

## **Appendix 1 to Resolution No. 13/2026 of the Supervisory Board of INTER CARS S.A. of 29 April 2026**

### ***Report of the Supervisory Board of Inter Cars S.A. on its activities in 2025,***

*including the assessments prepared in accordance with the 'Best Practice for WSE Listed Companies 2021'*

Acting pursuant to Article 382(3) and Article 382(3<sup>1</sup>) of the Polish Commercial Companies Code, the Supervisory Board of Inter Cars S.A. of Swobodnia (the “**Company**”) hereby submits to the General Meeting a report on the Supervisory Board’s activities in the period **from 1 January 2025 to 31 December 2025**, including the assessments prepared in accordance with the ‘Best Practice for WSE Listed Companies 2021’ (the “**WSE Best Practice**”).

#### **I. Activities of the Supervisory Board and its committees in 2025**

##### **1) Composition of the Supervisory Board and its committees**

As at 1 January 2025, the composition of the Company’s Supervisory Board was as follows:

- 1) Andrzej Oliszewski – Chair of the Supervisory Board;
- 2) Jacek Podgórski – Independent Member of the Supervisory Board;
- 3) Radosław Kudła – Independent 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 Company’s Annual General Meeting made appointments to the Supervisory Board for a new joint term of office. Furthermore, the Annual General Meeting resolved that the Supervisory Board of the new term would comprise seven members.

The following persons were appointed to the Supervisory Board by resolutions of the Annual General Meeting:

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

Currently, there are at least two members on the Supervisory Board who meet the criteria of independence from the Company and entities with significant links to the Company pursuant to Annex II to the Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board, the relevant criteria specified in the WSE Best Practice, and the independence criteria specified in Article 129(3) of the Act on Statutory Auditors, Audit Firms, and Public Oversight of 11 May 2017.

Since 25 September 2017, there has been an audit committee operating within the Supervisory Board in compliance with Article 128 and Article 129 of the Act on Statutory Auditors, Audit Firms and Public Oversight of 11 May 2017 (the “**Audit Committee**”).

As at 1 January 2025, the Audit Committee consisted of the following Supervisory Board members:

- 1) Radosław Kudła – Chair of the Committee (independent member of the Supervisory Board);
- 2) Andrzej Oliszewski – Member of the Committee;
- 3) Jacek Podgórski – Member of the Committee (independent member of the Supervisory Board).

Following the appointments to the Supervisory Board made for a new joint term of office by the Company’s General Meeting on 10 June 2025, the Supervisory Board appointed the Audit Committee for the new term, consisting of:

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

As at the date of adoption of this report, the composition of the Audit Committee did not change.

The Audit Committee operates within the Supervisory Board and is appointed to supervise the financial reporting process, including sustainability reporting, and the effectiveness of the internal control, internal audit and risk management systems, and to monitor the performance of financial audit and sustainability reporting assurance engagements.

## 2) Meetings of the Supervisory Board and its committees

During the reporting period, the Supervisory Board held seven meetings, during which it adopted resolutions required under the applicable laws and regulations, and took positions on matters included on the agenda of the meetings. The meetings were held on 16 April, 28 April, 5 May, 27 June, 16 September, 24 November, and 5 December. All Supervisory Board members were present at the meetings. The Supervisory Board meetings were also attended by members of the Management Board and other representatives of the Company, which enabled the Supervisory Board to obtain comprehensive answers and explanations on matters covered by the respective agendas. The Supervisory Board was also kept informed, by email, of all material aspects of the Company's operations. Furthermore, the Supervisory Board was provided with all requested information and materials prepared by the Company's Management Board.

At the meetings, the Supervisory Board passed the following resolutions:

*Resolution No. 1/2025 dated 16 April 2025 to amend the Rules of Procedure for the Audit Committee of the Supervisory Board and to adopt the consolidated text of the Rules of Procedure for the Audit Committee of the Supervisory Board;*

*Resolution No. 2/2025 dated 16 April 2025 to approve the 'Policy and Procedures for the Selection of an Audit Firm to Audit the Financial Statements and to Provide Assurance on Sustainability Reporting of Inter Cars S.A.';*

*Resolution No. 3/2025 dated 16 April 2025 to approve the 'Policy and Procedures of the Inter Cars Group for the Provision by the Auditor and Members of its Network of Permitted Non-Audit and Non-Assurance Services';*

*Resolution No. 4/2025 dated 28 April 2025 to repeal Supervisory Board Resolution No. 21/2024 dated 1 October 2024 to amend the Incentive Programme for Members of the Management Board;*

*Resolution No. 5/2025 dated 28 April 2025 to adopt the Supervisory Board's statement on the selection of an audit firm to audit the full-year separate and consolidated financial statements;*

*Resolution No. 6/2025 dated 28 April 2025 to adopt the Supervisory Board's statement on the operation of the Audit Committee of the Supervisory Board of Inter Cars S.A.;*

