



KREDYT INKASO SA

**Ordinary General Assembly of
Kredyt Inkaso S.A.
29.07.2014 Warsaw
DRAFT RESOLUTIONS**



KREDYT INKASO SA

DRAFT RESOLUTIONS

**RESOLUTION No. .../2014
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 July 2014**

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 Ordinary General Assembly adopts the following:

§ 1

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

§ 2

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

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**RESOLUTION No. .../2014
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 July 2014**

on adoption of the agenda

Pursuant § 9 section 1 of the Regulations of the General Assembly, the Ordinary General Assembly adopts the following:

§ 1

The Ordinary General Assembly adopts 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. Adoption of the agenda.



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5. Election of the Returning Committee.
6. Consideration of the report of the Supervisory Board for the year 2013/2014.
7. Consideration and approval of 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 2013/2014, 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 2013/2014.
8. Consideration and approval of the report of the Management Board on Kredyt Inkaso S.A. operations, stand-alone financial statements of Kredyt Inkaso S.A., and 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 application of the Management Board on distribution of profit for the financial year 2013/2014.
9. Passing the resolution on distribution of profit for the financial year 2013/2014.
10. Passing the resolution 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 2013/2014.
11. Passing 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 2013/2014.
12. Closing the debate.

§ 2

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

**RESOLUTION No. .../2014
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 July 2014**

on election of the members of the Vote Counting Commission

Pursuant to § 7 section 1 of the Regulations of the General Assembly, the Ordinary General Assembly adopts the following:

§ 1

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



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kapitał zakładowy wpłacony: 12 936 509,00 zł



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§ 2

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

**RESOLUTION No. .../2014
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 July 2014**

approval of the report of the Management Board on operations of Kredyt Inkaso S.A. Capital Group and the consolidated financial statements of Kredyt Inkaso S.A. Capital Group for the financial year commencing on 1 April 2013 and ending on 31 March 2014

§ 1

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

1. report of the Management Board on Kredyt Inkaso S.A. Capital Group operations for the financial year commencing on 1 April 2013 and ending on 31 March 2014;
2. consolidated financial statements of Kredyt Inkaso S.A. Capital Group for the financial year commencing on 1 April 2013 and ending on 31 March 2014 comprising the auditor-verified:

- statement of the financial standing (balance sheet) drawn up as of 31 March 2014, with both assets and liabilities in the amount of PLN 498 214 thousand (four hundred ninety eight million two hundred and fourteen thousand zloty),
- total income statement (profit and loss account) for the financial year from 1 April 2013 to 31 March 2014, with the net profit of PLN 33 374 thousand (thirty three million three hundred seventy four thousand zloty),
- statement of changes in the shareholders' equity for the financial year from 1 April 2013 to 31 March 2014, which shows an increase in the shareholders' equity by the amount of PLN 32 885 thousand (thirty two million eight hundred eighty five thousand zloty),

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- cash flow statement for the financial year from 1 April 2013 to 31 March 2014 showing the decrease in cash by the amount of PLN 8 930 thousand (eight million nine hundred thirty thousand zloty),
- additional information and clarifications.

§ 2

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

**RESOLUTION No. .../2014
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 July 2014**

approval of the report of the Management Board on Kredyt Inkaso S.A. operations and Kredyt Inkaso S.A. stand-alone financial statements for the financial year commencing on 1 April 2013 and ending on 31 March 2014

§ 1

Acting pursuant to article 393 item 1 and Article 395 of the Commercial Companies Code and art. 45 and 53 section 1 of the Accounting Act, in relation to § 7 section 7 item 1 of the Company's Statutes, having considered and familiarized itself with the evaluation of Kredyt Inkaso S.A. Supervisory Board, the Ordinary General Assembly adopts to approve the following reports submitted by the Management Board of Kredyt Inkaso S.A.:

1. report of the Management Board on Kredyt Inkaso S.A. operations for the financial year commencing on 1 April 2013 and ending on 31 March 2014;
2. stand-alone financial statements of Kredyt Inkaso S.A. for the financial year commencing on 1 April 2013 and ending on 31 March 2014 comprising the auditor-verified:
 - statement of the financial standing (balance sheet) drawn up as of 31 March 2014, with both assets and liabilities in the amount of PLN 373 002 thousand (three hundred seventy three million and two thousand zloty),
 - total income statement (profit and loss account) for the financial year from 1 April 2013 to 31 March 2014, with the net profit of PLN 9 635 thousand (nine million six hundred thirty five thousand zloty),
 - statement of changes in the shareholders' equity for the financial year from 1 April 2013 to 31 March 2014, which shows an increase in equity by PLN 9 518 thousand zloty (nine million five hundred and eighteen thousand zloty),

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- cash flow statement for the period from 1 April 2013 to 31 March 2014 showing an increase in cash by the amount of PLN 2 211 thousand (two million two hundred eleven thousand zloty),
- additional information and explanations.

