Prepared on: 4 February 2015

Subject:

Issue of bonds by way of a public offering

Legal basis:

Article 56 section 1 item 2 of the Offering Act – current and periodic disclosures

Report contents:

The Management Board of BEST S.A., with its registered office in Gdynia (Issuer, Company), announces that on 3 February 2015 it adopted resolution no. 8/2015 on the issue of series K3 bonds (Bonds) by BEST S.A. and on establishing the final issue terms for the Bonds. The Bonds are issued in connection with resolution no. 13/2014 of 6 February 2014 of the Company's Management Board on establishing a public bonds issue programme (Programme), which the Issuer announced in current report no. 9/2014 of 7 February 2014, and resolution no. 28/2014 of 17 March 2014 on approving the bonds issue terms and the model form of the final bonds issue terms, and are also based on an issue prospectus and an addendum to the issue prospectus which were approved by the Polish Financial Supervision Authority on 21 March 2014 and 22 April 2014 respectively and which together represent a base issue prospectus (Prospectus). The Prospectus is available on the Issuer’s website: www.best.com.pl.

The Bonds will be issued by way of a public offering. The Company will issue up to 350,000 (three hundred and fifty thousand) Bonds with a nominal value of PLN 100 (one hundred złoty) each and a total nominal value of up to PLN 35,000,000 (thirty-five million złoty). The Bonds will not have the form of a document; they will be dematerialised bearer bonds and will not be secured. The Bonds will be offered at an issue price depending on the day an investor subscribes for the Bonds, and the issue price for each subscription day is specified in the final terms of the Bonds issue (Final Terms). The Bonds will carry a variable interest rate being the sum of WIBOR 3M and a margin of 3.3% per annum. Interest will be paid on a quarterly basis. The Bonds will be redeemed within 48 (forty-eight) months of the Issue Date at their nominal value. The Bonds entitle the holder only to monetary considerations. The Bonds will not carry any pre-emptive rights to subscribe for Issuer’s shares before the Issuer’s shareholders, and they will not be revenue bonds. The Issuer has not specified a purpose for the issue within the meaning of the Bonds Act of 29 June 1995. The net proceeds from the issue of the Bonds shall be earmarked for: (i) financing and refinancing expenditures in connection with the acquisition of debt portfolios by the Issuer’s capital group (Group); or (ii) financing and refinancing expenditures incurred in connection with the acquisition of interests, investment certificates or shares in other entities from the debt recovery industry, or in connection with acquiring an enterprise or an organised part of an enterprise from such entities; or (iii) refinancing the Group’s existing debt. The Issuer expects that the effects of the undertakings to be financed from the issue of the Bonds will be comparable to the effects of similar undertakings in which the Company has already been involved.

As of 31 December 2014, the value of liabilities incurred by the Issuer amounted to PLN 178,707 thousand, of which financial liabilities amounted to PLN 157,545 thousand. Considering the nature of its business (investments in debt portfolios), by the time that the Bonds are completely redeemed, the Issuer plans to incur further expenditures which can be partially or fully financed through the issue of bonds, including bonds under the Programme, or through bank loans. During that period, the Issuer will continue to repay its liabilities under earlier bond issues. Furthermore, the Issuer will regularly pay interest on all series of bonds issued thus far.
Attached to this report are the final issue terms of the Bonds, which are the final issue terms of Bonds within the meaning of Article 24 of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading, and on public companies.

**BEST S.A.**

(full name of the Issuer)

**BEST**

(abbreviated name of the Issuer)

Other finance (fin)

(sector as per WSE classification)

81-323

(postal code)

Gdynia

(city/town)

Morska

(street)

59

(number)

(0-58) 76 99 299

(telephone)

(0-58) 76 99 226

(fax)

best@best.com.pl

(e-mail)

www.best.com.pl

(www)

585-00-11-412

(Tax ID – NIP)

190400344

(Statistical Number – REGON)

**SIGNATURES OF THE PERSONS REPRESENTING THE COMPANY:**

<table>
<thead>
<tr>
<th>Date</th>
<th>Name</th>
<th>Position/Function</th>
<th>Signature</th>
</tr>
</thead>
<tbody>
<tr>
<td>04-02-2015</td>
<td>Urszula Rybszleger</td>
<td>Attorney</td>
<td></td>
</tr>
</tbody>
</table>
Bearer bonds with a total nominal value of PLN 35,000,000, issued as part of a bonds issue programme with a total value of PLN 300,000,000

PART A – INFORMATION ON LIABILITIES

All terms capitalised in these Final Terms have the meanings ascribed to them in the Terms of Issue included in the base prospectus of 21 March 2014 and in the addendum of 22 April 2014, which together represent a base prospectus within the meaning of the Prospectus Directive (Base Prospectus). This document contains the final issue terms of the Bonds referred to herein within the meaning of Article 5.4. of the Prospectus Directive and it must be read together with the Base Prospectus. Full information about the Issuer and the Bonds can only be obtained from these Final Terms and from the Base Prospectus jointly. A summary of the Bonds (representing a synopsis of the Base Prospectus according to the contents of these Final Terms) is attached to these Final Terms. The Base Prospectus and these Final Terms are published on the Issuer’s website: www.best.com.pl.

