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**Ordinary General Assembly
of Kredyt Inkaso S.A.
29 September 2016
Warsaw
DRAFT RESOLUTIONS**



FORUM
KONCERN PRAWNICZY

PROCESS

FINSANO


KREDYT INKASO
GRUPA KAPITAŁOWA

spółka
notowa na
GPW

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. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on: election of the Chairman of the General Assembly

Pursuant to Art. 409 § 1 and Art. 420 § 2 of the Commercial Companies Code as well as § 4 sec. 3 of the Regulations of the General Assembly, the Ordinary General Assembly resolves as follows:

§ 1

The Ordinary General Assembly of Kredyt Inkaso S.A. decides to elect
as the Chairman of the Ordinary General Assembly of the Company.

§ 2

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

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on: election of the members of the Returning Committee

Pursuant to § 7 sec. 1 of the Regulations of the General Assembly, the Ordinary General Assembly resolves as follows:

§ 1

The Ordinary General Assembly of Kredyt Inkaso S.A. choses to elect the following persons
as members of the Returning Committee:

-
-



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

.....

§ 2

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

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on: approval of the meeting agenda

Pursuant to § 9 sec. 1 of the Regulations of the General Assembly, it is resolved as follows:

§ 1

The Ordinary General Assembly decides to adopt 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. Consideration of the report of the Supervisory Board for the year 2015/2016.
7. Consideration and approval of the report of the Management Board on Kredyt Inkaso S.A. operations, and the stand alone financial statements of Kredyt Inkaso S.A., as well as consideration of the evaluation of the Supervisory Board related to the Management Board report on Kredyt Inkaso S.A. operations and financial statements of Kredyt Inkaso S.A. in the scope of their conformity to books of account and documents as well as the factual state and the motion of the Management Board on allocation of profit for the financial year 2015/2016.
8. Consideration and approval of the report of the Management Board on operations of the Kredyt Inkaso S.A. Capital Group, consolidated financial statements of Kredyt Inkaso S.A. Capital Group for the financial year 2015/2016, as well as consideration of the evaluation of the Supervisory Board related to the report of the Management Board on operations of Kredyt Inkaso S.A. Capital Group, consolidated financial statements of Kredyt Inkaso S.A. Capital Group for the financial year 2015/2016.



FORUM

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FINSANO

KREDYT INKASO
GRUPA KAPITAŁOWA

spółka
notowana na
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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

9. Adoption of the resolution on distribution and allocation of profit for the financial year 2015/2016.
10. Adoption of resolutions on granting a vote of acceptance to members of the Management Board of Kredyt Inkaso S.A. for the discharge of their duties in the financial year 2015/2016.
11. Adoption of resolutions on granting a vote of acceptance to members of the Supervisory Board of Kredyt Inkaso S.A. for the discharge of their duties in the financial year 2015/2016.
12. Adoption of the resolution on determination of the number of the Supervisory Board members and changes in the Supervisory Board related to the significant changes in the shareholding structure of the Company as a result of the announced tender offer for sale of shares of the Company’.
13. Closing the debates.

§ 2

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

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on: approval of the report of the Management Board on Kredyt Inkaso S.A. operations and the Kredyt Inkaso S.A. stand alone financial statements for the financial year commencing on 1 April 2015 and ending on 31 March 2016

§ 1

Acting pursuant to Art. 393 item 1 and Art. 395 of the Commercial Companies Code as well as Art. 45 and Art. 53 sec. 1 of the Accounting Act, in relation to § 7 sec. 7 item 1 of the Statutes of the Company, having considered and familiarized itself with the evaluation of Kredyt Inkaso S.A. Supervisory Board, the Ordinary General Assembly resolves to approve the following reports submitted by the Management Board of Kredyt Inkaso S.A.:

1. the report of the Management Board on Kredyt Inkaso S.A. operations for the financial year commencing on 1 April 2015 and ending on 31 March 2016;



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

2. the stand alone financial statements of Kredyt Inkaso S.A. for the financial year commencing on 1 April 2015 and ending on 31 March 2016 comprising the auditor-verified:
- statement of the financial standing (balance sheet) drawn up as at 31 March 2016, with both assets and liabilities in the amount of PLN 437 300 626,72 (four hundred thirty seven million three hundred thousand six hundred twenty six zloty and seventy two grosz),
 - total income statement (profit and loss account) for the financial year from 1 April 2015 to 31 March 2016, with the net profit of PLN 3 844 933,53 (three million eight hundred forty four thousand nine hundred thirty three zloty and fifty three grosz),
 - statement of changes to the shareholders' equity for the financial year from 1 April 2015 to 31 March 2016, which shows an increase in equity by PLN 3 844 933,53 (three million eight hundred forty four thousand nine hundred thirty three zloty and fifty three grosz),
 - cash flow statement for the financial year from 1 April 2015 to 31 March 2016 showing a decrease in cash by the amount of PLN 12 643 613,40 (twelve million six hundred forty three thousand six hundred thirteen zloty and forty grosz),
 - additional information and explanations.

