



KREDYT INKASO SA

**Extraordinary General Assembly of  
Kredyt Inkaso S.A.  
08.09.2010 Warsaw  
ADOPTED RESOLUTIONS**



KREDYT INKASO SA

**Resolution No. 1/2010  
of the Extraordinary General Assembly of  
„Kredyt Inkaso” Spółka Akcyjna  
dated 08 September 2010**

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

Pursuant to article 409 § 1 and article 420 § 2 of the Commercial Companies and § 4 section 3 of the Regulations of the General Assembly, the Extraordinary General Assembly, resolves as follows:

**§ 1**

The Extraordinary General Assembly of “Kredyt Inkaso” S.A. resolves to elect Ms. Ewa Urbańska as the Chairman of the Extraordinary General Assembly.

**§ 2**

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

*In secret vote 300 000 valid votes were cast, which constitutes 5.46% share in the share capital. Resolution was adopted by 300 000 votes „in favor”, without votes „against” and without votes „abstaining”.*



KREDYT INKASO SA

**Resolution No. 2/2010  
of the Extraordinary General Assembly of  
„Kredyt Inkaso” Spółka Akcyjna  
dated 08 September 2010**

**on announcement of the adjournment of the meeting**

The Extraordinary General Assembly announces 30-minute adjournment in the meeting: after the adjournment, the Assembly shall be held in Kancelaria Notarialna at the address: ul. Wspólna 57 lok. 6 in Warsaw.

**§ 1**

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



KREDYT INKASO SA

**Resolution No. 3/2010  
of the Extraordinary General Assembly of  
„Kredyt Inkaso” Spółka Akcyjna  
dated 08 September 2010**

**on election of the Returning Committee.**

The Extraordinary General Assembly in secret vote resolves as follows:

§ 1

The Extraordinary General Assembly of “Kredyt Inkaso” S.A. resolves to elect the following persons as members of the Returning Committee:

- Kamila Karpickiego,
- Ewę Hadaj,
- Marzenę Skrędzelewską

§ 2

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

*In secret vote 300 000 valid votes were cast, which constitutes 5.46% share in the share capital. Resolution was adopted by 300 000 votes „in favor”, without votes „against” and without votes „abstaining”.*



KREDYT INKASO SA

**Resolution No. 4/2010  
of the Extraordinary General Assembly of  
„Kredyt Inkaso” Spółka Akcyjna  
dated 08 September 2010**

**on the adoption of the agenda**

Pursuant to § 9 section 1 of the Regulations of the General Assembly, the Extraordinary General Assembly resolves as follows:

§ 1

The Extraordinary General Assembly resolves to adopt the following agenda:

1. Opening the meeting.
2. Election of the Chairman of the Assembly.
3. Confirmation of the validity of the Assembly and its capacity to adopt resolutions.
4. Election of the Returning Committee.
5. Adoption of the agenda.
6. Adoption of the resolution on amendment to the resolution No 5/2010 dated 28.04.2010 on increasing the Company's share capital by way of public offering of series E shares excluding pre-emptive right of the present shareholders, on dematerialization and application for admission of series E shares and rights to series E shares to the trade on the regulated market and on amendments to the Company's Statutes and authorization of the Supervisory Board to establish unified text of the Company's Statutes– relating to updating amounts of the share capital increase.
7. Closing of the Assembly.

§ 2

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

*In secret vote 300 000 valid votes were cast, which constitutes 5.46% share in the share capital. Resolution was adopted by 300 000 votes „in favor”, without votes „against” and without votes „abstaining”.*



## KREDYT INKASO SA

### **Resolution No. 5/2010 of the Extraordinary General Assembly of „Kredyt Inkaso” Spółka Akcyjna dated 08 September 2010**

**on amendment to the resolution No 5/2010 dated 28.04.2010 on increasing the Company's share capital by way of public offering of series E shares excluding pre-emptive right of the present shareholders, on dematerialization and application for admission of series E shares and rights to series E shares to the trade on the regulated market and on amendments to the Company's Statutes and authorization of the Supervisory Board to establish unified text of the Company's Statutes**

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

#### § 1

The Extraordinary General Assembly resolves to make the following amendments in the resolution No. 5/2010 dated 28.04.2010 on increasing the Company's share capital by way of public offering of series E shares excluding pre-emptive right of the present shareholders, on dematerialization and application for admission of series E shares and rights to series E shares to the trade on the regulated market and on amendments to the Company's Statutes and authorization of the Supervisory Board to establish unified text of the Company's Statutes.