1. Issuer: BEST S.A., having its registered office in Gdynia
2. Series number: K3
3. Date when the Bonds will be assimilated and will represent a single series: Not applicable
4. Number of Bonds: 350,000
5. Nominal value per Bond: PLN 100
6. Total nominal value of the series: PLN 35,000,000
7. Issue price: The issue price depends on the day an investor subscribes for the Bonds, and is as follows on individual subscription days:
8. Expected Issue Date: 10 March 2015

9. Redemption Date: 10 March 2019

10. Basis for determining the interest rate: WIBOR for 3-month deposits, plus a 3.30% margin per annum (for detailed provisions, see sections 12, 13 and 14 below)

11. Basis of redemption: The Bonds shall be redeemed on the Redemption Date at their nominal value

PROVISIONS RELATING TO PAYMENT OF INTEREST

12. Provisions relating to fixed interest rate Bonds: Not applicable

13. Provisions relating to variable interest rate Bonds: Applicable

(a) Interest Payment Dates:

10 June 2015
10 September 2015
10 December 2015
10 March 2016
10 June 2016
10 September 2016
10 December 2016
10 March 2017
10 June 2017
Final Terms

10 September 2017
10 December 2017
10 March 2018
10 June 2018
10 September 2018
10 December 2018
10 March 2019

(b) Reference banks:
Powszechna Kasa Oszczędności Bank Polski S.A., Bank Polska
Kasa Opieki S.A., mBank S.A., Bank Zachodni WBK S.A., ING
Bank Śląski S.A.

(c) Base interest rate:
WIBOR for 3-month deposits

14. Provisions relating to zero-coupon Bonds:
Not applicable

15. Early redemption of Bonds by Issuer
Not applicable

16. Additional instances of default
Not applicable

Signature:
Signature:

Name:
Name:
PART B – OTHER INFORMATION

17. LISTING OF AND TRADE IN BONDS:
The Issuer shall file an application for the admission of the Bonds to listing and trading on a regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange). The Issuer expects the Bonds to be first listed on 20 March 2015.

18. RATINGS:
The Issuer did not apply for the Bonds to be assigned any ratings.

NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

The brokerage firm Dom Maklerski mBanku S.A. is involved in the offer as an Offeror.

Except for the Offeror, who shall receive a placing commission from the Issuer, the Issuer is not aware of any other parties involved in the offer who may have any material interests associated with the offer. The Offeror, its subsidiaries and related parties may be involved in financial transactions with the Issuer and may, in the course of their business, provide other services to the Issuer, its subsidiaries and related parties.

USE OF PROCEEDS FROM THE OFFER

The net proceeds from the issue of the Bonds shall be earmarked for:

(i) financing and refinancing expenditures in connection with the acquisition of debt portfolios by the Group; or

(ii) financing and refinancing expenditures incurred in connection with the acquisition of interests, investment certificates or shares in other entities from the debt recovery industry, or in connection with acquiring an enterprise or an organised part of an enterprise from such entities; or

(iii) refinancing the Group’s existing debt.

ESTIMATED NET PROCEEDS AND EXPENSES OF THE OFFER


20. Estimated expenses of the offer: PLN 796,871

HISTORICAL INTEREST RATES (only for variable interest rate Bonds)

Information on historical WIBOR is available from Reuters.

TECHNICAL INFORMATION AND DISTRIBUTION


22. ISIN: PLBEST000143

23. Offeror: Dom Maklerski mBanku S.A.
24. Market maker: mBank S.A.
25. Placing commission: up to 1.80% of the total nominal value of the series

INFORMATION ABOUT THE OFFER

26. Number of Bonds offered: 350,000
27. Nominal value per Bond: PLN 100
28. Total nominal value of Bonds offered: PLN 35,000,000
29. Issue threshold: Not applicable
30. Bonds price: The issue price depends on the day an investor subscribes for the Bonds, and is as follows on individual subscription days:

<table>
<thead>
<tr>
<th>Day</th>
<th>Issue price in PLN</th>
</tr>
</thead>
<tbody>
<tr>
<td>9 February 2015</td>
<td>99.58</td>
</tr>
<tr>
<td>10 February 2015</td>
<td>99.59</td>
</tr>
<tr>
<td>11 February 2015</td>
<td>99.61</td>
</tr>
<tr>
<td>12 February 2015</td>
<td>99.62</td>
</tr>
<tr>
<td>13 February 2015</td>
<td>99.64</td>
</tr>
<tr>
<td>14 February 2015</td>
<td>99.65</td>
</tr>
<tr>
<td>15 February 2015</td>
<td>99.67</td>
</tr>
<tr>
<td>16 February 2015</td>
<td>99.68</td>
</tr>
<tr>
<td>17 February 2015</td>
<td>99.70</td>
</tr>
<tr>
<td>18 February 2015</td>
<td>99.71</td>
</tr>
<tr>
<td>19 February 2015</td>
<td>99.72</td>
</tr>
<tr>
<td>20 February 2015</td>
<td>99.74</td>
</tr>
</tbody>
</table>

