

**Ordinary General Assembly
of Kredyt Inkaso S.A.
21 September 2023
Warsaw
DRAFT RESOLUTIONS
supplemented**

DRAFT RESOLUTIONS

**RESOLUTION No. 1/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023**

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. 2/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

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 General Assembly.
3. Acknowledgement of correctness of convening the General 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 commencing on 1 April 2022 and ending on 31 March 2023.
7. Consideration of the:
 - i. report of the Management Board on Company's and Kredyt Inkaso Capital Group operations,
 - ii. stand-alone financial statements of Kredyt Inkaso S.A.,
 - iii. consolidated financial statement of Kredyt Inkaso Capital Group,
 - 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 distribution of profit for the financial year commencing on 1 April 2022 and ending on 31 March 2023.
8. Approval of the stand alone financial statement of Kredyt Inkaso S.A. for the financial year commencing on 1 April 2022 and ending on 31 March 2023.
9. Approval of the consolidated financial statements of Kredyt Inkaso Capital Group for the financial year commencing on 1 April 2022 and ending on 31 March 2023.
10. Approval of the report of the Management Board on the Company's and Kredyt Inkaso Capital Group operations for the financial year commencing on 1 April 2022 and ending on 31 March 2023.

11. Adoption of the resolution on distribution of Company's net profit for the financial year commencing on 1 April 2022 and ending on 31 March 2023.
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 commencing on 1 April 2022 and ending on 31 March 2023.
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 commencing on 1 April 2022 and ending on 31 March 2023.
14. Adoption of the resolution on evaluation of the Report of the Supervisory Board of Kredyt Inkaso S.A. on remuneration of members of the Management Board and the Supervisory Board for the period starting on 1 of April 2022 and ending on 31 of March 2023.
15. Adoption of the resolution on amending the Company's Articles of Association.
16. Adoption of the resolution on amending of the resolutions on granting a vote of acceptance to the former member of the Company's Management Board – Mr. Piotr Podłowski.
17. Adoption of the resolution on amending of the resolution on granting a vote of acceptance to the former member of the Company's Management Board – Mr. Jan Paweł Lisicki.
18. Presentation to the General Assembly of the application of the Zasady Dobrych Praktyk GPW 2021 in the Company.
19. Presentation by the Company's Management Board of the report on the review of strategic options. Discussion.
20. Closing of the debates.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 3/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

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:

- ,
- ,
-

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 4/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on approval of stand-alone financial statements for the financial year commencing on 1 April 2022 and ending on 31 March 2023

§ 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 Articles of Association 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 2022 and ending on 31 March 2023 comprising the auditor-verified:

- 1) statement of the financial standing (balance sheet) drawn up as at 31 March 2023, with both assets and liabilities in the amount of PLN 378 377 thousand (three hundred seventy-eight million and three hundred seventy-seven thousand zlotys),
- 2) total income statement (profit and loss account) for the financial year from 1 April 2022 to 31 March 2023, with the net profit of PLN 5 034 thousand (five million thirty-four thousand zlotys), and positive net total income of PLN 4 616 (four million six hundred sixteen thousand zlotys),
- 3) statement of changes to the shareholders' equity for the financial year from 1 April 2022 to 31 March 2023 showing the increase in equity by PLN 4 616 thousand (four million six hundred sixteen thousand zlotys),
- 4) cash flow statement for the financial year from 1 April 2022 to 31 March 2023 showing the decrease in cash by PLN 16 086 thousand (sixteen million eighty-six thousand zlotys),
- 5) additional information and explanations.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 5/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on approval of consolidated financial statements of the Kredyt Inkaso Capital Group for the financial year commencing on 1 April 2022 and ending on 31 March 2023

§ 1

Acting pursuant to Art. 395 § 5 of the Commercial Companies Code and § 7 sec. 7 item 1 of the Articles of Association 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 Capital Group for the financial year commencing on 1 April 2022 and ending on 31 March 2023 comprising the auditor-verified:

- 1) consolidated statement of the financial standing drawn up as at 31 March 2023 with both assets and liabilities in the amount of PLN 696 415 thousand (six hundred ninety-six million and four hundred fifteen thousand zlotys),
- 2) consolidated total income statement (profit and loss account) for the financial year from 1 April 2022 to 31 March 2023, with the net profit of PLN 23 235 thousand (twenty-three million and two hundred thirty-five thousand zlotys) and positive net total income of PLN 24 730 thousand (twenty-four million and seven hundred thirty thousand zlotys),
- 3) statement of changes to the shareholders' equity for the financial year from 1 April 2022 to 31 March 2023, showing an increase in equity by the amount of PLN 23 981 thousand (twenty-three million and nine hundred eighty-one thousand zlotys),
- 4) cash flow statement for the financial year from 1 April 2022 to 31 March 2023 showing an decrease in cash by PLN 52 583 thousand (fifty-two million and five hundred eighty-three thousand zlotys),
- 5) additional information and explanations.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 6/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on approval the report of the Management Board on Company's and Kredyt Inkaso Capital Group operations for the financial year commencing on 1 April 2022 and ending on 31 March 2023.

