

Extraordinary General Assembly of Kredyt Inkaso S.A. 30 November 2015 Warsaw DRAFT RESOLUTIONS



Kredyt Inkaso S.A.

Kredyt Inkaso S.A.; Warszawa 02-672; ul. Domaniewska 39 Kapitał zakładowy: 12 936 509 zł, wpłacony w całości. Oznaczenie sądu: Sąd Rejonowy dla m.st. Warszawy w Warszawie, XIII Wydział Gospodarczy KRS, KRS: 0000270672, NIP: 922-254-40-99, REGON: 951078572

DRAFT RESOLUTIONS

**RESOLUTION No. .../2015
of the Extraordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 30 November 2015**

on election of the Chairman of the General Assembly

Pursuant to article 409 § 1 and article 420 § 2 of the Commercial Companies Code and § 4 section 3 of the Regulations of the General Assembly, the Extraordinary General Assembly decides the following:

§ 1

The Extraordinary General Assembly of “Kredyt Inkaso” S.A. decides to elect as the Chairman of the Company’s Extraordinary General Assembly.....

§ 2

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

**RESOLUTION No. .../2015
of the Extraordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 30 November 2015**

on: election of the members of the Vote Counting Commission

Pursuant to § 7 section 1 of the Regulations of the General Assembly, the Extraordinary General Assembly decides the following:

§ 1

The Extraordinary General Assembly of Kredyt Inkaso S.A. choses to elect the following persons as members of the Vote Counting Commission:

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§ 2

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

**RESOLUTION No. .../2015
of the Extraordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 30 November 2015**

on: approval of the meeting agenda

Pursuant § 9 section 1 of the Regulations of the General Assembly, the following is decided:

§ 1

The Extraordinary General Assembly approves the following agenda:

1. Opening of the General Assembly.
2. Election of the Chairman of the Assembly.
3. Acknowledgement of correctness of conveying the Assembly and its capacity to adopt resolutions.
4. Election of the Returning Committee.
5. Approval of the meeting agenda
6. Passing the resolution on determining the number of the Supervisory Board.
7. Supplementing the composition of the Supervisory Board
8. Changes to the composition of the Supervisory Board.
9. Passing the resolution on acceptance/approval of the issue of bonds
10. Amendments to the Company's articles of association
11. Closing the debate

§ 2

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

**RESOLUTION No. .../2015
of the Extraordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 30 November 2015**

**on: determining the number of the Supervisory Board of the company under the
business name Kredyt Inkaso Spółka Akcyjna**



Kredyt Inkaso S.A.

Acting pursuant to article 15 section 1 of the Regulations of the General Assembly, the Extraordinary General Assembly decides the following:

§ 1

The Extraordinary General Assembly of Kredyt Inkaso S.A. decides to determine the number of the members of the Supervisory Board of Kredyt Inkaso S.A. to be [] persons.

§ 2

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

**RESOLUTION No. .../2015
of the Extraordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 30 November 2015**

on: supplement the composition of the Supervisory Board of the company under the business name Kredyt Inkaso Spółka Akcyjna

Acting pursuant to article 7 section 7 pt.7 of the Statute of Kredyt Inkaso S.A., the Extraordinary General Assembly decides the following

§ 1

The Extraordinary General Assembly of Kredyt Inkaso S.A. decides to appoint the member of the Supervisory Board Kredyt Inkaso S.A. Mr./Mrs [] holding PESEL no. []

§ 2

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

**RESOLUTION No. .../2015
of the Extraordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 30 November 2015**

on: the change to the composition of the Supervisory of the company under the business name Kredyt Inkaso Spółka Akcyjna



Kredyt Inkaso S.A.

Acting pursuant to article 7 section 7 pt.7 of the Statute of Kredyt Inkaso S.A., the Extraordinary General Assembly decides the following

§ 1

The Extraordinary General Assembly of Kredyt Inkaso S.A. decides to appoint/dismiss the member of the Supervisory Kredyt Inkaso S.A. Mr./Mrs [] holding PESEL no. []

§ 2

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

**RESOLUTION No. /2015
of the Extraordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 30 November 2015**

on: acceptance/approval of the planned issue of bonds

Acting pursuant to § 7 section 7 of the Company's Statutes, the following is decided:

§ 1

The Extraordinary General Assembly accepts and approves the planned new issue of bonds for the purposes of refinancing the obligations resulting from bonds issued so far, the maturity of which falls within the period until up to the amount not exceedingPLN.

§ 2

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

**RESOLUTION No. /2015
of the Extraordinary General Assembly of
the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 30 November 2015**

on: changing the articles of association of the company under the business name Kredyt Inkaso Spółka Akcyjna



Kredyt Inkaso S.A.

Acting pursuant to the article 430 § 1 of the Commercial Companies Code and pursuant to § 7 section 7 pt. 8 of the Company's articles of association, the following is decided:

§ 1

The Extraordinary General Assembly of Kredyt Inkaso S.A. amends the Company's articles of association in such way that: in § 8 section 8a the current text is marked as pt. 1) and a new pt. 2) with the following wording is added:

„In the event when obtaining the consent of the Supervisory Board, referred to in § 8 section 8 pt.4) is not possible due to the lack of capacity of the Supervisory Board to adopt resolutions resulting from insufficient number of members as required by the resolution of the General Assembly or by another circumstance, then giving consent for performing this activity shall belong to the competence of the General Assembly.

§ 2

The Extraordinary General Assembly of Kredyt Inkaso S.A. changes the Company's articles of association in such way that: in § 7 section 7 the new point 14) with the following wording is added:

„giving consents, referred to in § 8 section 8a pt. 2) of the articles of association”.

§ 3

The resolution shall enter into force as of the date of its adoption provided that the amendment to the articles of association of Kredyt Inkaso Spółka Akcyjna performed on its basis is effective as of the day of its entry into the register of entrepreneurs maintained by the National Court Register

**Justification of draft resolutions
Ordinary General Assembly
Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
30 November 2015**

When implementing the Principles of Best Practices of the SE listed Companies, the Management Board of Kredyt Inkaso S.A. presents the justification to the substantive draft resolutions proposed to be adopted by the Extraordinary General Assembly on 30 November 2015. According to the Best Practices of the SE listed Companies, in the event of convening



Kredyt Inkaso S.A.

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by the Company's Management Board of the General Assembly, draft resolutions other than those typically adopted in the course of the assembly shall require justifications.

This present Extraordinary General Assembly convened by the Management Board in order to complete the composition of the Supervisory Board, which due to resignation by two of its members on 11 September 2015, as well as due to the fact that the Extraordinary General Assembly of the Company held on 20 October 2015 did not manage to elect the lacking members of the Supervisory Board – does not consist of 6 members as determined by the General Assembly of the Company and is not capable to adopt resolutions.



FORUM
WALCOWA PRACOWNIA

PROCESS

FINSANO
ENTRUSTEER

KREDYT INKASO
GRUPA KAPITAŁOWA

spółka
notowana na
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