32. Types of investors for whom the offer is intended: Retail investors, including legal persons

The market maker is also entitled to make a subscription
33. Dates relating to Bonds offered:

Beginning of subscription (Subscription Date): 9 February 2015
End of subscription: 20 February 2015
Allotment Date: 24 February 2015
Expected Issue Date: 10 March 2015
Expected date of announcement of the results of the offer to the public: by 6 March 2015
Expected date of admission of the Bonds to trading: 20 March 2015

The period during which subscriptions for the Bonds are accepted may be shortened if investors oversubscribe for the Bonds. Information on the shortening of the subscription period shall be made public in the form of a current report of the Issuer, where required under applicable laws, and on the Issuer's website www.best.com.pl.

In addition, the Issuer may extend the subscription period. A decision to that effect may be made and announced to the public before the end of the original subscription period. Information on the extension of the subscription period shall be made public in the form of a current report of the Issuer, where required under applicable laws, and on the Issuer's website www.best.com.pl.

34. Description of the subscription procedure:

Subscriptions can be made using means of telecommunication (in particular by phone or via the Internet).

Subscriptions are to be made using three copies of the subscription form. To confirm their subscription, a subscriber shall receive one copy of a completed subscription form, validated by an employee of the investment firm accepting the subscription. The subscriber shall bear all consequences of an incorrect or incomplete subscription for the Bonds.

An investor may make multiple subscriptions for the Bonds.

In each case, the total number of the Bonds subscribed for by a single investor may not exceed the number of Bonds offered.

A model Bonds subscription form shall be made available to investors at the points where subscriptions are accepted within the Bonds subscription periods. A subscription form shall be deemed to have been filed also when it is in the form of a computer printout which has been signed by an investor and includes all elements required on the form.

Investors who intend to purchase the Bonds are required to maintain an investment account with an investment firm. If an investor holds an investment account with an investment firm which accepts subscriptions, the Bonds shall be deposited in the investment account from which a subscription has been made.

If an investor holds an investment account with an investment firm which does not accept subscriptions, upon making a subscription the investor shall also order that the Bonds be deposited in their account.

When making an order for the Bonds to be deposited, the investor shall provide their investment account number and the name of the investment firm maintaining that account, and undertakes to notify the investment firm through which the subscription has been made about any changes concerning their account. The order to deposit the Bonds in an account is unconditional and irrevocable, and it may not include any reservations. An order of deposit is included in the subscription form.
When making a subscription, an investor must present all documents confirming their legal status and the rules of representation. Persons who make a subscription on behalf of a legal person or an organisational unit without a legal personality, upon the moment of subscription at the latest, shall present valid documents confirming the subscriber’s power to represent an investor, unless such documents have already been provided in connection with another transaction and the investor confirms that they are valid.

An investor may make a subscription through an attorney. Any detailed subscription rules which are not regulated in these Final Terms, including the rules for subscribing through an attorney, must comply with the regulations of the Offeror accepting subscriptions for the Bonds.

35. List of customer service points where subscriptions will be accepted:

Subscriptions are accepted by the brokerage firm Dom Maklerski mBanku S.A.

Subscriptions are accepted in the following customer service points of Dom Maklerski mBanku S.A.:

<table>
<thead>
<tr>
<th>No.</th>
<th>City</th>
<th>Postal code</th>
<th>Street</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Białystok</td>
<td>15-077</td>
<td>ul. Warszawska 44/1</td>
</tr>
<tr>
<td>2</td>
<td>Bielsko-Biała</td>
<td>43-304</td>
<td>Pl. Wolności 7</td>
</tr>
<tr>
<td>3</td>
<td>Bydgoszcz</td>
<td>85-109</td>
<td>ul. Grodzka 17</td>
</tr>
<tr>
<td>4</td>
<td>Gdańsk</td>
<td>80-900</td>
<td>ul. Wały Jagiellońskie 8</td>
</tr>
<tr>
<td>5</td>
<td>Gdynia</td>
<td>81-370</td>
<td>Skwer Kościuszki 13</td>
</tr>
<tr>
<td>6</td>
<td>Katowice</td>
<td>40-024</td>
<td>ul. Powstańców 43</td>
</tr>
<tr>
<td>7</td>
<td>Kraków</td>
<td>31-064</td>
<td>ul. Augustiańska 15</td>
</tr>
<tr>
<td>8</td>
<td>Lublin</td>
<td>20-954</td>
<td>ul. Krakowskie Przedmieście 6</td>
</tr>
<tr>
<td>9</td>
<td>Łódź</td>
<td>91-415</td>
<td>Pl. Wolności 3</td>
</tr>
<tr>
<td>10</td>
<td>Poznań</td>
<td>60-967</td>
<td>ul. Półwiejska 42</td>
</tr>
<tr>
<td>11</td>
<td>Rzeszów</td>
<td>35-010</td>
<td>ul. Sokoła 6</td>
</tr>
<tr>
<td>12</td>
<td>Szczecin</td>
<td>70-551</td>
<td>Pl. Żołnierza Polskiego 1B</td>
</tr>
<tr>
<td>13</td>
<td>Warsaw</td>
<td>00-684</td>
<td>ul. Wspólna 47/49</td>
</tr>
<tr>
<td>14</td>
<td>Wrocław</td>
<td>53-611</td>
<td>ul. Strzegomska 2-4</td>
</tr>
</tbody>
</table>

36. Details on minimum and maximum value of subscription:

An investor may subscribe for a minimum of 1 Bond and for up to 350,000 Bonds.