*Resolution No. 7/2025 dated 28 April 2025 to adopt the Supervisory Board's assessment of the separate and consolidated financial statements of Inter Cars S.A. and the Inter Cars Group for the year ended 31 December 2024, as well as the Directors' Report on the operations of the Inter Cars Group in the year ended 31 December 2024, prepared together with the Directors' Report on the operations Inter Cars S.A., in terms of their completeness, accuracy and consistency with the underlying accounting records and supporting documents;*

*Resolution No. 8/2025 dated 28 April 2025 to adopt the remuneration report;*

*Resolution No. 9/2025 dated 28 April 2025 to adopt the Supervisory Board's statement addressed to KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k.;*

*Resolution No. 10/2025 dated 5 May 2025 to acknowledge the report of the Audit Committee of the Supervisory Board on its activities in 2024;*

*Resolution No. 11/2025 dated 5 May 2025 to approve the Directors' Report on the operations of the Inter Cars Group in 2024, prepared together with the Directors' Report on the operations of the Company in 2024;*

*Resolution No. 12/2025 dated 5 May 2025 to approve the Company's separate financial statements for 2024, together with the auditor's report;*

*Resolution No. 13/2025 dated 5 May 2025 to approve the Inter Cars Group's consolidated financial statements for the financial year 2024, together with the auditor's report;*

*Resolution No. 14/2025 dated 5 May 2025 to provide an assessment of the Management Board's proposal on the allocation of net profit for the financial year 2024;*

*Resolution No. 15/2025 dated 5 May 2025 to adopt the Report of the Supervisory Board of Inter Cars S.A. on its activities in 2024, including the assessments prepared in accordance with the 'Best Practice for WSE Listed Companies 2021';*

*Resolution No. 16/2025 dated 5 May 2025 to provide an opinion on the grant of discharge from liability to a member of the Management Board;*  
*Resolution No. 17/2025 dated 5 May 2025 to provide an opinion on the grant of discharge from liability to a member of the Management Board;*  
*Resolution No. 18/2025 dated 5 May 2025 to provide an opinion on the grant of discharge from liability to a member of the Management Board;*  
*Resolution No. 19/2025 dated 5 May 2025 to provide an opinion on the grant of discharge from liability to a member of the Management Board;*  
*Resolution No. 20/2025 dated 5 May 2025 to provide an opinion on the grant of discharge from liability to a member of the Management Board;*  
*Resolution No. 21/2025 dated 5 May 2025 to submit the remuneration report to the General Meeting for advisory vote;*  
*Resolution No. 22/2025 dated 5 May 2025 concerning the selection of an audit firm;*  
*Resolution No. 23/2025 dated 5 May 2025 to adopt an opinion on the selection of an audit firm to provide assurance on the sustainability reporting;*  
*Resolution No. 24/2025 dated 5 May 2025 to approve the amount of the cash bonus payable to members of the Management Board for 2024 in accordance with the Rules of the Incentive Programme adopted pursuant to Supervisory Board Resolution No. 21/2017 dated 26 June 2017;*  
*Resolution No. 27/2025 dated 27 June 2025 to appoint the Audit Committee of the Supervisory Board of Inter Cars S.A. for a new term of office;*  
*Resolution No. 28/2025 dated 27 June 2025 to approve the Rules of the Incentive Programme;*  
*Resolution No. 29/2025 dated 27 June 2025 to approve the Rules of the Variable Remuneration Programme;*  
*Resolution No. 33/2025 dated 16 September 2025 to approve the execution of an agreement between a Management Board member and a related party;*  
*Resolution No. 34/2025 dated 16 September 2025 to approve the selection of an audit firm for the Group's Key Entity;*  
*Resolution No. 36/2025 dated 5 December 2025 to pay advances towards the bonus payable to members of the Management Board for 2025;*  
*Resolution No. 37/2025 dated 5 December 2025 to amend the Incentive Programme for Members of the Management Board and to adopt the consolidated text of the Incentive Programme.*

In addition, during the reporting period, the Supervisory Board passed six resolutions using means of remote communication:

*Resolution No. 25/2025 dated 30 May 2025 to provide an opinion on draft resolutions for the Annual General Meeting of the Company convened for 10 June 2025;*  
*Resolution No. 26/2025 dated 30 May 2025 to provide an opinion on draft resolutions for the Annual General Meeting of the Company convened for 10 June 2025;*  
*Resolution No. 30/2025 dated 29 July 2025 to determine the number of shares to be awarded under the Incentive Programme, the number of shares to be awarded under the Variable Remuneration Programme and the number of shares to be granted to members of the Management Board and other participants;*  
*Resolution No. 31/2025 dated 29 July 2025 to designate the individuals entitled to participate in, and be admitted to, the Incentive Programme for Members of the Management Board;*  
*Resolution No. 32/2025 dated 29 July 2025 concerning the execution of agreements with members of the Management Board;*  
*Resolution No. 35/2025 dated 23 October 2025 to provide an opinion on draft resolutions for the Extraordinary General Meeting of the Company convened for 4 November 2025.*

Over the reporting period, the Supervisory Board passed a total of 37 resolutions.

