

**Summary of actions taken by the S. Matuszewski (SM)
and M. Przezwański (MP), in order to deceitfully deprive Piotr Krupa,
of his rights to shares in the company operating the eBilet e-sales website¹**

I. Facts of the case

A. Events in the Republic of Poland

a) Deceitfully obtaining default judgment in case No. I C 564/10

1. Piotr Krupa (PK), is the founder of the eBilet website, which he ran and developed between 2001 and 2009 as part of his individual economic activity. In 2009, an organized enterprise in the form of the eBilet website was contributed in kind by the PK to the previously established company operating under the name of eBilet sp. z o.o. Shares in this company were also acquired by Future Invest sp. z o.o.
2. Future Invest sp. z o.o. was owned by two natural persons: Marek Przezwański and Stanisław Matuszewski.
3. In 2010, Marek Przezwański and Stanisław Matuszewski deceitfully obtained a default judgment for the benefit of Future Invest sp. z o.o. which they owned, ruling the amount of PLN 1,627,500 to be paid by Piotr Krupa (judgment No. I C, 564/10 of the Regional Court in Warsaw of October 8, 2010 – **Appendix No. 1**). The deception consisted in deliberate indication of the Defendant's incorrect address of residence in the lawsuit. As a result, Piotr Krupa was neither aware of the Lawsuit lodged nor the default judgment ruled as a result of the same.
4. The fact that the Court was deliberately misled as to the Defendant Piotr Krupa's address in case No. I C 564/10 was confirmed by the Court of Appeal in Warsaw, which ruled in that case in the second instance. In the grounds of the judgment No. I ACa 680/14 of November 28, 2014 (**Appendix No. 5**), the relevant part of the grounds of the judgment of the Court of Appeal was worded as follows:
“Already at the stage of lodging the lawsuit, the Claimant was aware that the Defendant did not live in the premises in question at Wilcza Street (...). Furthermore, the disloyal conduct of the Claimant who, depending on whether he wishes to have his correspondence (notice to pay) effectively delivered to the addressee, applies acts of diligence by sending the correspondence to known addresses, cannot be legitimized. One could not help but get the impression that the Claimant was not interested in an effective delivery of a copy of the lawsuit, as otherwise he would have indicated the Defendant's correct residence address.” (see Grounds, p. 19).
5. As a result of sending the correspondence to an inappropriate address, Piotr Krupa, learned about the default judgment (**Appendix No. 1**) only in the course of enforcement proceedings, after the expiry of the time limit for filing an objection. However, the Regional Court in Warsaw, by decision No. I C 564/10

¹SM and MP took their criminal actions using commercial companies established in Poland (eBilet sp. z o.o., eBilet Polska sp. z o.o., Future Invest sp. z o.o.) and in the Republic of Cyprus (Bola Investments Ltd, Tardasmp Limited, Brandalico Limited, Maxted Limited).

of April 30, 2012 (**Appendix No. 2**), restored the time limit for Piotr Krupa to file an objection.

6. Irrespective of the deceitfulness shown above in obtaining default judgment and the absolute lack of legitimacy of the action brought, another circumstance needs emphasizing. In that trial, the Defendant, Piotr Krupa, filed an application on **November 15, 2010** to restore the time limit for filing an objection against the default judgment. From that moment on, S. Matuszewski and M. Przewański were aware that the default judgment of October 8, 2010 could not remain in force. All subsequent actions of the Defendants, both as individuals and as bodies of the companies they managed, should be assessed from this perspective. There is no doubt that those actions were taken in bad faith or that S. Matuszewski and M. Przewański abused corporate structures in order to hide behind the same (see points 7 to 20).

