



KREDYT INKASO

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**Ordinary General Assembly
of Kredyt Inkaso S.A.
27 September 2018
Warsaw
DRAFT RESOLUTIONS**

**RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

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 upon its adoption.

**RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

on: approval of the 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 convening the Assembly and its capacity to adopt resolutions.
4. Approval of the agenda.
5. Election of the Returning Committee.
6. Consideration of the report of the Supervisory Board for the year 2017/2018.
7. Consideration of the: (i) report of the Management Board on Company's and Kredyt Inkaso S.A. Capital Group operations, (ii) stand alone financial statements of Kredyt Inkaso S.A., (iii) consolidated financial statement of Kredyt Inkaso S.A, (iv) evaluation of the Supervisory Board related to the Management Board report on Kredyt Inkaso S.A. operations and financial statements (stand alone and consolidated) 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 covering the loss for the financial year 2017/2018.
8. Approval of the stand alone financial statement of Kredyt Inkaso S.A. for the financial year 2017/2018.
9. Approval of the consolidated financial statements of Kredyt Inkaso S.A. Capital Group for the financial year 2017/2018.
10. Approval of the report of the Management Board on the Company's and Kredyt Inkaso S.A. Capital Group operations for the financial year 2017/2018.
11. Adoption of the resolution on covering the loss for the financial year 2017/2018.
12. 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 2017/2018.
13. 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 2017/2018.
14. Adoption of the resolution on amendment to the Statutes of the Company
15. Adoption of the resolution on authorizing the Supervisory Board to establish the unified text of the Statutes of the Company.
16. Adoption of the resolution on amendment to the Regulation of General Assembly.
17. Adoption of the resolution on amendment to the Regulation of Supervisory Board.
18. Adoption of the resolution regarding approval of the mandate of a person co-opted to the Supervisory Board or – in absence of approval – election of a member of the Supervisory Board.
19. Closing of the debates.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

on: election of members of the Returning Committee

Acting 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. hereby elects the following persons as members of the Returning Committee:

- ,

- ,
-

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

on: approval of stand alone financial statements for the financial year commencing on 1 April 2017 and ending on 31 March 2018

§ 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 Kredyt Inkaso S.A., having considered and familiarized itself with the evaluation by the Supervisory Board of Kredyt Inkaso S.A., the Ordinary General Assembly resolves to approve the stand alone financial statements of Kredyt Inkaso S.A. for the financial year commencing on 1 April 2017 and ending on 31 March 2018 comprising the auditor-verified:

- statement of the financial standing (balance sheet) drawn up as at 31 March 2018, with both assets and liabilities in the amount of PLN 651 253 000 (six hundred fifty one million two hundred fifty three thousands zloty),
- total income statement (profit and loss account) for the financial year from 1 April 2017 to 31 March 2018, with the net loss of PLN 3 290 000 (three million two hundred ninety thousand zloty),
- statement of changes to the shareholders' equity for the financial year from 1 April 2017 to 31 March 2018 showing the decrease in equity by 3 290 000 PLN (three million two hundred ninety thousand zloty),
- cash flow statement for the financial year from 1 April 2017 to 31 March 2018 showing the decrease in cash by PLN 89 591 000 (eighty nine millions five hundred ninety one thousands zloty and),
- additional information and explanations.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018

on: approval of consolidated financial statements of the Kredyt Inkaso S.A. Capital Group for the financial year commencing on 1 April 2017 and ending on 31 March 2018

§ 1

Acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 1 of the Commercial Companies Code and § 7 sec. 7 item 1 of the Statutes of Kredyt Inkaso S.A., having considered and familiarized itself with the evaluation by the Supervisory Board of Kredyt Inkaso S.A., the Ordinary General Assembly resolves to approve the consolidated financial statements of Kredyt Inkaso S.A. Capital Group for the financial year commencing on 1 April 2017 and ending on 31 March 2018 comprising the auditor-verified:

- statement of the financial standing (balance sheet) drawn up as at 31 March 2018 with both assets and liabilities in the amount of PLN 828 715 000 (eight hundred twenty eight million seven hundred fifteen thousand zloty),
- total income statement (profit and loss account) for the financial year from 1 April 2017 to 31 March 2018, with the net profit of PLN 6 646 000 (six million six hundred forty four thousand zloty),
- statement of changes to the shareholders' equity for the financial year from 1 April 2017 to 31 March 2018, showing an decrease in equity by the amount of PLN 7 279 000 (seven million two hundred seventy nine thousand zloty),
- cash flow statement for the financial year from 1 April 2017 to 31 March 2018 showing an decrease in cash by PLN 95 176 000 (ninety five million one hundred seventy six thousand zloty),
- additional information and explanations.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018

on approval the report of the Management Board on Company's and Kredyt Inkaso S.A. Capital Group operations for the financial year commencing on 1 April 2017 and ending on 31 March 2018.