During its meetings, the Supervisory Board also discussed other material matters as presented thereto by the Management Board, including sales performance, sales growth (including growth in export sales), the Company's and the Group's financial position in Poland and abroad, and the Group's financial performance. In addition, the Audit Committee reported to the Supervisory Board, keeping it informed of the Committee's activities and of its recommendations and assessments regarding tasks and activities performed by the internal audit unit.

In the reporting period, the Audit Committee held eight meetings on: 22 January, 16 April, 24 April, 28 April, 5 May, 8 September, 16 September, and 5 December.

In the reporting period, the Audit Committee performed the audit committee tasks laid down in applicable laws. Matters discussed during the Audit Committee meetings included: (i) activities of the internal audit function in 2025, including in particular matters related to the manner in which it performs its responsibilities, the internal audit department's priority tasks and high risk areas, and progress on delivery of different tasks specified in the internal audit plan; (ii) progress in the auditor's work; (iii) the Company's and the Group's financial performance; (iv) performance of the internal audit budget and plan in 2024, together with other activities; (v) the progress on implementing recommendations from prior audits at the Group; and (vi) certain compliance-related matters.

At its meetings, the Audit Committee passed the following resolutions:

*Resolution No. 1/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Warsaw dated 22 January 2025 to approve the purchase of non-audit services from the Group's auditor;*

*Resolution No. 2/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Warsaw dated 22 January 2025 to approve the purchase of non-audit services from the Group's auditor;*

*Resolution No. 3/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Warsaw dated 22 January 2025 to approve the purchase of non-audit services from the Group's auditor;*

*Resolution No. 5/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Warsaw dated 16 April 2025 to adopt the 'Policy and Procedures for the Selection of an Audit Firm to Audit the Financial Statements and to Provide Assurance on Sustainability Reporting of Inter Cars S.A.';*

*Resolution No. 6/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Warsaw dated 16 April 2025 to adopt the 'Policy and Procedures of the Inter Cars Group for the Provision by the Auditor and Members of its Network of Permitted Non-Audit and Non-Assurance Services';*

*Resolution No. 7/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Warsaw dated 24 April 2025 to approve the annual bonus payable to the Head of Internal Audit of the Inter Cars Group for 2024;*

*Resolution No. 8/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Warsaw dated 24 April 2025 to adopt the Internal Audit plan and budget for 2024;*

*Resolution No. 9/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Warsaw dated 28 April 2025 to adopt a recommendation on the assessment of the separate and consolidated financial statements of Inter Cars S.A. and the Inter Cars Group for the year ended 31 December 2024, as well as the Directors' Report on the operations of the Inter Cars Group in the year ended 31 December 2024, prepared together with the Directors' Report on the operations of Inter Cars S.A., in terms of their completeness, accuracy and consistency with the underlying accounting records and supporting documents;*

*Resolution 10/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Warsaw dated 5 May 2025 to adopt a recommendation on the assessment of the Directors' Report on the operations of the Inter Cars Group in 2024, prepared together with the Directors' Report on the operations of Inter Cars S.A. in 2024;*

*Resolution No. 11/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Warsaw dated 5 May 2025 to adopt a recommendation on the assessment of the financial statements for the financial year 2024, together with the auditor's report;*

*Resolution No. 12/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Warsaw dated of May 2025 to adopt a recommendation on the assessment of the consolidated financial statements for the financial year 2024, together with the auditor's report;*

*Resolution No. 13/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Warsaw dated 5 May 2025 to adopt the report of the Audit Committee on its activities in 2024;*

*Resolution No. 14/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Warsaw dated 5 May 2025 to approve the report on the procedure for the selection of an audit firm;*

*Resolution No. 15/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Warsaw dated 5 May 2025 to adopt a recommendation on the selection of an audit firm to audit the financial statements of Inter Cars S.A. and key entities of the Inter Cars Group for 2025 and 2026;*

*Resolution No. 16/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Warsaw dated 5 May 2025 to adopt a report on the procedure for the selection of an audit firm to provide assurance on the sustainability reporting;*

*Resolution No. 17/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Warsaw dated 5 May 2025 to adopt a recommendation on the selection of an audit firm to provide assurance on the sustainability reporting of the Inter Cars Group;*

*Resolution No. 22/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Swobodnia dated 5 December 2025 to approve the purchase of non-audit services from the Group's auditor;*

*Resolution No. 23/2025 of the Audit Committee of the Supervisory Board of INTER CARS S.A. of Swobodnia dated 5 December 2025 to approve the purchase of non-audit services from the Group's auditor.*

In addition, during the reporting period, the Audit Committee passed four resolutions using means of remote communication to approve the purchase of non-audit services from the Group's auditor.

In the reporting period, the Audit Committee passed a total of 23 resolutions.

