

# Extraordinary General Assembly of Kredyt Inkaso S.A. 30 November 2015 Warsaw DRAFT RESOLUTIONS



**Kredyt Inkaso S.A.**

Kredyt Inkaso S.A.; Warszawa 02-672; ul. Domaniewska 39 Kapitał zakładowy: 12 936 509 zł, wpłacony w całości. Oznaczenie sądu: Sąd Rejonowy dla m.st. Warszawy w Warszawie, XIII Wydział Gospodarczy KRS, KRS: 0000270672, NIP: 922-254-40-99, REGON: 951078572

**DRAFT RESOLUTIONS**

**RESOLUTION No. .../2015  
of the Extraordinary General Assembly of  
the company under the business name Kredyt Inkaso Spółka Akcyjna  
with its registered office in Warsaw  
dated 30 November 2015**

**on election of the Chairman of the General Assembly**

Pursuant to article 409 § 1 and article 420 § 2 of the Commercial Companies Code and § 4 section 3 of the Regulations of the General Assembly, the Extraordinary General Assembly decides the following:

**§ 1**

The Extraordinary General Assembly of “Kredyt Inkaso” S.A. decides to elect ..... as the Chairman of the Company’s Extraordinary General Assembly.....

**§ 2**

The resolution shall enter into force as of the date of its adoption.

**RESOLUTION No. .../2015  
of the Extraordinary General Assembly of  
the company under the business name Kredyt Inkaso Spółka Akcyjna  
with its registered office in Warsaw  
dated 30 November 2015**

**on: election of the members of the Vote Counting Commission**

Pursuant to § 7 section 1 of the Regulations of the General Assembly, the Extraordinary General Assembly decides the following:

**§ 1**

The Extraordinary General Assembly of Kredyt Inkaso S.A. choses to elect the following persons as members of the Vote Counting Commission:

- .....  
- .....  
- .....



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§ 2

The resolution shall enter into force as of the date of its adoption.

**RESOLUTION No. .../2015  
of the Extraordinary General Assembly of  
the company under the business name Kredyt Inkaso Spółka Akcyjna  
with its registered office in Warsaw  
dated 30 November 2015**

**on: approval of the meeting agenda**

Pursuant § 9 section 1 of the Regulations of the General Assembly, the following is decided:

§ 1

The Extraordinary General Assembly approves the following agenda:

1. Opening of the General Assembly.
2. Election of the Chairman of the Assembly.
3. Acknowledgement of correctness of conveying the Assembly and its capacity to adopt resolutions.
4. Election of the Returning Committee.
5. Approval of the meeting agenda.
6. Passing the resolution on determining the number of the Supervisory Board.
7. Supplementing the composition of the Supervisory Board.
8. Changes to the composition of the Supervisory Board.
9. Passing the resolution on acceptance/approval of the issue of bonds.
10. Presenting by the Company's Management Board information and recommendations regarding the action strategy in terms of the buyout of bonds issued by the Company with the maturity date until the end of the first six months of 2016 and adopting by the Extraordinary General Assembly the resolution on giving consent to the issue of bonds.
11. Amendments to the Company's articles of association.
12. Closing the debate.

§ 2

The resolution shall enter into force as of the date of its adoption.

**RESOLUTION No. .../2015  
of the Extraordinary General Assembly of  
the company under the business name Kredyt Inkaso Spółka Akcyjna**



**Kredyt Inkaso S.A.**

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**with its registered office in Warsaw  
dated 30 November 2015**

**on: determining the number of the Supervisory Board of the company under the business name Kredyt Inkaso Spółka Akcyjna**

Acting pursuant to article 15 section 1 of the Regulations of the General Assembly, the Extraordinary General Assembly decides the following:

**§ 1**

The Extraordinary General Assembly of Kredyt Inkaso S.A. decides to determine the number of the members of the Supervisory Board of Kredyt Inkaso S.A. to be [] persons.

**§ 2**

The resolution shall enter into force as of the date of its adoption.

**RESOLUTION No. .../2015  
of the Extraordinary General Assembly of  
the company under the business name Kredyt Inkaso Spółka Akcyjna  
with its registered office in Warsaw  
dated 30 November 2015**

**on: supplement the composition of the Supervisory Board of the company under the business name Kredyt Inkaso Spółka Akcyjna**

Acting pursuant to article 7 section 7 pt.7 of the Statute of Kredyt Inkaso S.A., the Extraordinary General Assembly decides the following

**§ 1**

The Extraordinary General Assembly of Kredyt Inkaso S.A. decides to appoint the member of the Supervisory Board Kredyt Inkaso S.A. Mr./Mrs [ ] holding PESEL no. [ ]

**§ 2**

The resolution shall come into force as of the date of its adoption.