§ 1

Acting pursuant to Art. 393 item 1 and 395 § 2 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 Kredyt Inkaso S.A., having considered and familiarized itself with the evaluation by the Supervisory Board of Kredyt Inkaso S.A., the Ordinary General Assembly resolves to approve, submitted by Management Board, report of the Management Board on Company's and Kredyt Inkaso S.A. Capital Group operations for the financial year commencing on 1 April 2017 and ending on 31 March 2018

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

on covering the loos for the financial year 2017/2018

Acting 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 as follows:

§ 1

The Company's net loss for the financial year commencing on 1 April 2017 and ending on 31 March 2018 in the amount of PLN 3 290 000 (three million two hundred ninety thousands zloty) shall be covered by supplementary capital.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2018
of the Ordinary General Assembly**

**of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

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 2017 to 20 October 2017.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

on: granting a vote of acceptance to the 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. Piotr Andrzej Podłowski 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 2017 to 15 November 2017.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018

on: granting a vote of acceptance to the 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. Jarosław Jerzy Orlikowski is granted a vote of acceptance for the discharge of his duties as the Vice-President of the Management Board in the period from 21 April 2017 to 31 March 2018.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018

on: granting a vote of acceptance to the 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. Bastian Ringhardt is granted a vote of acceptance for the discharge of his duties as the Member of the Management Board in the period from 21 November 2017 to 31 March 2018.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018

on: granting a vote of acceptance to the member of the Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2017 and ending on 31 March 2018

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. Maciej Jerzy Szymański – 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 2017 to 31 March 2018 in the financial year commencing on 1 April 2017 and ending on 31 March 2018.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018

on: granting a vote of acceptance to the member of the Supervisory Board for the discharge of her duties for the financial year commencing on 1 April 2017 and ending on 31 March 2018

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

Ms. Ewa Podgórska – the Member of the Supervisory Board of Kredyt Inkaso S.A. is granted a vote of acceptance for the discharge of her duties in the period from 1 April 2017 to 19 March 2018 in the financial year commencing on 1 April 2017 and ending on 31 March 2018.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018

on: granting a vote of acceptance to the member of the Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2017 and ending on 31 March 2018

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. Daniel Dąbrowski – 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 2017 to 31 March 2018 in the financial year commencing on 1 April 2017 and ending on 31 March 2018.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018

on: granting a vote of acceptance to the member of the Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2017 and ending on 31 March 2018

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. Tomasz Karpiński – 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 2017 to 16 May 2018 in the financial year commencing on 1 April 2017 and ending on 31 March 2018.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

on: granting a vote of acceptance to the member of the Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2017 and ending on 31 March 2018

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. Karol Szymański – 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 2017 to 31 March 2018 in the financial year commencing on 1 April 2017 and ending on 31 March 2018.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

on: granting a vote of acceptance to the member of the Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2017 and ending on 31 March 2018

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. Bogdan Dzudzewicz – 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 May 2017 to 31 March 2018 in the financial year commencing on 1 April 2017 and ending on 31 March 2018.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

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 2017 and ending on 31 March 2018

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. Karol Sowa – 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 23 March 2018 to 31 March 2018 in the financial year commencing on 1 April 2017 and ending on 31 March 2018.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

on: amendment to the Statutes of the Company

§ 1

Pursuant to Art. 430 § 1 and of the Commercial Companies Code and § 7 section 7 point 8) of the Statutes of the Company, it is resolved as follows:

1. amend the contents of § 8 section 5 item 3 of the Statutes of the Company in such a way that is shall be replaced by the following new wording:

“Notifications containing the agenda and indicating the date and the place of the Supervisory Board meeting should be sent by e-mail at least seven day prior to the scheduled date of the Supervisory Board meeting to the addresses provided by members of Supervisory Board.”