### **3) Information on the performance of the obligations under the Commercial Companies Code, other laws and regulations, and the Company's Articles of Association**

In the reporting period, the Supervisory Board exercised ongoing supervision over the Company's activities in each area of its business, remaining in direct contact with the Management Board. The Supervisory Board assessed, among other things, the Company's economic standing, financial liquidity and ability to settle liabilities. The Supervisory Board also considered opportunities and methods for the Company's further development. As part of the supervision over the Inter Cars Group, the Supervisory Board analysed development prospects and current financial results of the Group companies. In addition, the Supervisory Board discussed the Group's business development plans, budgets and strategic objectives with the Management Board, analysed the management methods and current financial condition of the Company, and discussed the implementation and delivery of the budget and material projects. The Supervisory Board also reviewed the findings of internal audits performed in selected areas of the Company's and the Inter Cars Group's operations.

Pursuant to Article 90g(1) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, to Article 14.1 of the Company's Articles of Association and to the 'Remuneration Policy for Members of the Management Board and Supervisory Board of Inter Cars S.A. of Warsaw', the Supervisory Board adopted the Report on the Remuneration of Members of the Management Board and Supervisory Board of Inter Cars S.A. for 2024 and submitted it to the General Meeting, asking that the latter provide an opinion on the Report.

Within the prescribed deadline, the Supervisory Board assessed the Directors' Reports on the Company's and the Inter Cars Group's operations in 2024, the Management Board's proposal on the allocation of net profit for 2024, as well as the separate and consolidated financial statements for the financial year 2024, and submitted a written report on the results and findings of its assessment to the General Meeting.

The Supervisory Board also adopted a brief assessment of the Company's standing in accordance with the corporate governance policy applied by the Company.

In the reporting period, the Supervisory Board did not exercise its powers under Article 383 of the Commercial Companies Code, i.e. it did not suspend, for good reason, any or all members of the

Management Board, nor did it delegate Supervisory Board members to temporarily perform the duties of Management Board members.

The Supervisory Board operates in accordance with the corporate governance rules set out in the WSE Best Practice. In 2025, there were no instances of non-compliance of the Supervisory Board with the corporate governance policy applied by the Company.

#### **4) Assessment of the discharge by the Management Board of its obligation to report information to the Supervisory Board**

The Supervisory Board was updated by the Management Board on the Company's situation on an ongoing basis, including on the situation of its subsidiaries and other related parties to the best of the Management Board's knowledge. Also, in order to bring the Company's Articles of Association in line with the amended Commercial Companies Code, which entered into force on 13 October 2022 pursuant to the Act Amending the Commercial Companies Code and certain other acts, dated 9 February 2022 (Dz.U. of 2022, item 807), the General Meeting resolved to amend the Articles of Association so as to specify how the Management Board is required to discharge its reporting obligations. In accordance with the amendments, the scope of periodic information to be provided by the Management Board under Article 380(1) of the Commercial Companies Code is determined by the Supervisory Board. This ensures that the Supervisory Board only receives information that it actually needs.

In view of the foregoing, the Supervisory Board assesses that the Management Board duly discharged its reporting obligations under Article 380(1) of the Commercial Companies Code.

As the scope of information and reports submitted by the Management Board was sufficient, the Supervisory Board did not exercise its power to request additional information, documents, reports or clarifications from the Management Board under Article 382(4) of the Commercial Companies Code.

In 2025, the Supervisory Board did not exercise its power to have, at the Company's expense, a third-party advisor (advisor to the Supervisory Board) examine a specific aspect of the Company's business or assets or prepare an analysis of or expert opinion on a related matter under Article 382(1) of the Commercial Companies Code.

#### **5) Assessment of work of the Supervisory Board**

In the financial year from 1 January 2025 to 31 December 2025, the Supervisory Board, acting conscientiously and with due diligence, performed its duties stipulated in the Articles of Association and the Rules of Procedure for the Supervisory Board.

The role of the Supervisory Board is to exercise ongoing supervision over the Company's activities in each area of its business, in accordance with the Commercial Companies Code, the Company's Articles of Association and the Rules of Procedure for the Supervisory Board adopted by the General Meeting. Other key objectives of the Supervisory Board's efforts are to supervise the Company's Management Board and monitor its activities, and to ensure stability of the Company, its controlled development and strengthening of its market position.

Taking into account the work and involvement of the Supervisory Board, and based on the findings discussed above and the Supervisory Board's general activity in 2025, the Supervisory Board is of the opinion that in the reporting period it fulfilled its statutory duties in a proper manner and for the benefit of the Company, in line with best market practices. In 2025, the Supervisory Board exercised effective and efficient supervision over the Company, and its cooperation with the Management Board was good and properly organised. Therefore, we move that the members of the Supervisory Board be granted discharge from liability in respect of their duties in the reporting period.

