



KREDYT INKASO

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**Ordinary General Assembly
of Kredyt Inkaso S.A.
27 November 2020
Warsaw
DRAFT RESOLUTIONS**

DRAFT RESOLUTIONS



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.

RESOLUTION No. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020

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. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020

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 2019/2020.
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 covering loss for the financial year 2019/2020.
8. Approval of the stand alone financial statement of Kredyt Inkaso S.A. for the financial year 2019/2020.
9. Approval of the consolidated financial statements of Kredyt Inkaso S.A. Capital Group for the financial year 2019/2020.
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 2019/2020.
11. Adoption of the resolution on covering loss for the financial year 2019/2020.
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 2019/2020.
13. Adoption of the 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 2019/2020.
14. Adoption of resolutions on change of the resolution on granting a vote of acceptance to the former Management Board member – Paweł Szewczyk.
15. Adoption of resolutions on granting consent to the Company for pursuing the claim against former Management Board member – Paweł Szewczyk for compensation for damage caused in the exercise of the management over the Company.
16. Adoption of resolutions on Management Board and Supervisory Board remuneration policy in Kredyt Inkaso S.A.
17. Closing of the debates.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020**

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. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020**

on: approval of stand alone financial statements for the financial year commencing on 1 April 2019 and ending on 31 March 2020

§ 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 2019 and ending on 31 March 2020 comprising the auditor-verified:

- statement of the financial standing (balance sheet) drawn up as at 31 March 2020, with both assets and liabilities in the amount of PLN 565 653 thousand (five hundred sixty five million six hundred fifty three thousand zloty),
- total income statement (profit and loss account) for the financial year from 1 April 2019 to 31 March 2020, with the net loss of PLN 45 495 thousand (forty five million four hundred ninety five thousand zloty), and negative net total income of PLN 49 315 thousand (forty nine million three hundred fifteen thousand zloty),
- statement of changes to the shareholders' equity for the financial year from 1 April 2019 to 31 March 2020 showing the decrease in equity by PLN 49 315 thousand (forty nine million three hundred fifteen thousand zloty),

- cash flow statement for the financial year from 1 April 2019 to 31 March 2020 showing the increase in cash by PLN 1 314 thousand (one million three hundred fourteen thousand zloty),
- additional information and explanations.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020**

on: approval of consolidated financial statements of the Kredyt Inkaso S.A. Capital Group for the financial year commencing on 1 April 2019 and ending on 31 March 2020

§ 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 2019 and ending on 31 March 2020 comprising the auditor-verified:

- consolidated statement of the financial standing drawn up as at 31 March 2020 with both assets and liabilities in the amount of PLN 768 538 thousand (seven hundred sixty eight million five hundred thirty eight thousand zloty),
- consolidated total income statement (profit and loss account) for the financial year from 1 April 2019 to 31 March 2020, with the net loss of PLN 35 861 thousand (thirty five million eight hundred sixty one thousand zloty) and negative net total income of PLN 49 305 thousand (forty nine million three hundred five thousand zloty),
- statement of changes to the shareholders' equity for the financial year from 1 April 2019 to 31 March 2020, showing a decrease in equity by the amount of PLN 44 317 thousand (forty four million three hundred seventeen thousand zloty),
- cash flow statement for the financial year from 1 April 2019 to 31 March 2020 showing a decrease in cash by PLN 23 093 thousands (twenty three million ninety three thousand zloty),
- additional information and explanations.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020**

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 2019 and ending on 31 March 2020.

§ 1

Acting pursuant to Art. 393 item 1 and 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, 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 2019 and ending on 31 March 2020.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020**

on: covering loss for the financial year 2019/2020

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 net loss for the financial year commencing on 1 April 2019 and ending on 31 March 2020 in the amount of PLN 45 495 768.73 (forty five million four hundred ninety five thousand seven hundred sixty eight zloty and seventy three grosz) shall be covered from the reserve capital.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020**

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 1 April 2019 to 31 March 2020.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020**

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 2019 to 31 March 2020.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020**

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 2019 to 31 March 2020.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020**

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 2019 and ending on 31 March 2020

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 Dzudzewicz – 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 2019 to 31 March 2020 in the financial year commencing on 1 April 2019 and ending on 31 March 2020.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020**

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 2019 and ending on 31 March 2020

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 1 April 2019 to 31 March 2020 in the financial year commencing on 1 April 2019 and ending on 31 March 2020.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2020
of the Ordinary General Assembly**

**of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020**

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 2019 and ending on 31 March 2020

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 2019 to 31 March 2020 in the financial year commencing on 1 April 2019 and ending on 31 March 2020.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020**

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 2019 and ending on 31 March 2020

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 2019 to 31 March 2020 in the financial year commencing on 1 April 2019 and ending on 31 March 2020.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020**

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 2019 and ending on 31 March 2020

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 2019 to 31 March 2020 in the financial year commencing on 1 April 2019 and ending on 31 March 2020.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020**

on: change of the resolution on granting a vote of acceptance to the former Management Board member – Paweł Szewczyk.

