



KREDYT INKASO

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**Ordinary General Assembly
of Kredyt Inkaso S.A.
27 September 2017
Warsaw
DRAFT RESOLUTIONS**

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**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

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. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

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 2016/2017.
7. Consideration and approval of the report of the Management Board on Kredyt Inkaso S.A. operations, and the stand alone financial statements of Kredyt Inkaso S.A., as well as 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 motion of the Management Board on allocation of profit for the financial year 2016/2017.
8. 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 2016/2017, 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 2016/2017.
9. Adoption of the resolution on distribution and allocation of profit for the financial year 2016/2017.
10. 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 2016/2017.
11. 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 2016/2017.
12. Adoption of the resolution on redemption of own shares of Kredyt Inkaso S.A.
13. Adoption of the resolution on reduction of the share capital and amendment to the Statutes of the Company.
14. Adoption of the resolution on authorizing the Supervisory Board to establish the unified text of the Statutes of the Company.
15. Adoption of the resolution on liquidation of the reserve capital and transferring the funds from the reserve capital to supplementary capital.
16. Adoption of the resolution on approval of the mandate of the person co-opted to the Supervisory Board, or - in case of the lack of approval – election of a member of the Supervisory Board.
17. Closing of the debates.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

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. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

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 2016 and ending on 31 March 2017

§ 1

Acting pursuant to Art. 393 item 1 and Art. 395 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 following reports submitted by the Management Board of Kredyt Inkaso S.A.:

1. the report of the Management Board on Kredyt Inkaso S.A. operations for the financial year commencing on 1 April 2016 and ending on 31 March 2017;
2. the stand alone financial statements of Kredyt Inkaso S.A. for the financial year commencing on 1 April 2016 and ending on 31 March 2017 comprising the auditor-verified:
 - statement of the financial standing (balance sheet) drawn up as at 31 March 2017, with both assets and liabilities in the amount of PLN 608 294 117,49 (six hundred

- eight million two hundred ninety four thousand one hundred seventeen zloty and forty nine grosz),
- total income statement (profit and loss account) for the financial year from 1 April 2016 to 31 March 2017, with the net profit of PLN 2 592 493,34 (two million five hundred ninety two thousand four hundred ninety three zloty and thirty four grosz),
 - statement of changes to the shareholders' equity for the financial year from 1 April 2016 to 31 March 2017 showing the increase in equity by PLN 2 592 493,80 (two million five hundred ninety two thousand four hundred ninety three zloty and eighty grosz),
 - cash flow statement for the financial year from 1 April 2016 to 31 March 2017 showing the increase in cash by PLN 106 215 962,16 (one hundred six million two hundred fifteen thousand nine hundred sixty two zloty and sixteen grosz),
 - additional information and explanations.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

on: approval of the report of the Management Board on operations of 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 2016 and ending on 31 March 2017

§ 1

Acting pursuant to Art. 393 item 1 and Art. 395 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 following reports submitted by the Management Board of Kredyt Inkaso S.A.:

1. the report of the Management Board on Kredyt Inkaso S.A. Capital Group operations for the financial year commencing on 1 April 2016 and ending on 31 March 2017;
2. the consolidated financial statements of Kredyt Inkaso S.A. Capital Group for the financial year commencing on 1 April 2016 and ending on 31 March 2017 comprising the auditor-verified:

- statement of the financial standing (balance sheet) drawn up as at 31 March 2017 with both assets and liabilities in the amount of PLN 832 552 324,50 (eight hundred thirty two million five hundred fifty two thousand three hundred twenty four zloty and fifty grosz),
- total income statement (profit and loss account) for the financial year from 1 April 2016 to 31 March 2017, with the net profit of PLN 6 745 906,42 (six million seven hundred forty five thousand nine hundred six zloty and forty two grosz),
- statement of changes to the shareholders' equity for the financial year from 1 April 2016 to 31 March 2017, showing an increase in equity by the amount of PLN 6 079 441,95 (six million seventy nine thousand four hundred forty one zloty and ninety five grosz),
- cash flow statement for the financial year from 1 April 2016 to 31 March 2017 showing an increase in cash by PLN 97 496 718,01 (ninety seven million four hundred ninety six thousand seven hundred eighteen zloty and one grosz),
- additional information and explanations.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

on distribution and allocation of profit for the financial year 2016/2017

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 as follows:

§ 1

The Company's profit for the financial year commencing on 1 April 2016 and ending on 31 March 2017 in the amount of PLN 2 592 493,34 (two million five hundred ninety two thousand four hundred ninety three zloty and thirty four grosz) shall be allocated in whole to supplementary capital.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

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. 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 2016 to 31 March 2017.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

on: granting a vote of acceptance to the 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. 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 2016 to 31 October 2016.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017

on: granting a vote of acceptance to the 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. Piotr Andrzej Podłowski 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 November 2016 to 31 March 2017.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017

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 2016 and ending on 31 March 2017

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 29 September 2016 to 31 March 2017 in the financial year commencing on 1 April 2016 and ending on 31 March 2017.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

on: granting a vote of acceptance to the member of the Supervisory Board for the discharge of her duties for the financial year commencing on 1 April 2016 and ending on 31 March 2017

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

Ms. Ewa Podgórska – the Member of the Supervisory Board of Kredyt Inkaso S.A. is granted a vote of acceptance for the discharge of her duties in the period from 29 September 2016 to 31 March 2017 in the financial year commencing on 1 April 2016 and ending on 31 March 2017.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

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 2016 and ending on 31 March 2017

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 29 September 2016 to 31 March 2017 in the financial year commencing on 1 April 2016 and ending on 31 March 2017.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

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 2016 and ending on 31 March 2017

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. Tomasz Karpiński – 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 29 September 2016 to 31 March 2017 in the financial year commencing on 1 April 2016 and ending on 31 March 2017.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

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 2016 and ending on 31 March 2017

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 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 5 April 2016 to 31 March 2017 in the financial year commencing on 1 April 2016 and ending on 31 March 2017.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

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 2016 and ending on 31 March 2017

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. Ireneusz Chadaj – 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 2016 to 29 September 2016 March 2017 in the financial year commencing on 1 April 2016 and ending on 31 March 2017.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

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 2016 and ending on 31 March 2017

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. Marek Gabryjelski – 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 2016 to 29 September 2016 in the financial year commencing on 1 April 2016 and ending on 31 March 2017.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

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 2016 and ending on 31 March 2017

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. Tomasz Mazurczak – 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 2016 to 29 September 2016 in the financial year commencing on 1 April 2016 and ending on 31 March 2017.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna**

**with its registered office in Warsaw
dated 27 September 2017**

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 2016 and ending on 31 March 2017

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. Andrzej Soczek – 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 2016 to 29 September 2016 in the financial year commencing on 1 April 2016 and ending on 31 March 2017.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

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 2016 and ending on 31 March 2017

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. Piotr Urbańczyk – 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 2016 to 29 September 2016 in the financial year commencing on 1 April 2016 and ending on 31 March 2017.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

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 2016 and ending on 31 March 2017

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. Piotr Woźniak – 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 5 April 2016 to 29 September 2016 in the financial year commencing on 1 April 2016 and ending on 31 March 2017.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

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 2016 and ending on 31 March 2017

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. Mirosław Gronicki – 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 2016 to 5 April 2016 in the financial year commencing on 1 April 2016 and ending on 31 March 2017.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

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 2016 and ending on 31 March 2017

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. Mariusz Banaszuk – 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 2016 to 5 April 2016 in the financial year commencing on 1 April 2016 and ending on 31 March 2017.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

on: the redemption of own shares of Kredyt Inkaso S.A.