An investor may make multiple subscriptions for the Bonds offered.

In each case, the total number of the Bonds subscribed for by a single investor may not exceed the number of Bonds offered.

37. Description of the possibility of a reduction of subscriptions and the procedure for reimbursing money paid:

Rules of allotment

The Bonds shall be allotted to investors according to the order of their subscriptions and under the rules described in this section.

If the total number of Bonds subscribed for by investors is lower than or equal to the total number of Bonds offered in the series, investors shall be allotted Bonds to the number that they subscribed for.

If the total number of Bonds subscribed for by investors is higher than the number of Bonds offered, the investors’ subscriptions shall be
reduced according to the following rules:

Investors who had subscribed before the day when the total number of Bonds subscribed for by investors from the beginning of the subscription period exceeded the total number of Bonds offered (Oversubscription Date) shall be allotted Bonds to the number that they subscribed for.

Subscriptions made from the Oversubscription Date to the end of the next business day (but not later than by the end of the subscription period) shall be reduced proportionately. The total number of Bonds allotted to investors who subscribed from the Oversubscription Date to the end of the next business day (but not later than by the end of the subscription period) shall correspond to the difference between the total number of Bonds offered and the number of Bonds allotted to investors who subscribed prior to the Oversubscription Date.

Procedure for the reimbursement of money paid

If an investor purchasing the Bonds pays an amount higher than that resulting from the number of the allotted Bonds multiplied by their issue price, the overpaid amount shall be reimbursed by the investment firm through which the investor has made a subscription to the account specified by the investor in the subscription form, or to the investment account which the investor has used to subscribe, within seven business days of the allotment of the Bonds.

38. Details on mode and date of payment:

If a subscribing investor holds an investment account with a firm which accepts subscriptions, the investor is required to have money on that investment account in the amount of the full payment for the subscribed Bonds.

If a subscribing investor does not hold an investment account with a firm that accepts subscriptions, the full payment for the subscribed Bonds can be made in cash at the customer service point of an investment firm accepting subscriptions, as specified in section 35 of the Final Terms of issue of series K3 bonds, or by transfer to the account of an investment firm accepting subscriptions. The account number of an investment firm accepting subscriptions to which payments can be made for the subscribed Bonds shall be made available at that firm’s customer service point, as specified in section 35 of the Final Terms of issue of series K3 bonds.

All wire transfers and payments at the cash desk must include the following annotation: "[Investor’s last name] [Investor’s first name]/[Investor’s company name] Payment for series K3 Bonds of Best S.A."

Payments in cash shall be made at the moment of subscribing for the Bonds, and full payments by wire transfer for the subscribed Bonds must be received in the account of an investment firm accepting subscriptions at the moment of subscribing for the Bonds at the latest. Irrespective of the form of payment, the date of payment shall be understood to be the day when the money is received in the account of an investment firm accepting subscriptions.

An investment firm accepting subscriptions may charge a subscription commission.

Payment in the full amount shall mean a payment equal to the number of Bonds subscribed for by an investor multiplied by the price per Bond in the series from which the investor purchases the Bonds, plus the commission of the investment firm accepting the subscription.

Information on the amount of the commission shall be made available at the points where subscriptions are accepted.

Payments for the Bonds subscribed for may represent amounts which are due under concluded (but unsettled) sales transactions.

Payments for the Bonds do not carry an interest rate.

39. Date and mode of announcement of the results of the offer to the public:

The results of the offer shall be announced to the public in a current report within two weeks of the end of the Bonds subscription process.
Information on a potential non-consummation of the Bonds offer shall be announced to the public in the same way as the Prospectus and in the form of a current report of the Issuer, where required under applicable laws.

40. Procedure for notifying subscribers about the allotted Bonds:

An investor has the right to be informed about the number of allotted Bonds by the investment firm which maintains their investment account, according to that firm’s terms and conditions. No notifications shall be sent to investors about their allotments unless this is required under the terms and conditions of the investment firm through which they have subscribed.

In particular, the Bonds purchased by an investor may enter into trading before the investor is informed about the number of the allotted Bonds because the listing of the Bonds is not contingent upon subscribers being notified about the number of allotted Bonds. In consideration of the above, it is recommended that investors contact the firms maintaining their investment accounts to receive information on their allotments.

41. Procedure for delivering the Bonds and settling the issue price for the Bonds:

The Issuer shall file an application with the National Depository for Securities (KDPW) for the conclusion of an agreement for the registration of the Bonds in the Depository. After the Bonds have been allotted, the Issuer shall take appropriate steps to promptly deposit the Bonds in the investment accounts of the persons to whom the Bonds have been allotted.

