



KREDYT INKASO SA

**Ordinary General Assembly of
Kredyt Inkaso S.A.
28.07.2015 Warsaw
ADOPTED RESOLUTIONS**



KREDYT INKASO SA

**RESOLUTION No. 1/2015
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 Mr Ireneusz Chadaj as the Chairman of the Company's Ordinary General Assembly.

§ 2

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

The number of shares from which valid votes were cast was 2 696 826, the percentage share of the shares from which valid votes were cast constitutes 20.85% of the share capital. The total number of valid votes is 2 696 826.

Votes in favour of the resolution is 2 696 826, votes against is 0, votes abstained 0.
The resolution was adopted in a secret ballot.

**RESOLUTION No. 2/2015
of the Ordinary General Assembly of
the company under Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 28 July 2015**

on: 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 approves the following agenda:

1. Opening of the General Assembly.



Kredyt Inkaso Spółka Akcyjna
Biuro w Warszawie, Horizon Plaza
ul. Domaniewska 39A, wejście E, V p.
02-672 Warszawa

tel. +48 22 212 57 00, faks +48 22 212 57 57
sekretariat@kredytinkaso.pl www.kredytinkaso.pl
NIP 922-254-40-99 KRS: 270672
Sąd Rejonowy Lublin-Wschód w Lublinie z siedzibą w Świdniku,
VI Wydział Gospodarczy KRS
kapitał zakładowy wpłacony: 12 936 509,00 zł



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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.

The number of shares from which valid votes were cast was 2 696 826, the percentage share of the shares from which valid votes were cast constitutes 20.85% of the share capital. The total number of valid votes is 2 696 826.

Votes in favour of the resolution is 2 696 826, votes against is 0, votes abstained 0.
The resolution was adopted in an open vote.

**RESOLUTION No. 3/2015
of the Ordinary General Assembly of
the company under Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw**



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Biuro w Warszawie, Horizon Plaza
ul. Domaniewska 39A, wejście E, V p.
02-672 Warszawa

tel. +48 22 212 57 00, faks +48 22 212 57 57
sekretariat@kredytinkaso.pl www.kredytinkaso.pl
NIP 922-254-40-99 KRS: 270672
Sąd Rejonowy Lublin-Wschód w Lublinie z siedzibą w Świdniku,
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dated 28 July 2015

on: withdrawal from election 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

Due to entrusting the professional entity with organization of the course of the Ordinary General Assembly in respect of voting services and counting the number of votes using a computer equipment, the Ordinary General Assembly of Kredyt Inkaso S.A. withdrew from electing the Vote Counting Commission.

§ 2

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

The number of shares from which valid votes were cast was 2 696 826, the percentage share of the shares from which valid votes were cast constitutes 20.85% of the share capital. The total number of valid votes is 2 696 826.

Votes in favour of the resolution is 2 696 826, votes against is 0, votes abstained 0.
The resolution was adopted in an open vote.

**RESOLUTION No. 4/2015
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;



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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.

The number of shares from which valid votes were cast was 2 696 826, the percentage share of the shares from which valid votes were cast constitutes 20.85% of the share capital. The total number of valid votes is 2 696 826.

Votes in favour of the resolution is 2 696 826, votes against is 0, votes abstained 0.
The resolution was adopted in an open vote.

**RESOLUTION No. 5/2015
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



Kredyt Inkaso Spółka Akcyjna
Biuro w Warszawie, Horizon Plaza
ul. Domaniewska 39A, wejście E, V p.
02-672 Warszawa

tel. +48 22 212 57 00, faks +48 22 212 57 57
sekretariat@kredytinkaso.pl www.kredytinkaso.pl
NIP 922-254-40-99 KRS: 270672
Sąd Rejonowy Lublin-Wschód w Lublinie z siedzibą w Świdniku,
VI Wydział Gospodarczy KRS
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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.

The number of shares from which valid votes were cast was 2 696 826, the percentage share of the shares from which valid votes were cast constitutes 20.85% of the share capital. The total number of valid votes is 2 696 826.

Votes in favour of the resolution is 2 696 826, votes against is 0, votes abstained 0.
The resolution was adopted in an open vote.



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Biuro w Warszawie, Horizon Plaza
ul. Domaniewska 39A, wejście E, V p.
02-672 Warszawa

tel. +48 22 212 57 00, faks +48 22 212 57 57
sekretariat@kredytinkaso.pl www.kredytinkaso.pl
NIP 922-254-40-99 KRS: 270672
Sąd Rejonowy Lublin-Wschód w Lublinie z siedzibą w Świdniku,
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**RESOLUTION No. 6/2015
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.

The number of shares from which valid votes were cast was 2 696 826, the percentage share of the shares from which valid votes were cast constitutes 20.85% of the share capital. The total number of valid votes is 2 696 826.

Votes in favour of the resolution is 2 696 826, votes against is 0, votes abstained 0.
The resolution was adopted in an open vote.

**RESOLUTION No. 7/2015
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.



Kredyt Inkaso Spółka Akcyjna
Biuro w Warszawie, Horizon Plaza
ul. Domaniewska 39A, wejście E, V p.
02-672 Warszawa

tel. +48 22 212 57 00, faks +48 22 212 57 57
sekretariat@kredytinkaso.pl www.kredytinkaso.pl
NIP 922-254-40-99 KRS: 270672
Sąd Rejonowy Lublin-Wschód w Lublinie z siedzibą w Świdniku,
VI Wydział Gospodarczy KRS
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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 2014 to 31 March 2015.