**RESOLUTION No. .../2015  
of the Extraordinary General Assembly of  
the company under the business name Kredyt Inkaso Spółka Akcyjna  
with its registered office in Warsaw  
dated 30 November 2015**



**Kredyt Inkaso S.A.**

**on: the change to the composition of the Supervisory of the company under the business name Kredyt Inkaso Spółka Akcyjna**

Acting pursuant to article 7 section 7 pt.7 of the Statute of Kredyt Inkaso S.A., the Extraordinary General Assembly decides the following

**§ 1**

The Extraordinary General Assembly of Kredyt Inkaso S.A. decides to appoint/dismiss the member of the Supervisory Kredyt Inkaso S.A. Mr./Mrs [ ] holding PESEL no. [ ]

**§ 2**

The resolution shall come into force as of the date of its adoption.

**RESOLUTION No. /2015  
of the Extraordinary General Assembly of  
the company under the business name Kredyt Inkaso Spółka Akcyjna  
with its registered office in Warsaw  
dated 30 November 2015**

**on: acceptance/approval of the planned issue of bonds**

Acting pursuant to § 7 section 7 of the Company's Statutes, the following is decided:

**§ 1**

The Extraordinary General Assembly accepts and approves the planned new issue of bonds for the purposes of refinancing the obligations resulting from bonds issued so far, the maturity of which falls within the period until .... up to the amount not exceeding ....PLN.

**§ 2**

The resolution shall enter into force as of the date of its adoption.

**RESOLUTION No. /2015  
of the Extraordinary General Assembly of  
the company under the business name Kredyt Inkaso Spółka Akcyjna  
with its registered office in Warsaw  
dated 30 November 2015**

**on: giving consent to the issue of bonds**

The Extraordinary General Assembly adopts the following:



**Kredyt Inkaso S.A.**

Kredyt Inkaso S.A.; Warszawa 02-672; ul. Domaniewska 39 Kapitał zakładowy: 12 936 509 zł, wpłacony w całości. Oznaczenie sądu: Sąd Rejonowy dla m.st. Warszawy w Warszawie, XIII Wydział Gospodarczy KRS, KRS: 0000270672, NIP: 922-254-40-99, REGON: 951078572

### § 1

1. In view of the lack of possibility of fulfillment by the Supervisory Board the legal and the statutory requirements for passing resolutions, after listening to the information provided by the Management Board of Kredyt Inkaso S.A. and getting familiar with the request of the Management Board to pass the resolution on giving consent to the issue of bonds, the Extraordinary General Assembly is hereby giving its consent to the issue of bonds up to the amount of PLN 80 million.
2. The Extraordinary General Assembly entrusts the Management Board of Kredyt Inkaso S.A. with establishing the terms of the issue of bonds.

### § 2

The resolution shall enter into force as of the date of its passing.

**RESOLUTION No. /2015  
of the Extraordinary General Assembly of  
the company under the business name Kredyt Inkaso Spółka Akcyjna  
with its registered office in Warsaw  
dated 30 November 2015**

**on: changing the articles of association of the company under the business name Kredyt Inkaso Spółka Akcyjna**

Acting pursuant to the article 430 § 1 of the Commercial Companies Code and pursuant to § 7 section 7 pt. 8 of the Company's articles of association, the following is decided:

### § 1

The Extraordinary General Assembly of Kredyt Inkaso S.A. amends the Company's articles of association in such way that: in § 8 section 8a the current text is marked as pt. 1) and a new pt. 2) with the following wording is added:

*„In the event when obtaining the consent of the Supervisory Board, referred to in § 8 section 8 pt.4) is not possible due to the lack of capacity of the Supervisory Board to adopt resolutions resulting from insufficient number of members as required by the resolution of the General Assembly or by another circumstance, then giving consent for performing this activity shall belong to the competence of the General Assembly.*

### § 2

The Extraordinary General Assembly of Kredyt Inkaso S.A. changes the Company's articles of association in such way that: in § 7 section 7 the new point 14) with the following wording is added:

*„giving consents, referred to in § 8 section 8a pt. 2) of the articles of association”.*



**Kredyt Inkaso S.A.**

§ 3

The resolution shall enter into force as of the date of its adoption provided that the amendment to the articles of association of Kredyt Inkaso Spółka Akcyjna performed on its basis is effective as of the day of its entry into the register of entrepreneurs maintained by the National Court Register

**Justification of draft resolutions  
Ordinary General Assembly  
Kredyt Inkaso Spółka Akcyjna  
with its registered office in Warsaw  
30 November 2015**

When implementing the Principles of Best Practices of the SE listed Companies, the Management Board of Kredyt Inkaso S.A. presents the justification to the substantive draft resolutions proposed to be adopted by the Extraordinary General Assembly on 30 November 2015. According to the Best Practices of the SE listed Companies, in the event of convening by the Company's Management Board of the General Assembly, draft resolutions other than those typically adopted in the course of the assembly shall require justifications.

This present Extraordinary General Assembly convened by the Management Board in order to complete the composition of the Supervisory Board, which due to resignation by two of its members on 11 September 2015, as well as due to the fact that the Extraordinary General Assembly of the Company held on 20 October 2015 did not manage to elect the lacking members of the Supervisory Board – does not consist of 6 members as determined by the General Assembly of the Company and is not capable to adopt resolutions.



**Kredyt Inkaso S.A.**