If an investor purchasing the Bonds pays an amount higher than that resulting from the number of the allotted Bonds multiplied by their issue price, the overpaid amount shall be reimbursed by the investment firm through which the investor has made a subscription to the account specified by the investor in the subscription form, or to the investment account which the investor has used to subscribe, within seven business days of the allotment of the Bonds.

42. Amount of costs and taxes charged to subscribers:

An investor subscribing for the Bonds shall not be charged any additional costs of subscription, except for a subscription fee charged by investment firms that accept subscriptions.

There may also be additional indirect costs of subscribing for the Bonds, including the costs of establishing and maintaining an investment account. Furthermore, it must be taken into consideration that investors’ payments for the Bonds do not carry an interest rate, and if a payment is reimbursed to an investor, no interest or compensation is due.
ANNEX

SUMMARY

This document is a summary of the individual issue within the meaning of Article 24 section 3 of Commission regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, and it concerns series K3 bonds issued by BEST S.A., having its registered office in Gdynia (Issuer), as part of a Bonds issue programme of up to PLN 300,000,000, included in the base prospectus of 21 March 2014 and in the addendum of 22 April 2014.

Part C – Securities

| C.1 | Description of the type and the class of the securities being offered or admitted to trading, including any security identification number. | The Bonds issued under the Programme shall be bearer bonds. The Bonds issued under the Programme may carry a variable interest rate, a fixed interest rate, or no interest rate at all. The total nominal value of the Bonds is PLN 35,000,000 and they carry a variable interest rate being the sum of WIBOR for 3-month deposits and a margin of 3.30% per annum. The Bonds Redemption Date is 10 March 2019. The International Security Identification Number (ISIN) is PLBEST000143. |
| C.2 | Currency of the securities issue. | The Bonds issued under the Programme shall be denominated in Polish złoty (PLN). |
| C.5 | Description of any restrictions on the free transferability of the securities. | Not applicable. There are no restrictions on the free transferability of the Bonds. |
| C.8 | Description of the rights attached to the securities, including ranking and limitations to those rights. | **Rights attached to the Bonds**

The Bonds shall entitle their holders to receive from the Issuer a monetary consideration in the form of the nominal value of the Bonds, and if the Bonds carry an interest rate, in the form of interest on the nominal value of the Bonds, calculated according to a variable or fixed interest rate. Bondholders’ rights to receive considerations from the Bonds are not limited.

**Ranking**

The Bonds shall represent the Issuer’s direct, unconditional and unsecured liabilities, and shall have an equal status without any preference with respect to each other, and with respect to any other existing and future unsecured and non-subordinated liabilities of the Issuer, except for liabilities which are given priority under applicable law.

**Taxes**

All payments under the Bonds shall be made without any set-offs or deductions on account of any existing or future taxes, or on account of any statutory receivables which have been calculated or imposed by or on behalf of competent tax authorities, unless set-offs or deductions of such taxes or statutory receivables are required under applicable mandatory laws. If any payment under the Bonds involves an obligation to collect and pay any tax or other statutory receivables, the Issuer...
shall not pay any compensation to offset such taxes or statutory receivables.

**Instances of default**

The Terms of Issue of the Bonds, as approved by way of resolution no. 28/2014 of the Issuer’s Management Board of 17 March 2014, provide the following instances of default:

- The Group permanently discontinues all or a significant part of its economic activities involving the acquisition of debt, debt recovery and the management of securitisation funds;
- The debt ratio exceeds 2.50;
- The Issuer becomes insolvent, the Issuer files for bankruptcy, the Issuer files for recovery proceedings; the Issuer confirms in writing that it is insolvent; the Issuer conducts negotiations with all or a certain category of its creditors with a view to changing the rules of repayment of its debt due to being unable to punctually meet its monetary obligations;
- The Issuer fails to repay its financial debt in a total amount exceeding 10% of the Group’s equity; and
- the Issuer’s financial debt in a total amount exceeding 10% of the Group’s equity exclusively under bank loans or borrowings or derivative transactions with banks matures before the set due date.

The Final Terms of the issue do not provide for any additional instances of default.

**Governing law**

The Bonds shall be governed by Polish law.

**C.9 Description of the rights attached to the securities, including ranking and limitations to those rights, plus the nominal interest rate, the date from which interest becomes payable and the due dates for interest. Where the rate is not fixed, description of the underlying instrument on which it is based, maturity date and arrangements for the amortisation of the loan, including the repayment procedures, an indication of yield, and the name of the representative of the debt security holders.**

**Rights attached to the Bonds**

The Bonds shall entitle their holders to receive from the Issuer a monetary consideration in the form of the nominal value of the Bonds, and if the Bonds carry an interest rate, in the form of interest on the nominal value of the Bonds, calculated according to a variable or fixed interest rate. Bondholders’ rights to receive considerations from the Bonds are not limited.