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

§ 2

The resolution comes into effect as of the date of its adoption.

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on: approval of the report of the Management Board on operations of Kredyt Inkaso S.A. Capital Group and the consolidated financial statements of the Kredyt Inkaso S.A. Capital Group for the financial year commencing on 1 April 2015 and ending on 31 March 2016

§ 1



Kredyt Inkaso S.A.

Acting pursuant to Art. 393 item 1 and Art. 395 of the Commercial Companies Code and § 7 sec. 7 item 1 of the Statutes of the Company, having considered and familiarized itself with the evaluation of the Company's Supervisory Board, the Ordinary General Assembly resolves to approve the following reports submitted by the Kredyt Inkaso Management Board:

1. the report of the Management Board on Kredyt Inkaso S.A. Capital Group operations for the financial year commencing on 1 April 2015 and ending on 31 March 2016;
2. the consolidated financial statements of Kredyt Inkaso S.A. Capital Group for the financial year commencing on 1 April 2014 and ending on 31 March 2015 comprising the auditor-verified:
 - statement of the financial standing (balance sheet) drawn up as at 31 March 2015, with both assets and liabilities in the amount of PLN 660 837 126,67 (six hundred sixty million eight hundred thirty seven thousand one hundred twenty six zloty and sixty seven grosz),
 - total income statement (profit and loss account) for the financial year from 1 April 2015 to 31 March 2016, with the net profit of PLN 37 164 062,27 (thirty seven million one hundred sixty four thousand sixty two zloty and twenty seven grosz),
 - statement of changes to the shareholders' equity for the financial year from 1 April 2015 to 31 March 2016, which shows an increase in the shareholders' equity by the amount of PLN 43 292 294,76 (forty three million two hundred ninety two thousand two hundred ninety four zloty and seventy six grosz),
 - cash flow statement for the financial year from 1 April 2015 to 31 March 2016 showing an increase in cash by the amount of PLN 14 217 526,85 (fourteen million two hundred seventeen thousand five hundred twenty six zloty and eighty five grosz),
 - additional information and explanations.

§ 2

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

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on: distribution and allocation of the net profit for the financial year 2015/2016



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

Pursuant to Art. 382 § 3 and 395 § 2 of the Commercial Companies Code, the Ordinary General Assembly of Kredyt Inkaso S.A. hereby adopts the resolution with the following contents:

§ 1

The Company's profit for the financial year commencing on 1 April 2015 and ending on 31 March 2016 in the amount of PLN 3 844 933,53 (three million eight hundred forty four thousand nine hundred thirty three zloty and fifty three grosz) shall be allocated in whole to supplementary capital.

§ 2

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

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on: granting a vote of acceptance to a member of the Management Board for the discharge of his duties.

Pursuant to Art. 395 § 2 item 3 and § 3 of the Commercial Companies Code as well as § 7 sec. 7 item 2 of the Statutes of the Company, it is resolved as follows:

§ 1

Mr. Paweł Robert Szewczyk is granted a vote of acceptance for the discharge of his duties as the President of the Management Board in the period from 1 April 2015 to 31 March 2016.

§ 2

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

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**



Kredyt Inkaso S.A.

on granting a vote of acceptance to a member of the Management Board for the discharge of his duties.

Pursuant to Art. 395 § 2 item 3 and § 3 of the Commercial Companies Code as well as § 7 section 7 item 2 of the Statutes of the Company, it is resolved as follows :

§ 1

Mr. Jan Paweł Lisicki is granted a vote of acceptance for the discharge of his duties as the Vice-President of the Management Board in the period from 1 April 2015 to 31 March 2016.

§ 2

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

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on granting a vote of acceptance to a member of the Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2015 and ending on 31 March 2016.

Pursuant to Art. 395 § 2 item 3 and § 3 of the Commercial Companies Code as well as § 7 section 7 item 2 of the Statutes of the Company, it is resolved as follows:

§ 1

Mr. Ireneusz Chadaj – the Member of the Supervisory Board of Kredyt Inkaso S.A. is granted a vote of acceptance for the discharge of his duties in the financial year commencing on 1 April 2015 and ending on 31 March 2016.

§ 2

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



Kredyt Inkaso S.A.

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on: granting a vote of acceptance to a member of the Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2015 and ending on 31 March 2016.

Pursuant to Art. 395 § 2 item 3 and § 3 of the Commercial Companies Code as well as § 7 sec. 7 item 2 of the Statutes of the Company, it is resolved as follows:

§ 1

Mr. Krzysztof Misiak – the Member of the Supervisory Board of Kredyt Inkaso S.A. is granted a vote of acceptance for the discharge of his duties in the period from 1 April 2015 to 11 September 2015 in the financial year beginning on 1 April 2015 and ending on 31 March 2016.

§ 2

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

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on: granting a vote of acceptance to a member of the Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2015 and ending on 31 March 2016.