## **II. Results of the assessment of the Company's financial statements for 2025, the Directors' Report on the Company's operations in 2025, and the Management Board's proposal on the allocation of the Company's net profit for 2025**

This assessment of the Company's financial statements for 2025, the Directors' Report on the operations of the Inter Cars Group in 2025, prepared together with the Directors' Report on the operations of the Company in 2025, and the Management Board's proposal regarding allocation of the Company's net profit

for 2025 as well as the results of this assessment have been prepared in accordance with Article 382(3) and Article 382(3<sup>1</sup>) of the Commercial Companies Code, for submission to the General Meeting, and include the Supervisory Board's assessment of the separate and consolidated financial statements of Inter Cars S.A. and the Inter Cars Group for the year ended 31 December 2025, and the Directors' Report on the operations of the Inter Cars Group in the year ended 31 December 2025, prepared together with the Directors' Report on the operations of Inter Cars S.A., in terms of their completeness, accuracy and consistency with the underlying accounting records and supporting documents, as adopted by the Supervisory Board's Resolution No. 4/2026 of 27 April 2026. This document also includes the report on the assessment of the consolidated financial statements of the Inter Cars Group for 2025.

The Directors' Report on the operations of the Inter Cars Group in the financial year 2025, prepared together with the Directors' Report on the operations of the Company in 2025, as well as the separate and consolidated financial statements, contain all necessary information on the operations of the Company and its Group in the financial year, and the Supervisory Board gives a favourable assessment of the reports and financial statements. In the opinion of the Supervisory Board, the Company's financial statements and periodic reports are prepared in accordance with applicable laws and the accounting policies applied by the Company.

The financial statements have been audited in accordance with applicable laws by an independent auditor appointed by the audit firm KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k. The auditor issued an unqualified opinion on the financial statements. The Supervisory Board reviewed the auditor's reports, and obtained all necessary information on results of the audit from the Supervisory Board's Audit Committee; the Supervisory Board has not expressed any reservations or presented any comments pertaining to the above. The Supervisory Board also approved, by Resolution No. 4/2026 of 27 April 2026, the Supervisory Board's assessment of the separate and consolidated financial statements of Inter Cars S.A. and the Inter Cars Group for the year ended 31 December 2025, as well as the Directors' Report on the operations of the Inter Cars Group in the year ended 31 December 2025, prepared together with the Directors' Report on the operations Inter Cars S.A., in terms of their completeness, accuracy and consistency with the underlying accounting records and supporting documents.

Therefore, the Supervisory Board decided to submit for approval by the General Meeting the following documents, which the Supervisory Board has positively assessed and approved: the Directors' Report on the operations of the Inter Cars Group in 2025, prepared together with the Directors' Report on the operations of the Company in 2025, the Company's separate financial statements for the financial year 2025 together with the auditor's report, comprising: (i) the statement of financial position as at 31 December 2025, showing total assets and total equity and liabilities of **PLN 8,642,751 thousand** (eight billion, six hundred and forty-two million, seven hundred and fifty-one thousand złoty); (ii) the statement of profit or loss for the period 1 January–31 December 2025, showing net profit of **PLN 461,704 thousand** (four hundred and sixty-one million, seven hundred and four thousand złoty); (iii) the statement of changes in equity for the financial year 1 January–31 December 2025, showing an increase in equity of **PLN 367,522 thousand** (three hundred and sixty-seven million, five hundred and twenty-two thousand złoty); (iv) the statement of cash flows for the financial year 1 January–31 December 2025, showing a net increase in cash of **PLN 2,644 thousand** (two million, six hundred and forty-four thousand złoty); (v) the supplementary information, comprising an introduction and notes to the financial statements; as well as the consolidated financial statements of the Inter Cars Group for the financial year 2025, together with the auditor's report, comprising: (i) the consolidated statement of financial position of the Inter Cars Group as at 31 December 2025, showing total assets and total equity and liabilities of **PLN 11,956,218 thousand** (eleven billion, nine hundred and fifty-six million, two hundred and eighteen thousand złoty); (ii) the consolidated statement of profit or loss of the Inter Cars Group for the financial year 1 January–31 December 2025, showing a net profit of **PLN 806,420 thousand** (eight hundred and six million, four hundred and twenty thousand złoty); (iii) the statement of changes in consolidated equity of the Inter Cars Group for the financial year 1 January–31 December 2025, showing an increase in equity of **PLN 664,371 thousand** (six hundred and sixty-four million, three hundred and seventy-one thousand złoty); (iv) the consolidated statement of cash flows of the Inter Cars Group for the financial year 1 January–31 December 2025, showing a net increase in cash of **PLN 81,361 thousand** (eighty-one million, three hundred and sixty-one thousand złoty); (v) the supplementary information, comprising the introduction and notes to the consolidated financial statements.