**Ranking**

The Bonds shall represent the Issuer’s direct, unconditional and unsecured liabilities, and shall have an equal status without any preference with respect to each other, and with respect to any other existing and future unsecured and non-
subordinated liabilities of the Issuer, except for liabilities which are given priority under applicable law.

Taxes
All payments under the Bonds shall be made without any set-offs or deductions on account of any existing or future taxes, or on account of any statutory receivables which have been calculated or imposed by or on behalf of competent tax authorities, unless set-offs or deductions of such taxes or statutory receivables are required under applicable mandatory laws. If any payment under the Bonds involves an obligation to collect and pay any tax or other statutory receivables, the Issuer shall not pay any compensation to offset such taxes or statutory receivables.

Instances of default
The Terms of Issue of the Bonds, as approved by way of resolution no. 28/2014 of the Issuer’s Management Board of 17 March 2014, provide the following instances of default:

• The Group permanently discontinues all or a significant part of its economic activities involving the acquisition of debt, debt recovery and the management of securitisation funds;

• The debt ratio exceeds 2.50;

• The Issuer becomes insolvent, the Issuer files for bankruptcy, the Issuer files for recovery proceedings; the Issuer confirms in writing that it is insolvent; the Issuer conducts negotiations with all or a certain category of its creditors with a view to changing the rules of repayment of its debt due to being unable to punctually meet its monetary obligations;

• The Issuer fails to repay its financial debt in a total amount exceeding 10% of the Group’s equity; and

• the Issuer’s financial debt in a total amount exceeding 10% of the Group’s equity exclusively under bank loans or borrowings or derivative transactions with banks matures before the set due date.

The Final Terms of the issue do not provide for any additional instances of default.

Governing law
The Bonds shall be governed by Polish law.

Interest
The Bonds carry a variable interest rate, being the sum of WIBOR for 3-month deposits and a margin of 3.3% per annum.

Interest Payment Dates: 10 June 2015, 10 September 2015, 10 December 2015, 10 March 2016, 10 June 2016, 10 September 2016, 10 December 2016, 10 March 2017, 10 June 2017, 10 September 2017, 10 December 2017, 10 March 2018, 10 June 2018, 10 September 2018, 10 December 2018 and 10 March 2019.

Maturity

Summary for the individual issue:
The Bonds shall be redeemed on 10 March 2019.

**Amortisation arrangements**

Not applicable. The Bonds shall not be amortised.

**Representation of Bondholders**

Not applicable. No Bondholders’ representative has been appointed.

<table>
<thead>
<tr>
<th>C.10</th>
<th>Description of the rights attached to the securities, including ranking and limitations to those rights, plus the nominal interest rate, the date from which interest becomes payable and the due dates for interest. Where the rate is not fixed, description of the underlying instrument on which it is based, maturity date and arrangements for the amortisation of the loan, including the repayment procedures, an indication of yield, and the name of the representative of the debt security holders. If the security has a derivative component in the interest payment, provide a clear and comprehensive explanation to help investors understand how the value of their investment is affected by the value of the underlying instrument(s), especially under circumstances when the risks are most evident.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Not applicable. The interest on the Bonds does not include a derivative component.</td>
</tr>
</tbody>
</table>

| C.11 | Indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets, with indication of the markets in question. |
|  | The Issuer intends to file an application for the admission of the Bonds to listing and trading on a regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange). |

**Part D – Risk**
<table>
<thead>
<tr>
<th><strong>D.2</strong></th>
<th>Key information on the key risks that are specific to the Issuer.</th>
</tr>
</thead>
</table>

By purchasing the Bonds, investors accept the risk that the Issuer may become insolvent or, due to other reasons, may be unable to meet its obligations resulting from the Bonds. There are a number of circumstances which may lead to the Issuer becoming unable to meet its obligations resulting from the Bonds. It is not possible to identify all such circumstances or to state which circumstances are most likely to occur, because the Issuer may not be aware of all such circumstances. The Issuer has described a number of risks which may have a material negative effect on the Issuer’s activity or ability to meet its obligations resulting from the Bonds. Such risks include:

- the risk of failure to meet business targets;
- the risk of failure to procure adequate financing for the purchase of new debt portfolios;
- the risk of a mismatch between the Bonds’ maturities and the expected date of return on investment;
- the risk relating to the purchase of debt portfolios;
- the risk of the loss of experienced managers or key employees;
- the risk of a breakdown of ICT infrastructure;
- the risk of the Group incurring over-the-limit costs related to the functioning of the managed funds;
- the risk of personal and capital relations;
- the risk of negative PR;
- the risk of transfer prices;
- market risk;
- the risk of deterioration of the debtors’ financial situation;
- the risk associated with consumer bankruptcy;
- the risk associated with competition on the market of purchasing and managing debt portfolios;
- the risk associated with the supply of debt portfolios;
- foreign exchange risk;
- the risk associated with changes in laws and their interpretation;
- the risk associated with data processing, in particular personal data processing;
- the risk associated with activity for which a permit is required; and

• the risk associated with a violation of collective consumer interests.
### D.3 Key information on the key risks that are specific to the securities.

