



KREDYT INKASO

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**Ordinary General Assembly
of Kredyt Inkaso S.A.
25 September 2019
Warsaw
DRAFT RESOLUTIONS**

**RESOLUTION No. .../2019
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 25 September 2019**

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. .../2019
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 25 September 2019**

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 2018/2019.
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, (v) motion of the Management Board on allocation the profit for the financial year 2018/2019.
8. Approval of the stand alone financial statement of Kredyt Inkaso S.A. for the financial year 2018/2019.
9. Approval of the consolidated financial statements of Kredyt Inkaso S.A. Capital Group for the financial year 2018/2019.
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 2018/2019.
11. Adoption of the resolution on distribution and allocation of the profit for the financial year 2018/2019.
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 2018/2019.
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 2018/2019.
14. Closing of the debates.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2019
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 25 September 2019**

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:

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§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2019
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 25 September 2019**

on: approval of stand alone financial statements for the financial year commencing on 1 April 2018 and ending on 31 March 2019

§ 1

Acting pursuant to Art. 393 item 1 and Art. 395 § 2 item 1 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 2018 and ending on 31 March 2019 comprising the auditor-verified:

- statement of the financial standing (balance sheet) drawn up as at 31 March 2019, with both assets and liabilities in the amount of PLN 673 906 thousand (six hundred seventy three million nine hundred six thousands zloty),
- total income statement (profit and loss account) for the financial year from 1 April 2018 to 31 March 2019, with the net profit of PLN 17 667 thousand (seventeen million six hundred sixty seven thousand zloty),
- statement of changes to the shareholders' equity for the financial year from 1 April 2018 to 31 March 2019 showing the increase in equity by PLN 13 266 thousand (thirteen million two hundred sixty six thousand zloty),
- cash flow statement for the financial year from 1 April 2018 to 31 March 2019 showing the decrease in cash by PLN 29 135 thousand (twenty nine millions one hundred thirty five thousands zloty),
- additional information and explanations.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2019
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 25 September 2019

on: approval of consolidated financial statements of the Kredyt Inkaso S.A. Capital Group for the financial year commencing on 1 April 2018 and ending on 31 March 2019

§ 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 2018 and ending on 31 March 2019 comprising the auditor-verified:

- statement of the financial standing (balance sheet) drawn up as at 31 March 2019 with both assets and liabilities in the amount of PLN 886 688 thousand (eight hundred eighty six million six hundred eighty eight thousand zloty),
- total income statement (profit and loss account) for the financial year from 1 April 2018 to 31 March 2019, with the net profit of PLN 9 023 thousand (nine million twenty three thousand zloty),
- statement of changes to the shareholders' equity for the financial year from 1 April 2018 to 31 March 2019, showing a decrease in equity by the amount of PLN 16 911 thousand (sixteen million nine hundred eleven thousand zloty),
- cash flow statement for the financial year from 1 April 2018 to 31 March 2019 showing a decrease in cash by PLN 16 063 thousands (sixteen million sixty three thousand zloty),
- additional information and explanations.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2019
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 25 September 2019

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 2018 and ending on 31 March 2019.

§ 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 2018 and ending on 31 March 2019

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2019
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 25 September 2019**

on: distribution and allocation of the profit for the financial year 2018/2019

Acting pursuant to Art. 382 § 3 and 395 § 2 item 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 profit for the financial year commencing on 1 April 2018 and ending on 31 March 2019 in the amount of PLN 17 666 770,81 (seventeen million six hundred sixty six thousand seven hundred seventy zloty and eighty one grosz) shall be allocated in statutory reserve fund in whole.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2019
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 25 September 2019**

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. Maciej Jerzy Szymański is granted a vote of acceptance for the discharge of his duties as the President of the Management Board in the period from 28 August 2018 to 31 March 2019.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2019
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 25 September 2019**

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. 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 1 April 2018 to 31 March 2019.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2019
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 25 September 2019**

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. 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 1 April 2018 to 31 March 2019.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2019
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 25 September 2019**

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 2018 and ending on 31 March 2019

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 2018 to 21 August 2018 in the financial year commencing on 1 April 2018 and ending on 31 March 2019.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2019
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 25 September 2019

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 2018 and ending on 31 March 2019

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 Dźdzewicz – 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 2018 to 31 March 2019 in the financial year commencing on 1 April 2018 and ending on 31 March 2019.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2019
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 25 September 2019

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 2018 and ending on 31 March 2019

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 2018 to 31 March 2019 in the financial year commencing on 1 April 2018 and ending on 31 March 2019.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2019
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 25 September 2019**

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 2018 and ending on 31 March 2019

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 1 April 2018 to 31 March 2019 in the financial year commencing on 1 April 2018 and ending on 31 March 2019.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2019

**of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 25 September 2019**

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 2018 and ending on 31 March 2019

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 Maciej 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 2018 to 31 March 2019 in the financial year commencing on 1 April 2018 and ending on 31 March 2019.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2019
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 25 September 2019**

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 2018 and ending on 31 March 2019

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. Marcin Okoński – 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 21 August 2018 to 31 March 2019 in the financial year commencing on 1 April 2018 and ending on 31 March 2019.

§ 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 25 September 2019**

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.