b) Enforcement proceedings under default judgment No. I C 564/10

7. Future Invest sp. z o.o., in favor of which the default judgment of October 8, 2010 in case No. I C 564/10 (**Appendix No. 1**) was ruled, immediately proceeded with the enforcement, taking advantage of the fact that the default judgment was immediately enforceable (Article 333 § 1 point 3 of the Code of Civil Procedure). The enforcement was carried on Piotr Krupa's shares in eBilet sp. z o.o.
8. The enforcement proceedings were carried out by a court enforcement officer, B. Mieczkowski, at an express pace, but with a gross and repeated violation of the law.
9. As a result of those proceedings, the court enforcement officer made decision No. KM 220/11 on October 18, 2011 (**Appendix No. 6**), stating that Future Invest sp. z o.o. acquired 290 shares in eBilet sp. z o.o.
10. The above decision of the Court Enforcement Officer had never become final as it was revoked by the Regional Court in Warsaw by decision No. V Cz 1596/12 of September 20, 2012 (**Appendix No. 7**). In the grounds of the decision, the Regional Court emphasized that the court enforcement officer had grossly violated Article 185 of the Code of Commercial Partnerships and Companies by bypassing the procedure providing for the court's control over the actions of court enforcement officer.

c) Piotr Krupa's efforts to be entered in the list of shareholders of eBilet sp. z o.o.

11. In connection with the court rulings presented above (**Appendix No. 4, 7**), Piotr Krupa attempted to be entered in the list of shareholders of eBilet sp. z o.o. However, the Registry Court dismissed Piotr Krupa's request. The Registry Court admitted that the sale of the shares belonging to Piotr Krupa by the court enforcement officer had been illegal. However, the Court was of the opinion that "the subsequent actions in the company consolidated the new state of affairs". The Court pointed to the resolution of the General Meeting of Shareholders of April 27, 2012, which redeemed the shares belonging to Future Invest sp. z o.o., including the shares taken over as a result of unlawful enforcement and belonging to Piotr Krupa. As indicated by the Registry Court, as a result of the redemption:

"Therefore, these shares do not exist, despite the fact that the resolution adopted by the group of shareholders at that time was flawed."

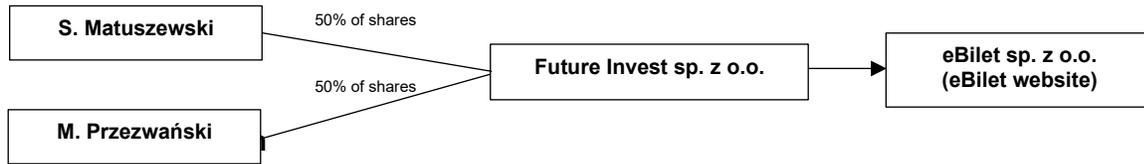
12. A thorough understanding of the essence of corporate actions, which the Registry Court described as

“consolidating the new state of affairs”, is necessary to understand the essence of acts committed by S. Matuszewski and M. Przewański. The corporate changes made as part of this “consolidation” will be presented in the following points (13 to 19).

d) Corporate transformations in Poland related to companies associated with the eBilet website

13. In order to present the essence of the corporate transformations, it is necessary to illustrate the state of affairs that existed at the time when the Regional Court in Warsaw issued its default judgment No. I C 564/10 of October 8, 2010 (**Appendix No. 1**). At that time, the eBilet website (an enterprise within the meaning of Article 55¹ of the Civil Code) was operated by eBilet sp. z o.o. The shares in the company belonged to **Piotr Krupa** – 290 shares, and **Future Invest sp. z o.o.** – 710 shares. According to a full official copy from the National Court Register of Future Invest sp. z o.o., the company belonged to Marek Przewański and Stanisław Matuszewski, each of whom had 50% of shares in the company.
14. As already mentioned, the court enforcement officer, by decision No. KM 220/11 of November 18, 2011, stated that Future Invest sp. z o.o. had acquired property rights to 290 shares in eBilet sp. z o.o.
15. As a result of the court enforcement officer's decision No. KM 220/11 of November 18, 2011 and entering the new list of shareholders in the register, 100% of shares in eBilet sp. z o.o. belonged to Future Invest sp. z o.o. However, since the shares in Future Invest sp. z o.o. were taken up by S. Matuszewski and M. Przewański, 50% each, the shares in eBilet sp. z o.o. were also held by S. Matuszewski and M. Przewański in equal parts in an economic sense.
16. The next steps were taken in the spring of 2012. On March 28, 2012, the share capital of eBilet sp. z o.o. was increased by issuing 370 new shares with a value of PLN 50 each. Those new shares were offered and taken up by S. Matuszewski and M. Przewański, 185 shares each.
17. On April 27, 2012, the shares in eBilet sp. z o.o. belonging to Future Invest were redeemed (Minutes of the Annual General Meeting of April 27, 2012 – **Appendix No. 19**). Consequently, all shares in eBilet sp. z o.o. belong to S. Matuszewski and M. Przewański.
18. The last move in Poland in relation to the shares associated with eBilet website was the contribution in kind by eBilet sp. z o.o. of an organized part of enterprise to the company which took the name of eBilet Polska sp. z o.o. In exchange for the contribution in kind, eBilet sp. z o.o. received 169,300 shares in eBilet Polska sp. z o.o., worth PLN 8,465,000 (EUR 2,016,000). That change was entered into the National Court Register of eBilet Polska sp. z o.o. on May 14, 2014.
19. It is now time for the following partial summary of the facts. With the contribution of an organized part of enterprise to eBilet Polska sp. z o.o., the following corporate status arose, namely the eBilet website belonged to S. Matuszewski and M. Przewański in an economic sense. In a legal sense, they both owned the website in a 'chain' of two companies, i.e. eBilet sp. z o.o., in which they held 100% of the shares in equal parts, and eBilet Polska sp. z o.o., in which 100% of the shares were held by eBilet sp. z o.o. This relation is shown in the following diagram:

- **Situation before corporate changes**



- **Situation after corporate changes**



It is interesting to compare the presented ownership relations concerning the eBilet website. It is easy to notice that the two models do not differ in any significant way. Both at the initial moment, i.e. on November 18, 2011, and in mid-2014, the eBilet website (as an enterprise in the operational sense) was the economic property of S. Matuszewski and M. Przezwański. The only difference is that Future Invest sp. z o.o. was an “intermediary” company in 2011, while eBilet sp. z o.o. played the same role in 2014.

20. It is clear that all the actions outlined above (see points 13 to 19) had nothing to do with fair trading. As already noted, the changes in the shareholding structure resulted from the events that intentionally aimed at Piotr Krupa's “losing” the right to the shares in eBilet sp. z o.o., those obtained unlawfully. At the same time, the S. Matuszewski and M. Przezwański, who controlled all the companies in question (eBilet sp. z o.o., Future Invest sp. z o.o., eBilet Polska sp. z o.o.), were fully aware of the illegality of the actions taken. They knew: **a)** from the very beginning that the unjustified lawsuit was deliberately sent to the wrong address (see point 4); **b)** from November 15, 2010, that Piotr Krupa applied for the restoration of the time limit for filing an objection; **c)** from the beginning of November 2011 that there were pending proceedings for the revocation of the court enforcement officer's decision of October 18, 2011, stating that Future Invest sp. z o.o. they owned acquired shares in eBilet sp. z o.o. (**Appendix No. 6**); and finally **d)** from September 20, 2012, that the court enforcement officer's decision of October 18, 2011 was revoked (**Appendix No. 7**).

B. Events outside the borders of the Republic of Poland

21. The following legal events that took place in the Republic of Cyprus and in trade between Polish and Cypriot entities in 2014 and 2015 are also extremely important.
22. In mid-2014, a commercial company under the name of Bola Investments Limited was established in Cyprus. It was entered in the Companies Register in Cyprus under number HE 334845. Its share capital amounts to EUR 1000, is divided into 1000 shares with a value of EUR 1 each, paid up in cash. The above fact is confirmed by an electronic report based on the companies register in Cyprus (**Appendix No. 20 A**). In addition, these data are confirmed by Cypriot Certificate No. HE 14 (Certificate issued on October 24, 2014 (**Appendix No. 21**)).
23. Just over a month after the registration of Bola Investments Limited, its share capital was increased to

EUR 10,000 by issuing 9000 new shares with EUR 1 at par value. According to the data from the companies register in Cyprus (Certificate No. HE 14), that change was made on September 26, 2014 and was entered into the register on November 7, 2014 (**Appendix No. 21**).