Pursuant to Art. 359 § 1 and 2 of the Commercial Companies Code as well as § 4 and § 7 section 7 item 10) of the Statutes of the Company, it is resolved as follows:

§ 1

Whereas:

- 1) based on the resolution no. 7/2012 of the Ordinary General Assembly of the Company dated 9 July 2012 on authorization of Kredyt Inkaso S.A. Management Board to purchase own shares of the Company and to establish reserve capital for this end ('**Resolution No. 7/2012**'), there were purchased 39 145 (say: thirty nine thousand one hundred forty five) ordinary bearer shares of the Company with the nominal value of PLN 1.00 (say: one zloty zero grosz) each, dematerialized, to which the code:

PLKRINK00014 was assigned by Krajowy Depozyt Papierów Wartościowych S.A. (National Depository for Securities), ('Own Shares'). The purchase was effected against remuneration totalling PLN 499 087,33 (say: four hundred ninety nine thousand eighty seven zloty and thirty three grosz);

- 2) the aforesaid remuneration for shares was paid exclusively from the reserve capital established for this end pursuant to Resolution No. 7/2012 in the amount of PLN 6 368 768,72. In accordance with Art. 348 § 1 of the Commercial Companies Code this amount could be appropriated to be divided between shareholders;
- 3) the repurchase of own shares in accordance with the Resolution No. 7/2012 has been definitely closed, and the relevant authorization granted to the Management Board by virtue of the said Resolution - has already expired,

The Ordinary General Assembly of the Company hereby resolves to redeem Own Shares by way of voluntary redemption.

§ 2

Following the redemption of Own Shares, the share capital of the Company shall be reduced by the total nominal amount of the redeemed Own Shares, i.e. by the amount of PLN 39 145 (say: thirty nine thousand one hundred forty five zloty) by way of a relevant amendment to the Statutes of the Company.

§ 3

The redemption of Own Shares shall take place as at the time of share capital reduction referred to in § 2 above, excluding the summoning procedure as referred to in Art. 456 § 1 of the Commercial Companies Code, in conjunction with Art. 360 § 2 item 2 of the Commercial Companies Code, as applicable to the redemption of Own Shares.

§ 4

The reduction of share capital and the related amendment to the Statutes shall take place under a separate resolution adopted by this Ordinary General Assembly.

§ 5

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

on: the reduction of the share capital and amendment to the Statutes of the Company

Pursuant to Art. 360 § 1 and 4 in conjunction with Art. 455 § 1 and 2 of the Commercial Companies Code and § 7 section 7 items 5) and point 8) of the Statutes of the Company, it is resolved as follows:

§ 1

The Ordinary General Assembly of Kredyt Inkaso S.A. ('Company'), in connection with the adoption of the Resolution No. [●]/2017 of the Ordinary General Assembly of the Company dated 27 September 2017 ('**Resolution on Redemption**') on the redemption of 39 145 (say: thirty nine thousand one hundred forty five) own bearer shares purchased by the Company ('**Own Shares**'), hereby reduces the share capital of the Company from the amount of PLN 12 936 509,00 (say: twelve million eight hundred ninety seven thousand five hundred and nine zloty zero grosz) to the amount of PLN 12 897 364,00 (say: twelve million eight hundred ninety seven thousand three hundred sixty four zloty and zero grosz), i.e. by the amount of PLN 39 145 (say: thirty nine thousand one hundred forty five zloty) corresponding to the total nominal value of the redeemed Own Shares. The subject reduction of the share capital is made with the purpose to adjust the amount of the share capital of the Company to the total nominal value of the Company shares remaining after the redemption of Own Shares.

§ 2

The reduction of the share capital of the Company, referred to in § 1, shall take place in accordance with Art. 360 § 2 item 2 of the Commercial Companies Code, i.e. excluding the summoning procedure referred to in Art. 456 § 1 of the Commercial Companies Code, in conjunction with the contents of § 1 item 2 of the Resolution on Redemption.