Pursuant to Art. 395 § 2 item 3 and § 3 of the Commercial Companies Code as well as § 7 sec. 7 item 2 of the Statutes of the Company, it is resolved as follows:

§ 1

Mr. Marek Gabryjelski – the Member of the Supervisory Board of Kredyt Inkaso S.A. is granted a vote of acceptance for the discharge of his duties in the financial year commencing on 1 April 2015 and ending on 31 March 2016.



Kredyt Inkaso S.A.

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§ 2

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

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on: granting a vote of acceptance to a member of the Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2015 and ending on 31 March 2016.

Pursuant to Art. 395 § 2 item 3 and § 3 of the Commercial Companies Code as well as § 7 sec. 7 item 2 of the Statutes of the Company, it is resolved as follows:

§ 1

Mr. Robert Gajor – the Member of Supervisory Board of Kredyt Inkaso S.A., is granted a vote of acceptance for the discharge of his duties in the period from 1 April 2015 to 11 September 2015 in the financial year commencing on 1 April 2015 and ending on 31 March 2016.

§ 2

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

**Resolution No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on: granting a vote of acceptance to a member of the Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2015 and ending on 31 March 2016.



Kredyt Inkaso S.A.

Pursuant to Art. 395 § 2 item 3 and § 3 of the Commercial Companies Code as well as § 7 sec. 7 item 2 of the Statutes of the Company, it is resolved as follows:

§ 1

Mr. Tomasz Mazurczak – the Member of the Supervisory Board of Kredyt Inkaso S.A. is granted a vote of acceptance for the discharge of his duties in the financial year commencing on 1 April 2015 and ending on 31 March 2016.

§ 2

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

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on: granting a vote of acceptance to a member of the Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2015 and ending on 31 March 2016.

Pursuant to Art. 395 § 2 item 3 and § 3 of the Commercial Companies Code as well as § 7 sec. 7 item 2 of the Statutes of the Company, it is resolved as follows:

§ 1

Mr. Andrzej Soczek – the Member of the Supervisory Board of Kredyt Inkaso S.A. is granted a vote of acceptance for the discharge of his duties in the financial year beginning on 1 April 2015 and ending on 31 March 2016.

§ 2

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

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**



Kredyt Inkaso S.A.

on: granting a vote of acceptance to a member of the Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2015 and ending on 31 March 2016.

Pursuant to Art. 395 § 2 item 3 and § 3 of the Commercial Companies Code as well as § 7 section 7 item 2 of the Statutes of the Company, it is resolved as follows:

§ 1

Mr. Mirosław Gronicki – the Member of the Supervisory Board of Kredyt Inkaso S.A. is granted a vote of acceptance for the discharge of his duties in the period from 30 November 2015 to 31 March 2016 in the financial year commencing on 1 April 2015 and ending on 31 March 2016.

§ 2

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

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on: granting a vote of acceptance to a member of the Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2015 and ending on 31 March 2016.

Pursuant to Art. 395 § 2 item 3 and § 3 of the Commercial Companies Code as well as § 7 sec. 7 item 2 of the Statutes of the Company, it is resolved as follows:

§ 1

Mr. Mariusz Banaszuk – the Member of the Supervisory Board of Kredyt Inkaso S.A. is granted a vote of acceptance for the discharge of his duties in the period from 30 November 2015 to 31 March 2016 in the financial year commencing on 1 April 2015 and ending on 31 March 2016.

§ 2

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



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

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on: granting a vote of acceptance to a member of the Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2015 and ending on 31 March 2016.

Pursuant to Art. 395 § 2 item 3 and § 3 of the Commercial Companies Code as well as § 7 section 7 item 2 of the Statutes of the Company, it is resolved as follows:

§ 1

Mr. Piotr Urbańczyk – the Member of the Supervisory Board of Kredyt Inkaso S.A. is granted a vote of acceptance for the discharge of his duties in the period from 30 November 2015 to 31 March 2016 in the financial year commencing on 1 April 2015 and ending on 31 March 2016.

§ 2

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

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on: determination of the number of the Supervisory Board members

Pursuant to § 15 sec. 1 of the Regulations of the General Assembly of the company under the business name “Kredyt Inkaso” Spółka Akcyjna with its registered office in Warsaw, the Ordinary General Assembly resolves as follows:



Kredyt Inkaso S.A.

§ 1

The number of members of the Supervisory Board of the Company shall be [...]

§ 2

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

**RESOLUTION No. .../2016
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 September 2016**

on: changes to the composition of the Supervisory Board of the company under the business name Kredyt Inkaso S.A.

Pursuant to § 7 sec. 7 item 4 of the Statutes of the Company, the Ordinary General Assembly resolves as follows:

§ 1

The Ordinary General Assembly of Kredyt Inkaso S.A. resolves to appoint/dismiss Mrs. / Mr. as a member of the Supervisory Board of Kredyt Inkaso S.A.

§ 2

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



Kredyt Inkaso S.A.