24. As the notification made on November 7, 2014 (Certificate No. HE 12) indicates, the shares with EUR 1 at par value were offered to be taken up by eBilet sp. z o.o. for the price of EUR 224 per share (Certificate No. HE 12 issued on October 24, 2014, – **Appendix No. 22**). This means that the *agio*² was **223 times (!)** the par value of the share. When assessing these figures, it is important not to disregard the fact that we deal here with a company registered a few weeks before the 9000 shares were issued and offered to eBilet sp. z o.o.
25. eBilet sp. z o.o. paid the price of the shares by contribution in kind in the amount of EUR 2,016,000 (Certificate No. HE 12 – **Appendix No. 22**). The Cypriot documents do not conclude in detail what was the subject of the contribution in kind.
26. However, the subject of the contribution in kind can be determined on the basis of Polish documents. As already emphasized (**see point 18**), in March 2014, eBilet sp. z o.o. made a contribution in kind to eBilet Polska sp. z o.o. in the form of an organized part of enterprise, the essence of which was expressed in the development and operation of an e-sale system of tickets for cultural events. In exchange, eBilet sp. z o.o. received 169,300 shares in eBilet Polska, worth PLN 8,465,000.
27. The above fact leads to the conclusion that the shares in eBilet Polska sp. z o.o. were the subject of the contribution in kind made by eBilet sp. z o.o. to Bola Investments. This is proven not only by the convergence of the value of the contribution in kind made to eBilet Polska sp. z o.o., but also the value of the received shares and the value of the contribution in kind made by eBilet sp. z o.o. to Bola Investments Limited (EUR 2,016,000).
28. The same conclusions can be drawn even by a brief analysis of the financial statements and the 2014 report on activities of eBilet sp. z o.o. The statements show that the company did not operate in 2014 otherwise than selling tickets on the Internet. In short, apart from its shares in eBilet Polska sp. z o.o., the company did not hold any assets that would be suitable for a contribution in kind of more than EUR 2,000,000.
29. It should also be emphasized that, in the 2014 and 2015 financial statements, there were no values that could be equivalent to the contribution in kind made to Bola Investments Ltd. In particular, there is no slightest trace of the 9000 shares with the declared value of EUR 2,016,000³.
30. Two subsequent steps taken in the Republic of Cyprus are important for the assessment of MP and SM steps. The first one was taken on November 10, 2014, i.e. only **three days** after the registration of eBilet sp. z o.o. as a shareholder in Bola Investments. This is to say, as concludes from the electronic report (**Appendix No. 20**) as well as from the attached Certificate No. HE 57 submitted to the companies register in Cyprus (**Appendix No. 23**), eBilet sp. z o.o. transferred its newly acquired shares in Bola Investments to another company with its registered office in the Republic of Cyprus (Tardasmp Limited) on no other day than November 10, 2014.
31. Interestingly, eBilet sp. z o.o. is the 100% shareholder in Tardasmp Limited. This concludes from the 2015 financial statements of eBilet sp. z o.o.
32. In the register documents of Bola Investments Limited, details of transactions between the affiliate companies, eBilet sp. z o.o. and Tardasmp Limited, were not disclosed. The statements of eBilet sp. z

²The Italian term *agio* refers to the difference between the par value of the shares and the price at which a shareholder entering into the company takes up those shares.

³If eBilet sp. z o.o. had actually entered into a fair trade transaction, the 9000 shares worth more than EUR 2 million should have appeared in the balance sheet as long-term financial assets.

o.o. are an important indication explaining the essence of that transaction. It is worth emphasizing that, in the 2014 and 2015 reports on activities, there was no information about the acquisition of shares in Bola Investments by eBilet sp. z o.o. or any information about the sale of those shares to Tardasmp Limited. Moreover, as already mentioned (see point 29), there were no assets worth approximately EUR 2,000,000 in the statements of eBilet sp. z o.o., neither in 2014 nor in 2015.