§ 3

In connection to the reduction of the share capital of the Company, referred to in § 1, the Ordinary General Assembly of the Company amends the contents of § 3 section 1 of the Statutes of the Company in such a way that it shall be replaced by the following new wording:

„Share capital amounts to PLN 12 897 364,00 (say: twelve million eight hundred ninety seven thousand three hundred sixty four zloty zero grosz) and it is divided into 12 897 364 (say: twelve million eight hundred ninety seven thousand three hundred sixty four) ordinary bearer shares issued in series A to H with the nominal value of PLN 1,00 (say one zloty zero grosz) each share.”

§ 4

This resolution shall come into force upon adoption with legal effect as of the date the amendment to the Statutes of the Company covered by this Resolution has been entered by the registry court in the register of entrepreneurs of the National Court Register (KRS).

RESOLUTION No. .../2017 of the Ordinary General Assembly

**of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

on: authorizing the Supervisory Board to establish the unified text of the Statutes of the Company

Pursuant to Art. 430 § 5 of the Commercial Companies Code, it is resolved as follows:

§ 1

The Ordinary General Assembly of Kredyt Inkaso S.A. ('Company') hereby authorizes the Supervisory Board of the Company to establish the unified text of the Statutes of the Company, including the amendments to the Statutes adopted with the Resolution No. [●]/2017 of the Ordinary General Assembly of the Company dated 27 September 2017 on reduction of the share capital and amendment to the Statutes of the Company.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

on: liquidation of the reserve capital and transferring the funds from reserve capital to supplementary capital

Pursuant to Art. 396 § 5 of the Commercial Companies Code and § 7 section 7 item 3) and § 5 section 2 of the Statutes of the Company, it is resolved as follows:

§ 1

Whereas:

- 1) pursuant to the resolution no. 7/2012 of the Ordinary General Assembly of the Company dated 9 July 2012 on authorization of the Management Board of the Company to purchase own shares of the Company and to establish a reserve capital for this end ('**Resolution No. 7/2012**') there was created a special reserve capital 'Reserve capital for own shares purchase' ('**Reserve Capital**') amounting to PLN 6 368 768,72 (say: six million three hundred sixty eight thousand seven hundred sixty eight zloty seventy two grosz),
- 2) within implementation of the program of repurchase of the Company's own shares under the Resolution No. 7/2012 ('**Program**') there were acquired 39 145 (say: thirty nine thousand one hundred forty five) ordinary bearer shares of the Company with the nominal value of PLN 1,00 (say: one zloty zero grosz) each, dematerialized to which to

which the code: PLKRINK00014 was assigned by Krajowy Depozyt Papierów Wartościowych S.A. (National Depository for Securities), ('Own Shares') against remuneration totalling PLN 499 087,33 (say: four hundred ninety nine thousand eighty seven zloty and thirty three grosz);

- 3) the costs of implementation of the Program amounting to PLN 603,39 (say: six hundred three zloty thirty nine grosz) were also covered from the Reserve Capital,
- 4) the repurchase of Own Shares under the Resolution No. 7/2012 was finally closed and the relevant authorisation granted under that resolution to the Management Board did expire,
- 5) the remaining amount of the Reserve Capital of PLN 5 869 078,00 (say: five million eight hundred sixty nine thousand seventy eight zloty zero grosz) cannot be utilized in accordance with the intended use,

the Ordinary General Assembly of the Company hereby resolves to liquidate the Reserve Capital which was not used within the Program, in the amount of PLN 5 869 078,00 (say: five million eight hundred sixty nine thousand seventy eight zloty zero grosz), and to transfer these funds to the supplementary capital of the Company.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

on: approval of the mandate of the person co-opted to the Supervisory Board

Pursuant to § 8 section 12 of the Statutes of the Company, it is resolved as follows:

§ 1

The mandate of Mr Bogdan Dzudzewicz as the person co-opted to the Supervisory Board of the current term of office shall be approved.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2017
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 September 2017**

on: appointment of a member of the Supervisory Board

Pursuant to Art. 385 § 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr/Ms..... is hereby appointed the Member of the Supervisory Board for the current term of office.

§ 2

The resolution shall enter into force upon its adoption.