



KREDYT INKASO

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**ANNOUNCEMENT
OF THE MANAGEMENT BOARD
OF KREDYT INKASO
SPÓŁKA AKCYJNA
ON CONVOCATION
OF THE EXTRAORDINARY
GENERAL ASSEMBLY**



NIP: 922-25-44-099, REGON: 951078572, KRS: 270672
Sąd Rejonowy dla m. st. Warszawy w Warszawie, XIII Wydział gospodarczy KRS,
kapitał zakładowy: 12 897 364 zł, 00 zł, kapitał wpłacony w całości.

Kredyt Inkaso Spółka Akcyjna with its registered office in Warsaw, at Domaniewska street 39, entered into the register of entrepreneurs maintained by the District Court for the Capital City of Warsaw in Warsaw, XIII Economic Division of the National Court Register, under the KRS number 270672, with the share capital of PLN 12 897 364.00, NIP 922-254-40-99 (hereinafter referred to as Kredyt Inkaso S.A. or the Company).

The Management Board of Kredyt Inkaso Spółka Akcyjna acting pursuant to Art. 399 § 1 in relation to Art. 402¹ § 1 and Art. 400 § 1 of the Commercial Companies Code and § 7 section 3 of the Statutes of the Company, hereby convenes the Extraordinary General Assembly of Kredyt Inkaso Spółka Akcyjna to be held on **24 January 2019, 11:00 a.m.** in Warsaw at Domaniewska street 39A, ENTRANCE A, V FLOOR (the Horizon building), 02-672 Warsaw, with 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. Adoption of the resolution on amendment to the Regulation of General Assembly.
7. Adoption of the resolution on amendment to the Statutes of the Company.
8. Adoption of the resolution on amendment to the Statutes of the Company by authorizing the Management Board of the Company to raise the Company's share capital and to exclude preemptive rights.
9. Adoption of the resolution on authorizing the Supervisory Board to establish the unified text of the Statutes of the Company.
10. Adoption of the resolution on introducing motivational program for key personnel in the Company
11. Adoption of the resolution on changing the remuneration of the Chairman of the Supervisory Board of the Company.
12. Presentation of the Management Board report on the outcome of the audit conducted by special purpose auditor.
13. Closing of the debates.

1. Proposed amendment to the Statutes of the Company

In accordance with the provisions of Art. 402 § 2, Art. 402¹ and Art. 402² of the Commercial Companies Code, the Management Board of the Company hereby presents for Shareholders' information the existing wording as well as the proposed amendment to the Statutes of the Company:

The existing wording of § 3 section 4a:

“4a

The management Board of the Company is authorised, by 1 July 2013, to increase the share capital by an amount not exceeding PLN 4,120,500.00 (four million one hundred twenty thousand five hundred)

(“Target Capital”). The Management Board may exercise the granted right by making one or more subsequent increases in share capital, however shares may be subscribed for both in cash and in kind (non-cash contribution). The Management Board shall decide in the form of a resolution on all matters related to the increase of Company’s share capital within the limits of the Target Capital. Resolutions of Management Board regarding the issue price and issue of shares for in kind contributions require the consent of the Supervisory Board, however the issue price so determined, in case of issue without pre-emptive rights, may not be lower than by more than 10% of the average closing price of the company’s shares from the last 6 months from the previous day of the date of the resolution on setting the issue price.”

The proposed wording of § 3 section 4a:

“4a

The Management Board is authorised to make one or several increases in the Company’s share capital by no more than PLN 143,334.00 (one hundred three thousand three hundred and thirty four) by issuing no more than 143.334 (one hundred three thousand three hundred and thirty four) ordinary bearer shares with as nominal value of PLN 1 (one) each (“Target Capital”), in a private subscription in meaning of art. 431 § 2 of the Commercial Companies Code on the territory of the Republic of Poland.”

The existing wording of § 3 section 4b:

“4b

The resolution of Management Board of the Company adopted in accordance with section 4a, replaces the resolution of General Assembly on the increase of the share capital and for its validity requires the form of notarial deed.”