Furthermore, the Supervisory Board acknowledged, positively assessed and endorsed the Management Board's proposal that the Company's total earnings for 2025, of **PLN 461,704,446.69** (four hundred and

sixty-one million, seven hundred and four thousand, four hundred and forty-six zloty, sixty-nine grosz), be allocated as follows: PLN 20,118,702.00 (twenty million, one hundred and eighteen thousand, seven hundred and two zloty) to dividend payments of PLN 1.42 (one zloty, forty-two grosz) per share, and the balance of PLN 441,585,744.69 (four hundred and forty-one million, five hundred and eighty-five thousand, seven hundred and forty-four zloty, sixty-nine grosz) to statutory reserve funds, and that the dividend record date and dividend payment date be set for 10 June 2026 and 24 June 2026, respectively.

The Supervisory Board recommended that the General Meeting resolve to allocate the Company's net profit for 2025 as proposed by the Management Board.

### **III. Assessment of the Company's standing, including evaluation of its internal systems and functions**

This evaluation is the Supervisory Board's assessment of the Company's standing and includes evaluation of the Company's internal control, risk management and compliance systems and the internal audit function, in accordance with Article 382(3)(1)(2) of the Commercial Companies Code and the Company's corporate governance policy. The Supervisory Board performed this assessment on the basis of the Directors' Reports on the Company's and the Inter Cars Group's operations in 2025, the separate and consolidated financial statements for 2025, as well as information obtained by the Supervisory Board while performing its duties.

#### **A. Assessment of the Company's standing**

The Supervisory Board positively assesses the Management Board's performance in 2025.

In 2025, revenue of the Inter Cars Group (the "Group") exceeded PLN 21 billion, which represented an increase of 9% year on year. This growth reflects the continued scaling-up of the Group's operations and the geographic expansion of the Inter Cars sales network. Net profit reached over PLN 806 million, an improvement of 11.8% compared with the previous year. According to the Management Board, key factors affecting net profit in 2025 included margin pressures due to a strengthening of the Polish zloty against the euro and market pressures prevailing in certain geographies; higher cost of salaries and wages to accommodate pay pressures. Another noteworthy factor, in the Management Board's opinion, was the strong growth of the Inter Cars Group's sales, outperforming industry peers.

Last year, the Group further expanded its branch network, opening 24 new locations. At year-end 2025, the Group operated a total of 684 branches (after taking account of 4 branches/points of sale that had been closed) (2024: 664), with 242 in Poland and 442 internationally. The Supervisory Board recognises and supports the Group's successful domestic growth trajectory and ongoing international expansion, which further strengthens its leadership position in Central and Eastern Europe while extending export activities towards Western Europe. Markets demonstrating the highest growth rates in 2025 included Greece, Serbia, and Bosnia. Romania remains the Group's largest international market, with 78 branches serving more than 55,000 customers and 12,000 car repair workshops. These figures position Inter Cars as the second-largest player in the country.

The Group's e-commerce platform also continues to deliver impressive results. In 2025, Motointegrator.de ("MI.DE") again confirmed its leading market position in the e-commerce sector by receiving a number of prestigious awards. For the eighth consecutive time, MI.DE was recognised as a 'Top Shop' by COMPUTER BILD for excellent customer experience, high service quality, and intuitive, user-friendly website design. For the fifth time, MI.DE also received the 'Leading Shops 2025' distinction from CHIP for its search functionality, transparent product presentation, and superior security standards. In addition, MI.DE was awarded the title of 'Price Leader 2025' by WELT for its transparent pricing policy, as well as 'Best Online Retailer 2025' by Handelsblatt – an award based on customer feedback – in recognition of its broad product range, efficient logistics, and clear customer communications. These achievements were further complemented by distinctions from DEUTSCHLAND TEST and Focus Money. MI.DE received the titles of 'Best Online Store' and 'Excellent Online Store for 5 Years' in recognition of its extensive spare parts offering, high product quality, and fast, reliable service.

The Supervisory Board would like to emphasise that, in addition to the distribution of parts and automotive products, the Group is also engaged in manufacturing activities closely related to the automotive industry, which expand the distribution network's value chain. The Group's subsidiaries include Lauber Sp. z o.o., which specialises in remanufacturing automotive parts and components, and Feber Sp. z o.o., a

manufacturer of semi-trailers. The Group also complements its business with sales of commercial vehicle, including Isuzu and Ford Trucks commercial vehicles sold by the authorised dealership Q-Service Truck Sp. z o.o., as well as BYD electric delivery vehicles offered through Armatus Sp. z o.o.

Logistics investments were among the Group's key development priorities in 2025. The expansion of the Skypod® system at the ILS European Logistics and Development Centre in Swobodnia – the first solution of its kind in Central and Eastern Europe – was completed during the year. The infrastructure was expanded by 164,000 storage bins, 555 autonomous robots, additional order picking and replenishment stations, and approximately 2 km of conveyors, significantly increasing the warehouse process efficiency. At the same time, the implementation of the Skypod® system was completed at the Group's warehouse in Braşov, Romania, equipped with more than 250 robots. The Group also decided to build a fully automated warehouse in Stęszew near Poznań, based on the solutions implemented in Swobodnia. Completion of the project is planned for the second quarter of 2027.