1) in § 1 of the mentioned above resolution

a) words: „*PLN 6,994,000.00 (six million nine hundred ninety four thousand złotych zero grosz)*” shall be replaced with words „*PLN 7,316,009.00 (seven million three hundred sixteen thousand nine złotych zero grosz)*”

b) words „*PLN 8,494,000.00 (eight million four hundred ninety four thousand złotych zero grosz)*” shall be replaced with words „*PLN 8,816,009.00 (eight million eight hundred sixteen thousand nine złotych zero grosz)*”;

2) § 5 section 1 of the mentioned above resolution receives the following wording:

„1. In relation with the share capital increase in § 3 section 1 of the Statutes the following amendments shall be made:

a) Words starting from: „Share capital amounts to” and ending: „and shall be divided into:” shall be replaced with words „Share capital amounts to not less than PLN 7 316,009.00 (seven million three hundred sixteen thousand nine złotych zero grosz) and not more than PLN 8,816,009.00 (eight million eight hundred sixteen thousand nine złotych zero grosz) and shall be divided into:”

b) item e shall be added in the following wording:

„e) not less than 1 500 000 (one million five thousand) shares and not more than 3 000 000 (three million) of series E ordinary bearer shares with the nominal value of PLN 1.00 (one złoty zero grosz) each share.”

#### § 2

The Management Board is obliged to take into consideration the amendments made in § 1 of this resolution in relation to actions entrusted pursuant to § 4 of the resolution No. 5/2010



## KREDYT INKASO SA

dated 28.04.2010 on increase in the Company's share capital by way of public offering of series E shares excluding pre-emptive right of the present shareholders, on dematerialization and application for admission to trade on regulated market of series E shares rights to series E shares and on the amendment to the Statutes and authorization of the Supervisory Board to establish the unified text of the Company's Statues.

### § 3

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

*In secret vote 300 000 valid votes were cast, which constitutes 5.46% share in the share capital. Resolution was adopted by 300 000 votes „in favor”, without votes „against” and without votes „abstaining”.*

### **Justification of the draft resolution**

#### **Extraordinary General Assembly of Kredyt Inkaso Spółka Akcyjna with the registered office in Zamość 08 September 2010**

Justification of the draft resolution included in item 6 of the agenda:

Resolution 5/2010 dated 28.04.2010 on increasing the Company's share capital by way of public offering of series E shares excluding pre-emptive right of the present shareholders, on dematerialization and application for admission of series E shares and rights to series E shares to the trade on the regulated market and on amendments to the Company's Statutes and authorization was adopted on 28.04.2010. Then on 01.07.2010 pursuant to resolutions No. 16/2010, 17/2010 and 18/2010 the Ordinary General Assembly decided to distribute profit for the financial year 2009/2010, among other, by increasing the Company's share capital out of the Company's own resources and the issue of series F bonus shares and it adopted a relevant amendment to the Statutes. Due to the fact that persons being the Company's shareholders as of 16 July 2010 (allocation date) are entitled to series F shares and the shares do not require taking up (subscription), on 11 August 2010, the Management Board of Kredyt Inkaso SA defined more precisely the amount of the share capital in relation to the issue of series F shares. As a result, the base of the share capital increase – PLN 5,494,000.00 became outdated due to its increase by the amount of PLN 322,009.00 related to the issue of series F „bonus shares”. In order to update those values and arrange the order of listing shares series in the Statues, the amendment of this resolution is necessary.