KREDYT INKASO SA

Ordinary General Assembly of Kredyt Inkaso S.A. 28.07.2015 Warsaw

DRAFT RESOLUTIONS

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RESOLUTION No. .../2015
of the Ordinary General Assembly of
the company under Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 28 July 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 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 shall enter into force as of the date of its adoption.

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RESOLUTION No. .../2015
of the Ordinary General Assembly of
the company under Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 28 July 2015

on: approval of the meeting agenda

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

§ 1

The Ordinary 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. Approval of the meeting agenda

5. Election of the Returning Committee.
6. Consideration of the report of the Supervisory Board for the year 2014/2015.
7. 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 2014/2015, 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 2014/2015.
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 2014/2015
9. Passing the resolution on distribution of profit for the financial year 2014/2015.
10. Passing resolutions on granting a vote of acceptance to the members of the Management Board of Kredyt Inkaso S.A. for the discharge of their duties in the financial year 2014/2015.
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 2014/2015.
12. Passing a resolution on the change to the Company's Statute
13. Closing the debate.

§ 2

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

RESOLUTION No. .../2015
of the Ordinary General Assembly of
the company under Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 28 July 2015

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:

- ……..,
- ……. ,
- …….. .

§ 2

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

RESOLUTION No. .../2015
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 28 July 2015

on: approval of the report of the Management Board on operations of the 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 2014 and ending on 31 March 2015

§ 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 2014 and ending on 31 March 2015;

2. 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 of 31 March 2014, with both assets and liabilities in the amount of PLN 593 855 717,12 (five hundred ninety three million eight hundred fifty five thousand seven hundred seventeen zloty and twelve grosz),

- total income statement (profit and loss account) for the financial year from 1 April 2014 to 31 March 2015, with the net profit of 40 142 094,25 zł (forty million one hundred forty two thousand ninety four zloty and twenty five grosz),
- statement of changes to the shareholders' equity for the financial year from 1 April 2014 to 31 March 2015, which shows an increase in the shareholders' equity by the amount of 39 432 782,28 zł (thirty nine million four hundred thirty two thousand seven hundred eighty two zloty and twenty eight grosz),
- cash flow statement for the financial year from 1 April 2014 to 31 March 2015 showing an increase in cash by the amount of 20 192 928,21 zł (twenty million one hundred ninety two thousand nine hundred twenty two and twenty one grosz),
- additional information and clarifications.

§ 2

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

RESOLUTION No. .../2015
of the Ordinary General Assembly of
the company under Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 28 July 2014

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 2014 and ending on 31 March 2015

§ 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 2014 and ending on 31 March 2015;

2. stand-alone financial statements of Kredyt Inkaso S.A. 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 of 31 March 2015, with both assets and liabilities in the amount of 388 952 611,42 zł (three hundred eighty eight million nine hundred fifty two thousand six hundred eleven zloty and forty two grosz),
- total income statement (profit and loss account) for the financial year from 1 April 2014 to 31 March 2015, with the net profit of 7 951 441,69 zł (seven million nine hundred fifty one thousand four hundred forty one zloty and sixty nine grosz),
- statement of changes to the shareholders' equity for the financial year from 1 April 2014 to 31 March 2015, which shows an increase in equity by 7 951 441,69 zł (seven million nine hundred fifty one thousand four hundred forty one zloty and sixty nine grosz),
- cash flow statement for the period from 1 April 2014 to 31 March 2015 showing a decrease in cash by the amount of 3 411 026,83 zł (three million four hundred eleven thousand twenty six zloty and eighty three 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. .../2015
of the Ordinary General Assembly of
the company under Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 28 July 2015

on: distribution of net profit for the financial year 2014/2015

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 2014 and ending on 31 March 2015 in the amount of 7 951 441,69 zł (seven million nine hundred fifty one thousand four hundred forty one zloty and sixty nine grosz) shall be allocated in the following way:

1) The amount of 4 418 193,14 zł (four million four hundred eighteen thousand one hundred ninety three zloty and fourteen grosz) shall be allocated to cover the previous years' loss,
2) the amount of 3 533 248,55 zł (three million five hundred thirty three thousand two hundred forty eight zloty and fifty five grosz) shall be allocated to the supplementary capital.

§ 2

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

RESOLUTION No. .../2015
of the Ordinary General Assembly of
the company under Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 28 July 2015

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

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 2014 to 31 March 2015.

§ 2

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

RESOLUTION No. .../2015
of the Ordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 28 July 2015

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 2014 to 31 March 2015.

§ 2

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

RESOLUTION No. .../2015
of the Ordinary General Assembly of
the company under Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 28 July 2015

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 2014 and ending on 31 March 2015.

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 2014 and ending on 31 March 2015.

§ 2

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

RESOLUTION No. .../2015
of the Ordinary General Assembly of

the company under Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 28 July 2015

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 2014 and ending on 31 March 2015.

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 2014 and ending on 31 March 2015.

§ 2

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

RESOLUTION No. .../2015
of the Ordinary General Assembly of
the company under Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 28 July 2015

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 2014 and ending on 31 March 2015.

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 2014 and ending on 31 March 2015.

§ 2

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

RESOLUTION No. .../2015
of the Ordinary General Assembly of
the company under Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 28 July 2015

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 2014 and ending on 31 March 2015.

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 2014 and ending on 31 March 2015.

§ 2

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

Resolution No. .../2015
of the Ordinary General Assembly of
the company under Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 28 July 2015

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 2014 and ending on 31 March 2015.

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 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 financial year beginning on 1 April 2014 and ending on 31 March 2015.

§ 2

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

RESOLUTION No. .../2015
of the Ordinary General Assembly of
the company under Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 28 July 2015

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 2014 and ending on 31 March 2015.

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. 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 financial year beginning on 1 April 2014 and ending on 31 March 2015.

§ 2

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

RESOLUTION No. .../2015
of the Ordinary General Assembly of
the company under Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 28 July 2015

on: changes to the Company's Statute

Acting pursuant to the article 430 § 1 of the Commercial Companies Code and pursuant to § 7 section 7 item 8 of the Company's Statutes, the Ordinary General Assembly adopts the following:

§ 1

The Ordinary General Assembly changes the Company's Statutes in such way that:

1) § 9 item. 1 pt. 1) is hereby amended as follows:

   The Company's Management Board comprises from 1 (one) to 4 (four) members, including the President, the Vice-President or the Vice-Presidents and the Member or the Members of the Management Board.

2) § 9 item. 3 is hereby amended as follows:

   1) *The Management Board term of office is three years and is a common term of office. The President, the Vice-Presidents and the Members of the Management Board may be dismissed at any time prior to the expiry of the term of office.*

   2) *The President, the Vice-Presidents and the Members of the Management Board may be suspended in the performance of their duties for significant reasons by the Supervisory Board.*

§ 2

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

Justification of draft resolutions
Ordinary General Assembly
Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
28 July 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 Ordinary General Assembly on 28 July 2015. 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.

Pt. 12 of the proposed agenda, i.e. the amendment to par. 9 item 1 pt. 1) and par. 9 item 3 of the Company's Statute. The proposed changes are aimed and introducing the possibility of flexible, answering to the current needs of the Company, creation of the Management Board, which is currently regulated in a stiff manner.

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