The proposed wording of § 3 section 4b:

“4b

Authorisation of the Management Board regarding increased the share capital of the Company within the Target Capital expires within 2 (two) years from the day of entering into the Register of Entrepreneurs of the amendments to the Statutes made by the resolution of Extraordinary General Assembly no. [•] on [•] 2019”

The existing wording of § 3 section 4c:

“4c

The Management Board of the Company may, with the consent of the Supervisory Board, exclude or limit the pre-emptive right to subscribe for the Company’s shares by existing shareholders (pre-emptive right) concerning the increase in the share capital under the authorisation granted to the Management Board in Statutes of the Company to increase the share capital within the target capital.”

The proposed wording of § 3 section 4c:

“4c

The shareholders shall be deprived of the pre-emption rights in relation to the Company's shares issued by the Management Board based on the authorisation granted in section 1 of this paragraph.”

The existing wording of § 3 section 4d:

“4d

Within the authorisation, referred in sec. 4a, the Management Board may issue subscriptions warrants with the date of exercising the right to subscribe for shares expiring no later than July 1, 2013. Section 4c shall be applied accordingly.”

The proposed wording of § 3 section 4d:

“4d

The Management Board may issue shares within the Target Capital for cash contributions.”

Moreover, after § 3 sec. 4d is added new § 3 sec. 4e-4g:

“4e

Subject to § 3 sec. 4f, the Management Board will determine detailed conditions of the particular issue of the Company's shares within the limits determined in § 4a item 1 of the Company's Statutes, especially number of shares, which will be issued, issue price, opening and closing dated, detailed terms of allocation of shares or the place of their listing.”

“4f

Resolution of the Management Board on determination of the issue price of shares will be adopted after consultation with the Supervisory Board, whereas the issue price per share shall not be lower than the average price of the Company shares at the closing of the trading session of Warsaw Stock Exchange from 90 session days preceding the date [•] 2019.”

“4g

Unless the provisions of the Companies Commercial Code and the provisions of the Statutes provide otherwise, the Management Board decides on all matters related to the increase of share capital under the Target Capital, in particular the Management Board is authorised to:

- a) *Conclude the contracts on investment underwriting or service underwriting or other contracts securing success of Issue the New Shares;*

- b) *Adoption of the resolutions and other actions regarding the registration of the New Shares Issue or entering into agreements with the National Deposit of Securities S.A. regarding its registration;*
- c) *Adoption of the resolutions and other actions regarding the issue of the New Shares by way of a private subscription or applying for admission and introduction of the New Shares to trading on Warsaw Stock Exchange, including submitting relevant applications and notifications, in accordance with the requirements set out in relevant provisions of the law and regulations, resolutions or guidelines of the Warsaw Stock Exchange in Warsaw S.A.”*

The existing wording of § 8 section 5 item 3:

“Notifications containing the agenda and indicating the date and the place of the Supervisory Board meeting should be sent by registered mail at least seven day prior to the scheduled date of the Supervisory Board meeting to the addresses provided by members of the Supervisory Board and sent, by the same date to previously designated by members of the Supervisory Board e-mail addresses.”

The proposed wording of § 8 section 5 item 3:

“Notifications containing the agenda and indicating the date and the place of the Supervisory Board meeting should be sent by e-mail at least seven day prior to the scheduled date of the Supervisory Board meeting to the addresses provided by members of the Supervisory Board.”

The existing wording of § 8 section 9:

“Moreover the competences of the Supervisory Board shall include granting consent to employment, change of employment and termination conditions and termination of the contract with the Compliance Officer, whose tasks is to develop and implement procedures to ensure compliance with the law and to the principles of corporate governance and to prevent all kinds of abuse. At least once a quarter, the Compliance Officer will report to the Supervisory Board of the Company.”