There are also risks associated with the Bonds, including market risks such as:

- the risk of a decrease in the market value of the Bonds if the Issuer has an option to redeem the Bonds earlier;
- the risk of fluctuations in the market value of Bonds issued at a discount or a premium;
- the risk of a change in the law or practice of public administration authorities;
- the risk of failure to satisfy Bondholders’ claims in the event that the Issuer becomes bankrupt;
- the risk of priority being given to the creditors of securitisation funds;
- the risk of lack of trading on the primary market or low liquidity of the secondary market;
- the risk of interest rate fluctuations affecting the market value of fixed interest Bonds;
- the risk associated with unclear and complicated tax laws;
- the risk of suspension of the public offering, subscription or sale of the Bonds;
- the risk of the Bonds not being admitted to trading on a regulated market;
- the risk of suspension of the Bonds’ admission to trading or listing on a regulated market;
- the risk of trading in the Bonds being suspended; and
- the risk of the Bonds being excluded from trading on a regulated market.

### Part E – Offer

<table>
<thead>
<tr>
<th>E.2b</th>
<th>Reasons for the offer and use of proceeds when different from making profit or hedging certain risks.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>The net proceeds from the issue of the Bonds shall be earmarked for:</td>
</tr>
<tr>
<td></td>
<td>(i) financing and refinancing expenditures in connection with the acquisition of debt portfolios by the Group – directly, or by way of an acquisition (in particular, the purchasing of investment certificates); or</td>
</tr>
<tr>
<td></td>
<td>(ii) financing and refinancing expenditures incurred in connection with the acquisition of interests, investment certificates or shares in other entities from the debt recovery industry, or in connection with acquiring an enterprise or an organised part of an enterprise from such entities; or</td>
</tr>
<tr>
<td></td>
<td>(iii) refinancing the Group’s existing debt.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>E.3</th>
<th>Description of the terms and conditions</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>The Bonds shall be the object of a public offering in the territory of the Republic of Poland.</td>
</tr>
</tbody>
</table>
Type of Bonds: Bearer bonds carrying a variable interest rate.

Number of Bonds offered: 350,000

Nominal value per Bond: PLN 100

Information on the interest rate on Bonds: variable interest rate, being a sum of WIBOR for 3-month deposits plus a 3.30% margin per annum.

The issue price per Bond amounts to: the issue price depends on the day an investor subscribes for the Bonds, and is as follows on individual subscription days:

<table>
<thead>
<tr>
<th>Day</th>
<th>Issue price in PLN</th>
</tr>
</thead>
<tbody>
<tr>
<td>9 February 2015</td>
<td>99.58</td>
</tr>
<tr>
<td>10 February 2015</td>
<td>99.59</td>
</tr>
<tr>
<td>11 February 2015</td>
<td>99.61</td>
</tr>
<tr>
<td>12 February 2015</td>
<td>99.62</td>
</tr>
<tr>
<td>13 February 2015</td>
<td>99.64</td>
</tr>
<tr>
<td>14 February 2015</td>
<td>99.65</td>
</tr>
<tr>
<td>15 February 2015</td>
<td>99.67</td>
</tr>
<tr>
<td>16 February 2015</td>
<td>99.68</td>
</tr>
<tr>
<td>17 February 2015</td>
<td>99.70</td>
</tr>
<tr>
<td>18 February 2015</td>
<td>99.71</td>
</tr>
<tr>
<td>19 February 2015</td>
<td>99.72</td>
</tr>
<tr>
<td>20 February 2015</td>
<td>99.74</td>
</tr>
</tbody>
</table>

Offeror: Dom Maklerski mBanku S.A.

Offer period: 9 February 2015 – 20 February 2015

Description of the subscription procedure:

Subscriptions can be made using means of telecommunication (in particular by phone or via the Internet). An investor may make multiple subscriptions for the Bonds. A model Bonds subscription form shall be made available to investors at the points where subscriptions are accepted within the Bonds subscription periods.

Investors who intend to purchase the Bonds are required to maintain an investment account with an investment firm. If an investor holds an investment account with an investment firm which accepts subscriptions, the Bonds shall be deposited in the investment account from which a subscription has been made. If an investor holds an investment account with an investment firm which does not accept subscriptions, upon making a subscription, the investor shall also order that the Bonds be deposited in their account.

When making an order for the Bonds to be deposited, the investor shall provide their investment account number and the name of the investment firm maintaining that account, and undertakes to notify the investment firm through which the subscription has been made about any changes concerning their account. The order to deposit the Bonds in an account is unconditional and
irrevocable, and it may not include any reservations. An order of deposit is included in the subscription form.