33. By the way, it is worth noting another significant issue. In fact, eBilet sp. z o.o. contributed in kind the shares to Bola Investments and received the shares in this company on September 26, 2014. Meanwhile, Bola Investments Limited as a shareholder of eBilet Polska sp. z o.o. was disclosed in the Polish register only on July 28, 2015.
34. Similarly, it is noteworthy that the entry in the companies register in Cyprus of the transaction of November 10, 2014, under which the shares in Bola Investments Limited were acquired by Tardasmp Limited, did not take place until January 2, 2015. This concludes from Certificate No. HE 57 (**Appendix No. 23**). This date is by no means a coincidence. One should not miss the fact that, in case of unfair transactions, such a postponement of the notification date makes it easier to explain why there is no trace of the transaction in the financial statements of eBilet sp. z o.o. At the same time, the postponement of the disclosure of the transaction in documents concerning the company by a whole year makes it easier to hide it from the those concerned.
35. However, the events that occurred at the end of winter and in spring 2015 are the most important ones for this application. On March 4, 2015, i.e. two months after the registration of Tardasmp Limited as a shareholder of Bola Investment Ltd, a special resolution was adopted to reduce the share capital of Bola Investment Limited to EUR 1000 through the redemption of the 9000 shares belonging to Tardasmp Limited (Resolution of March 4, 2015 – **Appendix No. 24**). Pursuant to point 5 of that resolution, it was decided that the redeemed shares would be paid to Tardasmp Limited at par value, i.e. EUR 9000.
36. The resolution of March 4, 2015 was approved by the Decision of the District Court of Nicosia of April 6, 2015 (decision of April 6, 2015 – **Appendix No. 25**). On this basis, it is concluded that the share capital of Bola Investments amounts to EUR 1000 and is divided into 1000 shares with a value of EUR 1 each. Brandalico Limited is the sole shareholder of the company after the capital reduction. The above change was disclosed in the companies register on April 21, 2015 (electronic report – **Appendix No. 20**).
37. It is now time to make a sort of summary of legal events in Cyprus in the second half of 2014 and in the first half of 2015: eBilet sp. z o.o. made a contribution in kind of more than EUR 2 million to Bola Investments Limited (see points 23 to 25). In return, the company received 9000 shares in Bola Investments. Subsequently, the shares were redeemed and a subsidiary of eBilet sp. z o.o. under the business name of Transdap Limited received the par value for them, that is EUR 9000, as a result of the redemption. eBilet sp. z o.o. itself did not receive any additional equivalent for the contribution in kind. Given the above, the contribution in kind of more than two million dollars was “transferred” from eBilet sp. z o.o. to Bola Investment Limited in Cyprus. **eBilet sp. z o.o. did not receive anything** as an equivalent.

II. Assessment of the criminal nature of the actions taken by both MP and SM:

A. Piotr Krupa's deprivation of the rights to shares

38. Given the above (starting from obtaining the default judgment No. I C 564/10 of October 8, 2010, through unlawful enforcement, to corporate changes within eBilet sp. z o.o., eBilet Polska sp. z o.o. and Future Invest sp. z o.o.), all the steps were aimed at making Piotr Krupa's shares in eBilet sp. z o.o. illegally appropriated with the help of the justice system, hence becoming an economic property of S. Matuszewski and M. Przewański.
39. That goal was actually achieved by the court enforcement officer's decision of October 18, 2011. As a result of the decision, Piotr Krupa's shares were transferred to Future Invest sp. z o.o., and therefore they economically already belonged to S. Matuszewski and M. Przewański.
40. All the subsequent steps taken within the scope of the indicated Polish law companies were aimed at achieving one goal, namely S. Matuszewski and M. Przewański being the economic beneficiaries of eBilet enterprise, while at the same time "losing" the legal relations between the enterprise (in the operational sense) and the shares in the companies which the enterprise was a part of and its founder, Piotr Krupa.
41. The implementation of this undertaking is illustrated graphically in point 19. It is clear from this diagram that the corporate changes were made in a manner contrary to good practice, only pretending to be in line with the legal system.
42. It is equally clear that also "corporate moves" involving entities in Cyprus had the hallmarks of tort under civil law and criminal offenses under criminal law. From this point of view, first of all the contribution in kind of shares to Bola Investments Limited was not valid. It was invalid because the contributor (eBilet sp. z o.o.) deliberately acted in such a way that no economic value would appear in the Polish company for the "transferred out" assets. Such conduct results in both contractual (nullity of a legal transaction) and non-contractual (tort) effects. It is also a criminal offense under criminal law.
43. It is worth noting that Bola Investments Limited consciously cooperated in the discussed procedure. This is evidenced by two facts. It was Bola Investments that offered its own 9000 shares in exchange for the contribution in kind of EUR 2,016,000 (Certificate No. HE 12, Appendix No. 22). Moreover, the *agio* of 223 times the par value of the share (see point 32) determines the unfair nature of the transaction. For a company established only two months before the transaction, there can be no assets justifying any *agio*. After all, the value of Bola Investments could not increase to such an extent within two months. Moreover, the very same Bola Investments Limited adopted a resolution after only a few months to reduce the share capital to EUR 1000 and to redeem the shares granted to eBilet sp. z o.o. for the par value of EUR 9000 (Appendix No. 24).
44. The above assessment is not affected by the transfer of shares to Tardasmp Limited, a subsidiary of eBilet Polska sp. z o.o., made in the so-called "meantime" and for a short period of time. The latter appeared as the proverbial "fig leaf". Its participation in the tort chain was as much necessary as it was obvious. After all, the sequence of the transactions could not be directed in such a primitive way that eBilet Polska sp. z o.o. would first pay a contribution in kind of EUR 2 million for the shares and then redeem them for the total amount of EUR 9000. A third party was therefore needed simply for this purpose in order to hide the dependence and criminal nature of the actions presented here.