The proposed wording of § 8 section 9:

“Moreover the competences of the Supervisory Board shall include granting consent to: (i) employment, change of employment conditions and termination of the contract with the Compliance Officer, whose tasks is to develop and implement procedures to ensure compliance with the law and to the principles of corporate governance and to manage the risk of incompatibility, (ii) employment, change of employment conditions and termination of the contract with Director of Internal Audit Department, whose task is to implement, lead and monitor process of internal audit, . At least once a quarter, the Compliance Officer and Director of Internal Audit Department will report to the Supervisory Board of the Company.”

2. The right to request that certain matters be placed on the agenda (Art. 402² item 2 letter a of the Commercial Companies Code)

A shareholder or shareholders representing at least 1/20 of the share capital have the right to request that certain matters be placed on the agenda of the General Assembly of the Company. The request shall be submitted to the Management Board of Kredyt Inkaso S.A. no later than 21 days prior to the date

of the General Assembly (i.e. no later than January 3, 2019). The request shall include a justification or a draft of the resolution concerning the proposed item on the agenda. The request may be submitted in writing to the registered office of Kredyt Inkaso S.A. at the address: Domaniewska street 39, 02 - 672 Warszawa, or electronically, and sent exclusively to the email address: wza@kredytinkaso.pl or faxed at the number: 22/212 57 57. More information can be obtained by calling at: 22/259 09 52.

A shareholder or shareholders should prove the ownership of the sufficient number of shares as at the date of submitting the request enclosing a share certificate/certificates or a certificate issued by the entity keeping the securities account. Additionally, a shareholder/shareholders being natural persons should submit two copies of the identity card with information necessary to identify the shareholder e.i. name, surname, PIN, series and number of identity card and clear photo (passport or other documents proving the shareholder's identity; in the case of a request sent electronically – a scan of these documents). In the case of the request submitted by a shareholder/shareholders being legal persons or an organizational unit referred to in Art. 33¹ of the Civil Code, they should send an extract from the register into which the entity is entered (in the case of the request sent electronically – a scan of these documents).

All documents submitted to the Company including those submitted by means of electronic communication, should be translated into Polish by a sworn translator. It is admissible to submit the Apostil document. Additionally, in the case of shareholders submitting the request electronically, all documents should be sent in the PDF format.

The Company may undertake appropriate actions aimed at identifying a shareholder and their proxy in order to verify their entitlements exercised by means of electronic communication.

Requests submitted by shareholders applying means of electronic communication in the manner other than by means of the email address indicated above, or the fax or without complying with the requirements defined above, shall not evoke legal effect in relation to the Company and shall not be taken into consideration.

3. The right to submit drafts of resolutions concerning matters placed on the agenda or matters that are to be placed on the agenda prior to the date of the General Assembly (Art. 402² item 2 letter b of the Commercial Companies Code)

A shareholder or shareholders representing at least 1/20 of the share capital may submit, prior to the date of the General Assembly, drafts of resolutions concerning matters placed on the agenda or matters that are to be placed on the agenda of the General Assembly, in writing to the registered office Kredyt Inkaso S.A. at the address: Domaniewska street 39, 02-672 Warsaw, or by means of electronic communication (in the manner and at the email address or fax mentioned in item 2 above). A shareholder/shareholders should prove the ownership of the appropriate number of shares as at the date of submission of the request and enclose documents for the purpose of identification of the requesting party/parties in the manner indicated in item 2 above. Drafts of resolutions submitted by shareholders using the means of electronic communication in the manner other than the email address or fax indicated in item 2 above, or without complying with the requirements defined in this item, shall not evoke legal effect in relation to the Company, and shall not be taken into consideration as such.

4. The right to submit drafts of resolutions concerning matters placed on the agenda during the General Assembly (Art. 402² item 2 letter c of the Commercial Companies Code)

Each shareholder entitled to participate in the General Assembly may submit drafts of resolutions concerning the matters placed on the agenda.