List of customer service points where subscriptions will be accepted:

<table>
<thead>
<tr>
<th>No.</th>
<th>City</th>
<th>Postal code</th>
<th>Street</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Białystok</td>
<td>15-077</td>
<td>ul. Warszawska 44/1</td>
</tr>
<tr>
<td>2</td>
<td>Bielsko-Biała</td>
<td>43-304</td>
<td>Pl. Wolności 7</td>
</tr>
<tr>
<td>3</td>
<td>Bydgoszcz</td>
<td>85-109</td>
<td>ul. Grodzka 17</td>
</tr>
<tr>
<td>4</td>
<td>Gdańsk</td>
<td>80-900</td>
<td>ul. Wały Jagiellońskie 8</td>
</tr>
<tr>
<td>5</td>
<td>Gdynia</td>
<td>81-370</td>
<td>Skwer Kościuszki 13</td>
</tr>
<tr>
<td>6</td>
<td>Katowice</td>
<td>40-024</td>
<td>ul. Powstańców 43</td>
</tr>
<tr>
<td>7</td>
<td>Kraków</td>
<td>31-064</td>
<td>ul. Augustiańska 15</td>
</tr>
<tr>
<td>8</td>
<td>Lublin</td>
<td>20-954</td>
<td>ul. Krakowskie Przedmieście 6</td>
</tr>
<tr>
<td>9</td>
<td>Łódź</td>
<td>91-415</td>
<td>Pl. Wolności 3</td>
</tr>
<tr>
<td>10</td>
<td>Poznań</td>
<td>60-967</td>
<td>ul. Półwiejska 42</td>
</tr>
<tr>
<td>11</td>
<td>Rzeszów</td>
<td>35-010</td>
<td>ul. Sokola 6</td>
</tr>
<tr>
<td>12</td>
<td>Szczecin</td>
<td>70-551</td>
<td>Pl. Żołnierza Polskiego 1B</td>
</tr>
<tr>
<td>13</td>
<td>Warsaw</td>
<td>00-684</td>
<td>ul. Wspólna 47/49</td>
</tr>
<tr>
<td>14</td>
<td>Wrocław</td>
<td>53-611</td>
<td>ul. Strzegomska 2-4</td>
</tr>
</tbody>
</table>

Details on minimum and maximum value of subscription:

An investor may subscribe for a minimum of 1 Bond and for up to 350,000 Bonds.

Description of the possibility of a reduction of subscriptions and the procedure for reimbursing money paid:

The Bonds shall be allotted to investors according to the order of their subscriptions. If the total number of Bonds subscribed for by investors is lower than or equal to the total number of Bonds offered in the series, investors shall be allotted Bonds to the number that they subscribed for. If the total number of Bonds subscribed for by investors is higher than the number of Bonds offered, the investors’ subscriptions shall be reduced.

Details on mode and date of payment:

If a subscribing investor holds an investment account with a firm which accepts subscriptions, the investor is required to have money on that investment account in the amount of the full payment for the subscribed Bonds.

If a subscribing investor does not hold an investment account with a firm which accepts subscriptions, the full payment for the subscribed Bonds can be made in cash at the customer service point of an investment firm accepting subscriptions, as specified in section 35 of the Final Terms of issue of series K3 bonds, or by transfer to the account of an investment firm accepting subscriptions. The account number of an investment firm accepting subscriptions to which payments can be made for the subscribed Bonds shall be made available at that firm’s customer service point, as specified in section 35 of the Final Terms of issue of series K3 bonds.

All wire transfers and payments at the cash desk must include the following annotation: “[Investor’s
Payments in cash shall be made at the moment of subscribing for the Bonds, and full payments by wire transfer for the subscribed Bonds must be received in the account of an investment firm accepting subscriptions at the moment of subscribing for the Bonds at the latest. Irrespective of the form of payment, the date of payment shall be understood to be the day when the money is received in the account of an investment firm accepting subscriptions.

Date and mode of announcement of the results of the offer to the public:

The results of the offer shall be announced to the public in a current report within two weeks of the end of the Bonds subscription process.

Procedure for notifying subscribers about the allotted Bonds:

An investor has the right to be informed about the number of allotted Bonds by the investment firm which maintains their investment account, according to that firm’s terms and conditions.

Amount of costs and taxes charged to subscribers:

An investor subscribing for the Bonds shall not be charged any additional costs of subscription, except for a subscription fee charged by investment firms that accept subscriptions.

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**E.4**

Description of any interest that is material to the issue/offer, including conflicting interests.

The Offerors may receive remuneration from the Issuer in connection with the issue of the Bonds under the Programme. Each Offeror, as well as their subsidiaries or related parties, work with or may in the future begin working with the Issuer in the area of financial activity, and may provide services to the Issuer, its subsidiaries or related parties in the course of their normal business.

Subject to the above information, according to the Issuer’s knowledge, no person involved in the issue of the Bonds has any material interests in connection with the offer, and there are no conflicting interests.

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**E.7**

Estimated expenses charged to the investor by the Issuer or the Offeror.

The Issuer shall not charge any expenses to the investors.

Subscribing for the Bonds does not involve any additional fees charged by the Offeror. However, an investor may be required to pay indirect costs of Bonds subscription, in particular a brokerage commission charged for making an order/subscription, establishing or maintaining an investment account, and any other bank costs associated with paying for the Bonds, the costs of exchanging foreign currencies for PLN, etc. Furthermore, it must be pointed out that investors’ payments for the Bonds do not carry an interest rate, and if a payment is fully or partially reimbursed to an investor, no interest or compensation is due for the investor.