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

§ 2

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

**RESOLUTION No. .../2014
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 July 2014**

on distribution of net profit for the financial year 2013/2014

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 of the following contents:

§ 1

The Company's profit for the financial year commencing on 1 April 2013 and ending on 31 March 2014 in the amount of PLN 9.635.252,22 zloty (nine million six hundred thirty five thousand two hundred fifty two zloty and twenty two grosz) shall be allocated in full to cover the previous years' loss.

§ 2

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

**RESOLUTION No. .../2014
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 July 2014**

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



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Acting pursuant to article 395 § 2 item 3 and § 3 of the Commercial Companies Code and § 7 section 7 item 2 of the Company's Statutes, the Ordinary General Assembly adopts the following:

§ 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 2013 to 31 March 2014.

§ 2

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

**RESOLUTION No. .../2014
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 July 2014**

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

Acting pursuant to the article 395 § 2 item 3 and § 3 of the Commercial Companies Code and § 7 section 7 item 2 of the Company's Statutes, the Ordinary General Assembly adopts the following:

§ 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 2013 to 31 March 2014.

§ 2

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

**RESOLUTION No. .../2014
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 July 2014**

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 2013 and ending on 31 March 2014.



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Pursuant to the article 395 § 2 item 3 and § 3 of the Commercial Companies Code and § 7 section 7 item 2 of the Company's Statutes, the Ordinary General Assembly adopts the following:

§ 1

Mr. Ireneusz Chadaj – the Chairman 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 2013 and ending on 31 March 2014.

§ 2

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

**RESOLUTION No. .../2014
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 July 2014**

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 2013 and ending on 31 March 2014.

Pursuant to the article 395 § 2 item 3 and § 3 of the Commercial Companies Code and § 7 section 7 item 2 of the Company's Statutes, the Ordinary General Assembly adopts the following:

§ 1

Mr. Krzysztof Misiak – the Vice-Chairman 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 2013 and ending on 31 March 2014.

§ 2

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

**RESOLUTION No. .../2014
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 July 2014**



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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 2013 and ending on 31 March 2014.

Pursuant to the article 395 § 2 item 3 and § 3 of the Commercial Companies Code and § 7 section 7 item 2 of the Company's Statutes, the Ordinary General Assembly adopts the following:

§ 1

Mr. Marek Gabryjelski – 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 2013 and ending on 31 March 2014.

§ 2

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

**RESOLUTION No. .../2014
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 July 2014**

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 2013 and ending on 31 March 2014.

Pursuant to the article 395 § 2 item 3 and § 3 of the Commercial Companies Code and § 7 section 7 item 2 of the Company's Statutes, the Ordinary General Assembly adopts the following:

§ 1

Mr. Robert Gajor – Member of 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 2013 and ending on 31 March 2014.

§ 2

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

**Resolution No. .../2014
of the RESOLUTION No. .../2014
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 July 2014**



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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 2013 and ending on 31 March 2014.

Pursuant to the article 395 § 2 item 3 and § 3 of the Commercial Companies Code and § 7 section 7 item 2 of the Company's Statutes, the Ordinary General Assembly adopts the following:

§ 1

Mr. Toamsz Mazurczak – 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 24 July 2013 to 31 March 2014.

§ 2

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

**RESOLUTION No. .../2014
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 July 2014**

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 2013 and ending on 31 March 2014.

Pursuant to the article 395 § 2 item 3 and § 3 of the Commercial Companies Code and § 7 section 7 item 2 of the Company's Statutes, the Ordinary General Assembly adopts the following:

§ 1

Mr. Andrzej Soczek – 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 24 July 2013 to 31 March 2014.

§ 2

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

**RESOLUTION No. .../2014
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw**



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dated 29 July 2014

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 2013 and ending on 31 March 2014.

Pursuant to the article 395 § 2 item 3 and § 3 of the Commercial Companies Code and § 7 section 7 item 2 of the Company's Statutes, the Ordinary General Assembly adopts the following:

§ 1

Mr. Tomasz Filipiak – 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 2013 to 24 July 2013.

§ 2

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

**RESOLUTION No. .../2014
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 29 July 2014**

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 2013 and ending on 31 March 2014.

Pursuant to the article 395 § 2 item 3 and § 3 of the Commercial Companies Code and § 7 section 7 item 2 of the Company's Statutes, the Ordinary General Assembly adopts the following:

§ 1

Mr. Paweł Dłużniewski – 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 2013 to 24 July 2013.

§ 2

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



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**Justification of draft resolutions
Ordinary General Assembly
Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
29 July 2014**

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 Ordinary General Assembly on 29 July 2014. According to the Best Practices of the SE listed Companies, in the event of convening by the Company's Management Board of the Ordinary General Assembly, draft resolutions other than those typically adopted in the course of the assembly shall require justifications.

The agenda of the Company's Ordinary General Assembly does not include draft resolutions other than those typically adopted in the course of the assembly therefore the obligation of justification of draft resolutions is excluded.

The Company's Supervisory Board approved all matters intended to be the subject matter of the debate of the present Ordinary General Assembly.

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