5. Exercising voting rights by a proxy (Art. 402² item 2 letter d of the Commercial Companies Code)

A shareholder may participate in the General Assembly and exercise voting right in person or by a proxy. The template of the form to exercise a voting right by a proxy has been published on the website: <http://www.kredytinkaso.pl> in the “Stock exchange” section in the tab “General Assembly”. A proxy is not obliged to vote using the above-mentioned form. At the same time, the Management Board of the Company informs that if a shareholder grants a proxy with the voting instruction, the Company shall not verify if proxies exercise voting rights according to the instructions which they received from shareholders. A proxy to vote shall be granted in writing or electronically in the form of a fax. Granting of a proxy in an electronic form shall not require including a safe digital signature verified by means of a valid qualified certificate.

Along with the notification of granting the proxy electronically, a shareholder shall send the text of a granted proxy, a copy of the identity card, passport or other document making it possible to identify the shareholder as a mandatary and the appointed proxy containing information necessary to identify the shareholder e.i. name, surname, PIN, series and number of identity card and clear photo. In the case the proxy is granted by a legal person or an organizational unit, referred to in art. 33¹ of the Civil Code, a shareholder as a mandatary shall additionally send an extract of the register in which the mandatary is registered. In the case the proxy is a legal person or an organizational unit referred to in art. 33¹ of the Civil Code, the shareholder as the mandatary shall additionally send a scan of an extract of the register in which the proxy is registered. Documents sent electronically must be translated into Polish by a sworn translator. It is admissible to send an Apostil document. All documents referred to above, are sent by means of electronic communication. The above-mentioned provisions shall not relieve the proxy from the obligation to present documents on the grounds of which he may be identified at the time of drawing of the list of persons authorised to participate in the General Assembly. The above-mentioned principles related to identification of the mandatary shall be applied accordingly to the notification of revocation of the proxy. A shareholder is obliged to send to Kredyt Inkaso S.A. the notification of granting a proxy in the electronic form at the following fax number: 22/212 57 57 no later than by January 23, 2019, by 15:00 Polish time. In the proxy submitted by means of the fax, it is necessary to include the issuer of the certificate and the number of the certificate of entitlement to attend the Assembly, as well as the telephone number at which it shall be possible to confirm that the fax was received. If the receipt of the proxy by fax is not confirmed by the Company within 24 hours of submitting of the proxy by fax, it shall be assumed that granting the proxy in this form has not been effective. In such a case the actions should be repeated.

In the case the notification of granting a proxy is sent electronically, apart from the documents referred to in item 2 above, the shareholder or the person authorized to attend the General Assembly shall also send at the above-mentioned fax number the information about the kind and number of the document by which the proxy shall be identified at the General Assembly. The above provisions shall be applied respectively to notifications of revocation of the proxy in the electronic form.

In the case the proxy is granted in writing, the original proxy document must be left for the Company. Moreover, while drawing up the attendance list, proxies of the shareholder/shareholders should show their identity card, passport or other reliable document enabling their identification on the grounds of which it is possible to identify them. The right to represent a shareholder who is not a natural person, shall result from the current extract from a relevant register (submitted in original or a copy certified for being true to original by a public notary or a legal counsel) and from a sequence of proxies.

Notifications submitted by shareholders in the manner other than by means of the fax indicated above, or not complying with the above-mentioned requirements, shall not evoke legal effect in relation to the Company, and shall not be taken into consideration as such. Shareholders shall be admitted to participate in the General Assembly after presenting their identification cards whereas the proxies shall be admitted to participate after presenting their identity cards and valid proxies granted to them in writing or electronically (a proxy should present the printout of a proxy document). Representatives of legal persons or organizational units not being legal persons should additionally present current extracts from relevant registers, listing persons entitled to represent those entities. The Company may undertake relevant actions aimed at identifying a shareholder and their proxy, in order to verify their entitlements exercised by means of electronic communication.

6. The possibility and the manner of participation in the General Assembly by means of electronic communication (Art. 402² item 2 letter e of the Commercial Companies Code)

The Company does not provide for the possibility of participation in the General Assembly by means of electronic communication.

