



KREDYT INKASO

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**ANNOUNCEMENT
OF THE MANAGEMENT BOARD
OF KREDYT INKASO
SPÓŁKA AKCYJNA
ON CONVOCAATION
OF THE ORDINARY GENERAL
ASSEMBLY**

Kredyt Inkaso Spółka Akcyjna with its registered office in Warsaw, at ul. Domaniewska 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 12 936 509.00, 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 of the Commercial Companies Code and § 7 section 3 of the Statutes of the Company, hereby convenes the Ordinary General Assembly of Kredyt Inkaso Spółka Akcyjna to be held on **27 September 2017, 11:00 a.m.** in Warsaw at ul. Domaniewska 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. 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.

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 1:

Share capital amounts to PLN 12 936 509.00 (say: twelve million nine hundred thirty six thousand five hundred and nine zloty zero grosz) and is divided into:

a) 3 745 000 (three million seven hundred forty five thousand) series A ordinary bearer shares with the nominal value of PLN 1.00 (one zloty zero grosz) each share,

b) 1 250 000 (one million two hundred fifty thousand) series B ordinary bearer shares with the nominal value of PLN 1.00 (one zloty zero grosz) each share,

c) 499 000 (four hundred ninety nine thousand) series C ordinary bearer shares with the nominal value of PLN 1.00 (one zloty zero grosz) each share,

d) 322 009 (three hundred twenty two thousand nine) series F ordinary bearer shares with the nominal value of PLN 1.00 (one zloty zero grosz) each share,

e) 3 000 000 (three million) series E ordinary bearer shares with the nominal value of PLN 1.00 (one zloty one grosz) each share,

f) 352 971 (three hundred fifty two thousand nine hundred seventy one) series G ordinary bearer shares with the nominal value of PLN 1.00 (one zloty zero grosz) each share,

g) 3 767 529 (three million seven hundred sixty seven thousand five hundred twenty nine) series H ordinary bearer shares with the nominal value of PLN 1.00 (one zloty zero grosz) each share.

The proposed wording of § 3 section 1:

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.

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 6 September 2017). 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: ul. Domaniewska 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 (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: ul. Domaniewska 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 “Corporate Governance” section in the tab “Ordinary General Assembly 2017”. 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 scan of the identity card, passport or other document making it possible to identify the shareholder as a mandatary and the appointed proxy. 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 26 September 2017, 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 11 September 2017.

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. 11 September 2017) are shareholders of Kredyt Inkaso S.A.,
- b) in the period from 1 September 2017 to 12 September 2017 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 Ordinary 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 Ordinary General Assembly (i.e. on 22, 25, 26 September 2017) the list of shareholders entitled to participate in the Ordinary General Assembly shall be made available in the Company's registered office in Warsaw at ul. Domaniewska 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. 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: ul. Domaniewska 39, 02-672 Warsaw, or on the Company's website: <http://www.kredytinkaso.pl> in the "Corporate Governance" section in the tab "Ordinary General Assembly 2017".

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 "Corporate Governance" section in the tab "Ordinary General Assembly 2017". 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 Ordinary General Assembly.

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

The Management Board of Kredyt Inkaso S.A.