§ 2

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

The number of shares from which valid votes were cast was 2 696 826, the percentage share of the shares from which valid votes were cast constitutes 20.85% of the share capital. The total number of valid votes is 2 696 826.

Votes in favour of the resolution is 2 696 826, votes against is 0, votes abstained 0.
The resolution was adopted in a secret ballot.

**RESOLUTION No. 8/2015
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.

The number of shares from which valid votes were cast was 2 696 826, the percentage share of the shares from which valid votes were cast constitutes 20.85% of the share capital. The total number of valid votes is 2 696 826.



Kredyt Inkaso Spółka Akcyjna
Biuro w Warszawie, Horizon Plaza
ul. Domaniewska 39A, wejście E, V p.
02-672 Warszawa

tel. +48 22 212 57 00, faks +48 22 212 57 57
sekretariat@kredytinkaso.pl www.kredytinkaso.pl
NIP 922-254-40-99 KRS: 270672
Sąd Rejonowy Lublin-Wschód w Lublinie z siedzibą w Świdniku,
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Votes in favour of the resolution is 2 696 826, votes against is 0, votes abstained 0.
The resolution was adopted in a secret ballot.

**RESOLUTION No. 9/2015
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.

The number of shares from which valid votes were cast was 2 696 826, the percentage share of the shares from which valid votes were cast constitutes 20.85% of the share capital. The total number of valid votes is 2 696 826.

Votes in favour of the resolution is 2 696 826, votes against is 0, votes abstained 0.
The resolution was adopted in a secret ballot.

**RESOLUTION No. 10/2015
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.



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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. 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.

The number of shares from which valid votes were cast was 2 696 826, the percentage share of the shares from which valid votes were cast constitutes 20.85% of the share capital. The total number of valid votes is 2 696 826.

Votes in favour of the resolution is 2 696 826, votes against is 0, votes abstained 0.
The resolution was adopted in a secret ballot.

**RESOLUTION No. 11/2015
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.



Kredyt Inkaso Spółka Akcyjna
Biuro w Warszawie, Horizon Plaza
ul. Domaniewska 39A, wejście E, V p.
02-672 Warszawa

tel. +48 22 212 57 00, faks +48 22 212 57 57
sekretariat@kredytinkaso.pl www.kredytinkaso.pl
NIP 922-254-40-99 KRS: 270672
Sąd Rejonowy Lublin-Wschód w Lublinie z siedzibą w Świdniku,
VI Wydział Gospodarczy KRS
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The number of shares from which valid votes were cast was 2 696 826, the percentage share of the shares from which valid votes were cast constitutes 20.85% of the share capital. The total number of valid votes is 2 696 826.

Votes in favour of the resolution is 2 696 826, votes against is 0, votes abstained 0.
The resolution was adopted in a secret ballot.

**RESOLUTION No. 12/2015
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.

The number of shares from which valid votes were cast was 2 696 826, the percentage share of the shares from which valid votes were cast constitutes 20.85% of the share capital. The total number of valid votes is 2 696 826.

Votes in favour of the resolution is 2 696 826, votes against is 0, votes abstained 0.
The resolution was adopted in a secret ballot.

**Resolution No. 13/2015
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with its registered office in Warsaw
dated 28 July 2015**



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Biuro w Warszawie, Horizon Plaza
ul. Domaniewska 39A, wejście E, V p.
02-672 Warszawa

tel. +48 22 212 57 00, faks +48 22 212 57 57
sekretariat@kredytinkaso.pl www.kredytinkaso.pl
NIP 922-254-40-99 KRS: 270672
Sąd Rejonowy Lublin-Wschód w Lublinie z siedzibą w Świdniku,
VI Wydział Gospodarczy KRS
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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 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.

The number of shares from which valid votes were cast was 2 696 826, the percentage share of the shares from which valid votes were cast constitutes 20.85% of the share capital. The total number of valid votes is 2 696 826.

Votes in favour of the resolution is 2 696 826, votes against is 0, votes abstained 0.
The resolution was adopted in a secret ballot.

**RESOLUTION No. 14/2015
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.



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Biuro w Warszawie, Horizon Plaza
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02-672 Warszawa

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sekretariat@kredytinkaso.pl www.kredytinkaso.pl
NIP 922-254-40-99 KRS: 270672
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§ 2

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

The number of shares from which valid votes were cast was 2 696 826, the percentage share of the shares from which valid votes were cast constitutes 20.85% of the share capital. The total number of valid votes is 2 696 826.

Votes in favour of the resolution is 2 696 826, votes against is 0, votes abstained 0.
The resolution was adopted in a secret ballot.

**RESOLUTION No. 15/2015
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 registration.



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The number of shares from which valid votes were cast was 2 696 826, the percentage share of the shares from which valid votes were cast constitutes 20.85% of the share capital. The total number of valid votes is 2 696 826.

Votes in favour of the resolution is 2 696 826, votes against is 0, votes abstained 0.
The resolution was adopted in an open vote.



Kredyt Inkaso Spółka Akcyjna

Biuro w Warszawie, Horizon Plaza
ul. Domaniewska 39A, wejście E, V p.
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tel. +48 22 212 57 00, faks +48 22 212 57 57

sekretariat@kredytinkaso.pl www.kredytinkaso.pl

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