B. Attempt made to transfer the funds obtained through a criminal act outside Poland

45. In December 2018, an agreement was concluded under which Allegro sp. z o.o. undertook to purchase

shares in eBilet Polska from Bola Investments Limited. Due to the need to obtain a permit for this transaction, the information about the same became common knowledge. In February 2019, the Office of Competition and Consumer Protection granted the permit to Bola Investments Limited and Allegro sp. z o.o. to conclude the agreement (information available on the website of the Office of Competition and Consumer Protection – case ref. No. DKK-2.421.70.2018.AI).

46. As we know, Bola Investments Limited is located at 30 Chytron Street, premises A 32, 1075 Nicosia, Cyprus. Its sole shareholder is Brandalico Limited with its registered office at 30 Chytron Street, premises A 32, 1075 Nicosia, Cyprus. Also Tardasmp Limited is located at the same address (see **Appendix No. 20** and **23**). The same address is also used by so-called “directors of the company” and a special institution under Cypriot law, the so-called “Company Secretary”, which is currently Maxted Limited (see **Appendix No. 20**). It is obvious that Brandalico Limited is a shareholder – trustee, as in many companies established in Cyprus.
47. So far, Bola Investments Limited has sold 80% of shares in eBilet Polska sp. z o.o. at the price of PLN 88,000,000 (approx. EUR 20,608,000). The purchaser of these shares, a Polish company – Allegro sp. z o.o., secured an option to purchase the remaining 20% of shares for PLN 22,000,000 (approx. EUR 5,150,000).
48. As can be expected, the price amount of EUR 20,608,000 has been transferred to a foreign bank account, although the Piotr Krupa does not know whether it is a bank based in the Republic of Cyprus or in another country. The above circumstance forces us to take appropriate actions also outside Poland. Otherwise Piotr Krupa's damage will never be compensated.

Appendices:

- 1) Judgment No. I C 564/10 of the Regional Court in Warsaw of October 8, 2010 (**Appendix No. 1**);
- 2) Decision No. I C 564/10 of April 30, 2012 (**Appendix No. 2**);
- 3) Judgment No. I C 564/10 of December 20, 2013 (**Appendix No. 4**);
- 4) Judgment No. I ACa 680/14 of the Court of Appeal in Warsaw of November 28, 2014 (**Appendix No. 5**);
- 5) Decision No. V Cz 1596/12 of the Regional Court in Warsaw of September 20, 2012 (**Appendix No. 7**);
- 6) Minutes of the Annual General Meeting of eBilet sp. z o.o. of April 27, 2012 (**Appendix No. 19**);
- 7) Electronic report based on the companies register in Cyprus (**Appendix No. 20**);
- 8) Cypriot Certificate No. HE 14 (**Appendix No. 21**);
- 9) Cypriot Certificate No. HE 12 (**Appendix No. 22**);
- 10) Cypriot Certificate No. HE 57 (**Appendix No. 23**);
- 11) Resolution of Bola Investment Limited of March 4, 2015 (**Appendix No. 24**);
- 12) Decision of the District Court in Nicosia of April 6, 2015 (**Appendix No. 25**).