2. amend the contents of § 8 section 9 of the Statutes of the Company in such a way that is shall be replaced by the following new wording:

“Moreover the competences of the Supervisory Board shall include granting consent to: (i) employment, change of employment conditions and termination of the contract with the Compliance Officer, whose tasks is to develop and implement procedures to ensure compliance with the law and to the principles of corporate governance and to manage the risk of incompatibility, (ii) employment, change of employment conditions and termination of the contract with Director of Internal Audit Department, whose task is to implement, lead and monitor process of internal audit. At least once a quarter, the Compliance Officer and Director of Internal Audit Department will report to the Supervisory Board of the Company.”

§ 2

This resolution shall come into force upon adoption with legal effect as of the date the amendment to the Statutes of the Company covered by this Resolution has been entered by the registry court in the register of entrepreneurs of the National Court Register (KRS).

**RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

on: authorizing the Supervisory Board to establish the unified text of the Statutes of the Company

Pursuant to Art. 430 § 5 of the Commercial Companies Code, it is resolved as follows:

§ 1

The Ordinary General Assembly of Kredyt Inkaso S.A. ('Company') hereby authorizes the Supervisory Board of the Company to establish the unified text of the Statutes of the Company, including the amendments to the Statutes adopted with the Resolution No. [●]/2018 of the Ordinary General Assembly of the Company dated 27 September 2018 on amendment to the Statutes of the Company.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

on: amendment to the Regulation of General Assembly

§ 1

Pursuant to § 7 section 7 item 13) of the Statutes of the Company, it is resolved to amend Regulation of General Assembly in such a way that § 1 sec. 6 shall be replaced by the following new wording :

“The Company shall provide adequate communication with investors and analysts.”

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

on: amendment to the Regulation of Supervisory Board

§ 1

Pursuant to § 7 section 7 item 13) of the Statutes of the Company, it is resolved to amend Regulation of Supervisory Board in such a way that § 13 sec. 1 shall be replaced by the following new wording :

“Notifications containing the agenda and indicating the date and the place of the Supervisory Board meeting should be sent by e-mail at least seven day prior to the scheduled date of the Supervisory Board meeting to the addresses provided by members of Supervisory Board. Notifications shall be made otherwise with the consent of an addressee”

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

on: approval of the mandate of the person co-opted to the Supervisory Board

Pursuant to § 8 section 12 of the Statutes of the Company, it is resolved as follows:

§ 1

The mandate of Mr Marcin Okoński as the person co-opted to the Supervisory Board of the current term of office shall be approved.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2018
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

on: appointment of a member of the Supervisory Board

Pursuant to Art. 385 § 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr/Ms..... is hereby appointed the Member of the Supervisory Board for the current term of office.

§ 2

The resolution shall enter into force upon its adoption.

**Justification for drafts of resolutions of
Ordinary General Assembly of
Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2018**

The Management Board of Kredyt Inkaso S.A. hereby presents justification for the drafts of resolutions of the upcoming Ordinary General Assembly:

- 1) **Resolutions no. 1 – 13 of the proposed agenda**, are typical resolutions adopted during the assembly, including resolutions related to the closure and settlement the financial year.
- 2) **Resolutions no. 14 – 17** refers to amendment of Statutes of the Company, Regulation of Supervisory Board and Regulation of General Assembly. Their aim is to: (i) make convocation of the meeting of the Supervisory Board more flexible by resignation of invitations to a meetings in the form of traditional letter-post items, (ii) align the Internal Audit position in the same way as the Compliance Officer, and precisely defining Compliance tasks, (iii) eliminate interpretation doubts as to the issue of broadcasting of the general assembly.
- 3) **Resolution no. 16 refers to** the approval of the mandate of a person co-opted to the composition of the Supervisory Board, which is an obligation under § 8 sec 12 of the Company Statute. Since the resignation of Mr. Maciej Szymański from the Supervisory Board, the remaining members of the Supervisory Board supplemented the composition of the Supervisory Board by co-optation of Mr. Marcin Okoński, the next General Assembly should approve the mandate of such person. In the absence of approval, the mandate expires.