The Supervisory Board also acknowledges the Company's continued adherence to high standards in sustainability, reporting, investor relations, corporate governance, information governance, and its responsible approach to environmental, social, and economic impacts.

The Supervisory Board positively assesses the progress made by the Inter Cars Group in delivering its Sustainability Strategy adopted in September 2023, which provides a framework for managing material impacts, risks and opportunities across the environmental, social and governance dimensions throughout the value chain.

The Supervisory Board also welcomed the recognition of Inter Cars S.A. with the ESG Eagle award, presented by the *Rzeczpospolita* daily during the 17th European Economic Congress in Katowice. The award recognised the Company's parts remanufacturing programme, which supports circular economy solutions and contributes to alleviating negative environmental impacts, including greenhouse gas emissions.

The decarbonisation strategy remains an integral part of the Sustainability Strategy. The Inter Cars Group is undertaking operational measures and capital investments aimed at reducing absolute Scope 1 and Scope 2 greenhouse gas emissions relative to the 2021 baseline year, with the target of achieving a 42% reduction by 2030. In particular, the Supervisory Board notes the increasing share of electricity generated from renewable sources, as well as the continued development of the Group's own renewable energy installations.

The Supervisory Board oversees the implementation of the Sustainability Strategy and sustainability reporting, treating the monitoring of the Group's performance in this area as an important element of its risk management, operational resilience and long-term value creation frameworks.

#### **B. Assessment of the internal control, risk management and compliance systems and the internal audit function, and information about measures taken by the Supervisory Board to perform the assessment**

The Company does not fully comply with the WSE Best Practice with respect to the implementation and maintenance of efficient internal control, risk management and compliance systems, as well as maintenance of the internal audit function. The internal control and risk management systems are dispersed, reflecting the organisational structure, and are maintained to a large extent by the Finance Division and the Operating Division, as described below.

The Company operates a compliance programme adopted by the Management Board in the second half of 2017, which includes in particular the Code of Conduct and Good Practice, Fraud Prevention Policy, Conflict of Interest Management Policy, Information Confidentiality Policy, Anti-Mobbing Policy, as well as Occupational Health and Safety and Environmental Policy. The programme is designed to ensure compliance of the Company's activities with the law, business standards and other market requirements by ensuring that the compliance risk is properly managed. Such processes as managing risks of fraud and conflicts of interest have been defined within the framework of the programme.

The Supervisory Board reviews the internal audit and risk management systems on an ongoing basis, which includes assessment of the process of preparation of separate and consolidated financial statements. The assessment is based on information provided by the Company's Management Board, Chief Financial

Officer, and the Audit Committee. The Supervisory Board also assesses components of the compliance system on an ongoing basis, with the assessment based on information provided by the Company's Management Board, the Legal Counsel, and the Audit Committee.

The Audit Committee supports the Supervisory Board in the day-to-day pursuit of its supervisory tasks by monitoring the Company's financial reporting process, financial audit tasks, the auditor's independence, and the effectiveness of the internal control and risk management systems, and of the internal audit function.

Following establishment of a separate internal audit unit in the first quarter of 2018, the organisation and effectiveness of risk management and control processes are also periodically audited by the internal audit unit, reporting functionally to the Audit Committee. In addition, the Audit Committee approves annual plans of internal audits, and any changes of such plans require prior consent from the Audit Committee. In 2025, internal audits were performed in selected areas of the Company's and the Group's operations. Relevant recommendations were provided on an ongoing basis to the Management Board, the Audit Committee and the Supervisory Board. Furthermore, in 2024, a formal process was initiated to establish a distinct risk management function within the Company's organisational structure.

Financial statements and periodic reports are prepared in accordance with the applicable laws and the Company's accounting policies by the Chief Financial Officer, and are reviewed on an ongoing basis by the Management Board, which is responsible for the accuracy and consistency of information disclosed by the Company, and for the applied accounting policies. Financial statements are prepared exclusively by persons having access to relevant financial data. All financial data contained in the financial statements and periodic reports are sourced from the financial and accounting system, where all business events are recorded in accordance with the Company's accounting policies (approved by the Management Board), based on International Accounting Standards and International Financial Reporting Standards. The Company continuously monitors changes to the regulatory framework and regulations applicable to stock exchange reporting, and makes preparations sufficiently in advance to incorporate any required changes. The financial reporting process is also monitored by the Audit Committee, which reviews the Company's interim and annual reports and monitors individual stages of the process for compliance and correctness. The Audit Committee's tasks additionally include reviewing and giving opinions on the rules of the financial reporting systems used by the Company.

Once approved by the Management Board, financial statements are reviewed or audited by an independent auditor – the audit firm selected from among reputed audit firms and appointed by the Supervisory Board, taking into account recommendations of the Audit Committee. Based on circumstances identified during the audit of financial statements, the Finance Division, acting in communication with the audit firm, attempts to formulate recommendations on how to enhance the Company's internal control system, for possible implementation.