§ 1

Pursuant to Art. 395 § 2 item 3 of the Commercial Companies Code as well as § 7 section 7 item 2 of the Statutes of the Company the Ordinary General Assembly hereby resolve to change the resolutions of the Ordinary General Assembly on the granting a vote of acceptance to the former Management Board member – Paweł Szewczyk for the period of June 2014 – April

2016 in the way of revoking granted to Paweł Szewczyk vote of acceptance for this period, set forth especially in the resolution no 7/2014 dated 29 July 2014, resolution no 7/2015 dated 28 July 2015, resolution no 15/2016 dated 3 October 2016, resolution no 7/2017 dated 27 September 2017.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020**

on: granting consent to the Company for pursuing the claim against former Management Board member – Paweł Szewczyk for compensation for damage caused in the exercise of the management over the Company.

§ 1

Pursuant to Art. 393 item 2 of the Commercial Companies Code as well as § 7 section 7 item 6 of the Statutes of the Company, the Ordinary General Assembly hereby resolve to:

- 1) grant consent to the Company to pursue the claim against former Management Board member – Paweł Szewczyk (PESEL 72110510757) for compensation for all damage caused in the exercise of the management over the Company directly or indirectly with no limitation, especially with no limitation regarding its nature, amount and place of damage occurrence,
- 2) grant consent to pursue the claim against former Management Board member – Paweł Szewczyk covered by the law suit filed by the Company on 8 June 2020 in the Circuit Court in Warsaw against Paweł Szewczyk, Ion Melnic and KI Servcollect Srl due to which there is ongoing proceeding under the case number XX GC 561/20,
- 3) approve of the filed law suit, mentioned in the point 2) above.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2020
of the Ordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 27 November 2020

on: adopting the Remuneration Policy for members of the Management Board and Supervisory Board of Kredyt Inkaso S.A.

§ 1

Pursuant to Art. 90d sec. 1 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies (Journal of Laws from 2019 item 2217, as amended) hereby the Ordinary General Assembly hereby resolve to adopt the Remuneration Policy for members of the Management Board and Supervisory Board of Kredyt Inkaso S.A. (“Policy”) as presented by the Management Board of the Company. Text of the Policy constitutes attachment to this resolution.

§ 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 27 November 2020

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.

- 2) **Resolutions no. 14 – 15 of the proposed agenda**, concern the Company's claim for payment against some former managers of the Company and entities related to these persons in connection with identified receivables trading transactions taking place mainly on the Romanian market in 2015-2016 between companies managed by the defendants and companies and funds from the capital group of the Company, causing, in the opinion of the Company, a reduction in the revenues of both subsidiaries and the entire capital group of the Company.

Internal explanatory proceedings initiated in the Company showed that Paweł Szewczyk, as the President of the Management Board of the Company, Kredyt Inkaso Investments RO SA, Kredyt Inkaso Portfolio Investment Luxembourg SA, and at the same time a member of the Management Board of KI Servcollect Srl (until September 17, 2015, a member of the capital group Kredyt Inkaso) in the above mentioned period, used his knowledge and information about the Company and the companies from the Kredyt Inkaso Capital Group in order to achieve financial benefits on the purchase and sale transactions of receivables that took place on the Romanian market in the period between June 2014 and April 2016. During his term as President of the Management Board of the Company, Paweł Szewczyk did not inform the Company about the nature and scope of cooperation with KI Servcollect Srl in organizing receivables trading transactions on the Romanian market. Paweł Szewczyk (after the sale of shares held by Kredyt Inkaso Investments RO SA in KI Servcollect Srl), he continued to be a member of the Management Board of KI Servcollect Srl, without obtaining the consent of the Company or its Supervisory Board in this respect and without informing about it. At the same time Paweł Szewczyk accepted the achieving significant profits by KI Servcollect Srl on receivables trading transactions with the participation of companies from the Kredyt Inkaso Capital Group despite the fact that KI Servcollect Srl was bound by an investment agreement or cooperation agreement with none of the companies from the Kredyt Inkaso Capital Group. The above-described action resulted in a claim for compensation in the amount of PLN 21,320,000 against Paweł Szewczyk, Ion Melnic and KI Servcollect Srl filed by the Company on June 8, 2020, in the District Court in Warsaw, as a result of which the proceeding is currently pending under file number XX GC 561/20.

For the above reasons adoption of the resolutions included in these points of the proposed agenda is a necessary element of the entire process of pursuing claims against former managers.

- 3) **Resolution no. 16 of the proposed agenda**, concerns the adoption by the Ordinary General Meeting of the Remuneration Policy of the Management Board and Supervisory Board of Kredyt Inkaso S.A. which results directly from Art. 90d sec. 1 of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies. The content of the policy was developed by the Management Board of the Company after consultation with the Supervisory Board.