights issues and incidents par. 35	Annex I to SFDR	3.2. Consumers and end-users [ESRS S4]
ESRS G1-1 United Nations Convention against Corruption par. 10 (b)	Annex I to SFDR	4.1. Business conduct [ESRS G1]

Disclosure requirement and related data point	Reference to the regulation on sustainability-related disclosures in the financial services sector	Reference/ immaterial/ Transition period
ESRS G1-1 Protection of whistle-blowers par. 10 (d)	Annex I to SFDR	4.1. Business conduct [ESRS G1]
ESRS G1-4 Fines for violation of anti-corruption and anti-bribery laws par. 24 (a)	Annex I to SFDR; Annex II to CDR (EU) 2020/1816	4.1. Business conduct [ESRS G1]
ESRS G1-4 Standards for counteracting corruption and bribery par. 24 (b)	Annex I to SFDR	4.1. Business conduct [ESRS G1]

35. MANAGEMENT BOARD STATEMENTS AND APPROVAL OF REPORTS

In accordance with the requirements of the Regulation of the Minister of Finance of June 6, 2025, on current and periodic information disclosed by issuers of securities and the conditions for recognizing as equivalent information required by the laws of a non-member state, the Management Board of Inter Cars S.A. hereby declares that:

- to the best of their knowledge, the annual consolidated financial statements of the Inter Cars S.A. Group ("Inter Cars") and the comparative data have been prepared in accordance with applicable accounting principles and that they present a true, fair, and clear view of the financial position and results of operations of the Inter Cars S.A. Group,
- the report of the Management Board of Inter Cars S.A. on the operations of the Inter Cars S.A. Group provides a fair overview of the development and profitability of the operations and the financial position of the Group, as well as of the consolidated entities treated as a whole, including a description of the principal risks and uncertainties, and that the report of the Management Board of Inter Cars S.A. on the activities of the Inter Cars S.A. Group was prepared in accordance with the requirements of Article 55(2a) of the Accounting Act;
- the report of the Management Board of Inter Cars S.A. on the activities of the Inter Cars S.A. Group includes the sustainability statement of the Inter Cars S.A. Capital Group, which was prepared in accordance with: (i) the Accounting Act, (ii) the ESRS, and (iii) Article 8 of Regulation 2020/852 and the delegated acts adopted 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

Warsaw, April 28, 2026