7. The manner in which one may make one's views known during the General Assembly by means of electronic communication (Art. 402² item 2 letter f of the Commercial Companies Code)

The Company does not provide for the possibility in which one may make one's views known during the General Assembly by means of electronic communication.

8. The manner in which the voting right may be exercised by correspondence or by means of electronic communication (Art. 402² item 2 letter g of the Commercial Companies Code)

The Company does not provide for the possibility in which the voting right may be exercised by correspondence or by means of electronic communication.

9. The day of registration (Art. 402² item 3 of the Commercial Companies Code)

The day of registration of participation in the General Assembly shall be January 8, 2019.

10. The right to participate in the Assembly (Art. 402² item 4 of the Commercial Companies Code)

The right to participate in the General Assembly of Kredyt Inkaso S.A. shall be granted to individuals who:

- a) sixteen days prior to the date of the General Assembly (i.e. January 9, 2019) are shareholders of Kredyt Inkaso S.A.,
- b) in the period from December 22 2018 to January 9, 2019 shall request the entity keeping the securities account to which the Company's shares are deposited, to issue a registered certificate of entitlement to participate in the General Assembly of the Company.

It is recommended that the shareholders collect the issued certificate of entitlement to participate in the General Assembly and bring it to the Extraordinary General Assembly.

The Company shall determine the number of shareholders entitled to participate in the General Assembly based on the list received from the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych, KDPW), and drawn up on the basis of registered certificates of entitlement to participate in the General Assembly issued by the entities keeping securities accounts. Three working days prior to the date of the Extraordinary General Assembly (i.e. on 24, 25, 26 September 2018) the list of shareholders entitled to participate in the Extraordinary General Assembly shall be made available in the Company's registered office in Warsaw at Domaniewska street 39, VI FLOOR (the Nefryt building) at the secretariat front desk, from 9:00 to 17:00.

A shareholder shall be entitled to request to have the list of shareholders sent to him by electronic mail, free of charge, and shall provide the address where the list should be sent. The list of shareholders shall be sent in the PDF format. Along with the request to have the list available or sent, the shareholder is obliged to prove their identity and status as a shareholder of Kredyt Inkaso S.A. in the manner referred to above. For this purpose, it is possible to present the certificate of entitlement to participate in the General Assembly or a share certificate.

Shareholders and the shareholders' proxies attending the Company's General Assembly, when signing the attendance list, should present their identity cards, passports or other documents enabling their identification, containing necessary information e.i. name, surname, PIN, series and number of identity card and clear photo. The right to represent a shareholder not being a natural person, shall result from the current extract from a relevant register (submitted in original or a copy certified for being true to original by a notary public or a legal counsel) and a sequence of proxies. Documents in a foreign language should be translated into Polish by a sworn translator, an Apostil document should also be attached. The entitlement to represent a shareholder being a natural person should result from the proxy presented at the moment of signing the attendance list.

11. Making documentation available (Art. 402² item 5 of the Commercial Companies Code)

Persons entitled to participate in the General Assembly may receive the comprehensive documentation that is to be presented at the General Assembly and draft resolutions in the registered office of Kredyt Inkaso S.A. at the address: Domaniewska street 39, 02-672 Warsaw, or on the Company's website: <http://www.kredytinkaso.pl> in the "Stock exchange" section in the tab "General Assembly".

12. Website address (Art. 402² item 6 of the Commercial Companies Code)

Kredyt Inkaso S.A. shall make available all the information related to the General Assembly on the Company's website at the address <http://www.kredytinkaso.pl> in the "Stock exchange" section in the tab "General Assembly". In case of inquiries or doubts connected with participation in the General Assembly, please contact the Company at the dedicated email address: wza@kredytinkaso.pl.

13. Drafts of resolutions of the General Assembly

The Management Board publishes the contents of drafts of resolutions together with attachments to these drafts, which are to be the subject matter of the Extraordinary General Assembly.

Drafts of resolutions, its justification and the attachments are presented in a separate document.

The Management Board of Kredyt Inkaso S.A.