The Finance Division and Division Heads prepare periodic management information reports, including analyses of key financial data and operating indicators of the business segments, and submit them to the Management Board.

In view of the above, the Supervisory Board gives a positive opinion on the Company's internal control, risk management and compliance systems.

**IV. Assessment of the Company's compliance with corporate governance requirements as specified in the Stock Exchange Rules and in the statutory regulations governing current and periodic information to be published by issuers of securities, and information about measures taken by the Supervisory Board to perform the assessment**

The Supervisory Board performed its assessment on the basis of the Directors' Reports on the Company's and the Inter Cars Group's operations in 2025 and the statement of compliance by the Company with corporate governance standards as released on the Company's corporate website.

In the opinion of the Supervisory Board, the Company made every effort to ensure application of and due compliance with the disclosure requirements imposed by law and other regulations. To ensure transparency and effectiveness of its disclosure policy, the Company provided the shareholders, analysts and investors with swift and reliable access to relevant information.

The Company fully complied with the statutory disclosure requirements where they apply to current and periodic reports. In 2025, the Company published 40 current reports and 5 periodic reports. All reports are available on the Company's website at <https://inwestor.intercars.com/pl/>, in the 'Reports' and 'Corporate Governance' tabs.

In addition, the statement of compliance by the Company with corporate governance standards, which is included in the Directors' Report on the Company's operations in 2025, covers all aspects of the Company's governance whose disclosure is required under applicable regulations. In the opinion of the Supervisory Board, the statement addresses the corporate governance of Inter Cars S.A. in a detailed and reliable manner.

In the Supervisory Board's opinion, the information disclosed by the Company is compliant with the relevant requirements and gives a true and fair view of the application of the corporate governance policy.

**V. Assessment of the reasonableness of the Company's charitable giving and sponsorship policies, including assessment of the reasonableness of the Company's and the Group's expenses on supporting cultural initiatives, sports, charitable institutions, media outlets, non-profit organisations, trade unions, etc.**

As part of the compliance programme, the Company implemented a system of supervision of charitable donations provided by the Company. Prior approval by the Company's Chief Legal Officer must be secured for all key charitable and sponsorship projects. A statement of expenditure incurred by the Company and its Group to support cultural initiatives, sports, charitable institutions, media outlets, non-profit organisations and trade unions in 2025 is presented in the Directors' Report on the operations of Inter Cars S.A. for 2025. In order to maximise the Company's positive social impacts, the Inter Cars Foundation was established in 2021. Its mission is to support widely-available, safe, sustainable and climate-friendly mobility solutions. The Foundation focuses its activities in four key areas, i.e. developing the skills of the future, environmental protection, health protection, and traffic safety. The Foundation's internal oversight body is its Board, which evaluates the Foundation's annual and longer term activity programmes and approves its annual activity and financial reports. In 2025, the Foundation carried out numerous projects, including the 'Accelerator' scholarship programme, aimed at providing educational, developmental, and financial support for young people pursuing careers in the automotive and logistics industries; and the 'Drogowskaz' grant programme, designed to educate children and young people on improving road traffic safety.

The Company also regularly supports various events and initiatives in sports and charity.

It has been sponsoring athletes, including mobility-impaired ones, competing in such disciplines as car racing or cycling.

Although the Company does not have a defined sponsorship and charitable giving policy, the Supervisory Board evaluates the Company's activities, including expenses, in this area as reasonable and desirable.

In the future, the Company may also develop a sponsorship and charitable policy document, which would reflect the Company's activities in this respect.

**VI. Implementation of the diversity policy for the Management Board and the Supervisory Board, including achievement of diversity targets and criteria**

The Company does not have in place a diversity policy applicable to the Management Board or the Supervisory Board, approved by the Supervisory Board or the General Meeting, respectively.

Nevertheless, the Company is committed to fostering diversity within its governing bodies, recognising the value of cultivating an environment which encompasses a broad spectrum of expertise and qualifications and is conducive to fulfilling the individual potential of each person. All appointment decisions for the Supervisory Board and Management Board are made by the General Meeting and the Supervisory Board, respectively, and are primarily guided by the needs and interests of the Company. The main focus when recruiting members of the Supervisory and Management Board is therefore placed on a candidate's skills, expertise, know-how and industry experience.

While no official diversity policy has been adopted, it is worth noting that the current composition of the Supervisory Board is diverse in terms of its members' educational background, age, expertise, and industry experience. Similarly, the Management Board can also boast a diverse membership, representing various educational backgrounds, expertise, and industry experience.

## **VII. Final considerations**

In the opinion of the Supervisory Board, the Management Board used all reasonable effort to ensure delivery of good financial results by the Inter Cars Group. Therefore, the Supervisory Board positively assesses the Management Board's efforts to further the Company's and the Inter Cars Group's key strategic objectives. The Supervisory Board recommends that the General Meeting grant discharge from liability to all members of the Company's Management Board in respect of their duties in 2025.