§ 1

Acting pursuant to Art. 393 item 1 and 395 § 2 item 1 of the Commercial Companies Code and § 7 sec. 7 item 1 of the Articles of Association 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 Capital Group operations for the financial year commencing on 1 April 2022 and ending on 31 March 2023.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 7/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on distribution of Company's net profit for the financial year commencing on 1 April 2022 and ending on 31 March 2023

Acting pursuant to Art. 395 § 2 item 2 of the Commercial Companies Code and § 7 sec. 7 item 3 of the Articles of Association of Kredyt Inkaso S.A., the Ordinary General Assembly of Kredyt Inkaso S.A. hereby adopts the resolution as follows:

§ 1

The Company's net profit for the financial year commencing on 1 April 2022 and ending on 31 March 2023 in the amount of PLN 5 034 191,89 (five million thirty-four thousand and one hundred ninety-one zlotys and eighty-nine grosz) is to be entirely allocated to the supplementary capital.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 8/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on granting a vote of acceptance to a member of the Company's Management Board for the discharge of his duties for the financial year commencing on 1 April 2022 and ending on 31 March 2023

Pursuant to Art. 393 item 1 and 395 § 2 item 3 of the Commercial Companies Code as well as § 7 sec. 7 item 2 of the Company's Articles of Association, it is resolved as follows:

§ 1

Mrs. Barbara Rudziks is granted a vote of acceptance for the discharge of her duties as the Vice-President of the Management Board in the period from 1 April 2022 to 24 November 2022 and as the President of the Management Board in the period from 24 November 2022 to 31 March 2023.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 9/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on granting a vote of acceptance to a member of the Company's Management Board for the discharge of his duties for the financial year commencing on 1 April 2022 and ending on 31 March 2023

Pursuant to Art. 393 item 1 and 395 § 2 item 3 and of the Commercial Companies Code and § 7 sec. 7 item 2 of the Company's Articles of Association, 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 2022 to 24 November 2022 and as the Vice-President of the Management Board in the period from 24 November 2022 to 31 March 2023.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 10/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on granting a vote of acceptance to a member of the Company's Management Board for the discharge of his duties for the financial year commencing on 1 April 2022 and ending on 31 March 2023

Pursuant to Art. 393 item 1 and 395 § 2 item 3 and of the Commercial Companies Code and § 7 sec. 7 item 2 of the Company's Articles of Association, it is resolved as follows:

§ 1

Mrs. Iwona Słomska is granted a vote of acceptance for the discharge of her duties as the Vice-President of the Management Board in the period from 1 April 2022 to 31 March 2023.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 11/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on granting a vote of acceptance to a member of the Company's Management Board for the discharge of his duties for the financial year commencing on 1 April 2022 and ending on 31 March 2023

Pursuant to Art. 393 item 1 and 395 § 2 item 3 and of the Commercial Companies Code and § 7 sec. 7 item 2 of the Company's Articles of Association, it is resolved as follows:

§ 1

Mr. Mateusz Boguta is granted a vote of acceptance for the discharge of his duties as the Member of the Management Board in the period from 25 October 2022 to 31 March 2023.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 12/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on granting a vote of acceptance to a member of the Company's Management Board for the discharge of his duties for the financial year commencing on 1 April 2022 and ending on 31 March 2023

Pursuant to Art. 393 item 1 and 395 § 2 item 3 and of the Commercial Companies Code and § 7 sec. 7 item 2 of the Company's Articles of Association, it is resolved as follows:

§ 1

Mr. Tomasz Kuciel 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 2022 to 11 July 2022.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 13/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on granting a vote of acceptance to a member of the Company's Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2022 and ending on 31 March 2023

Pursuant to Art. 393 item 1 and 395 § 2 item 3 and of the Commercial Companies Code and § 7 sec. 7 item 2 of the Company's Articles of Association, it is resolved as follows:

§ 1

Mr. Bogdan Dzudzewicz – the Chairman of the Company's Supervisory Board of the is granted a vote of acceptance for the discharge of his duties in the period from 1 April 2022 to 31 March 2023.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 14/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on granting a vote of acceptance to a member of the Company's Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2022 and ending on 31 March 2023

Pursuant to Art. 393 item 1 and 395 § 2 item 3 and of the Commercial Companies Code and § 7 sec. 7 item 2 of the Company's Articles of Association, it is resolved as follows:

§ 1

Mr. Marcin Okoński – the Vice-Chairman of the Company's Supervisory Board is granted a vote of acceptance for the discharge of his duties in the period from 1 April 2022 to 31 March 2023.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 15/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on granting a vote of acceptance to a member of the Company's Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2022 and ending on 31 March 2023

Pursuant to Art. 393 item 1 and 395 § 2 item 3 and of the Commercial Companies Code and § 7 sec. 7 item 2 of the Company's Articles of Association, it is resolved as follows:

§ 1

Mr. Karol Sowa – the Secretary of the Company's Supervisory Board is granted a vote of acceptance for the discharge of his duties in the period from 1 April 2022 to 31 March 2023.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 16/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on granting a vote of acceptance to a member of the Company's Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2022 and ending on 31 March 2023

Pursuant to Art. 393 item 1 and 395 § 2 item 3 and of the Commercial Companies Code and § 7 sec. 7 item 2 of the Company's Articles of Association, it is resolved as follows:

§ 1

Mr. Daniel Dąbrowski – the Member of the Company's Supervisory Board is granted a vote of acceptance for the discharge of his duties in the period from 1 April 2022 to 31 March 2023.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 17/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on granting a vote of acceptance to a member of the Company's Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2022 and ending on 31 March 2023

Pursuant to Art. 393 item 1 and 395 § 2 item 3 and of the Commercial Companies Code and § 7 sec. 7 item 2 of the Company's Articles of Association, it is resolved as follows:

§ 1

Mr. Raimondo Eggink – the Member of the Company's Supervisory Board is granted a vote of acceptance for the discharge of his duties in the period from 30 September 2022 to 31 March 2023.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 18/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on granting a vote of acceptance to a member of the Company's Supervisory Board for the discharge of his duties for the financial year commencing on 1 April 2022 and ending on 31 March 2023

Pursuant to Art. 393 item 1 and 395 § 2 item 3 and of the Commercial Companies Code and § 7 sec. 7 item 2 of the Company's Articles of Association, it is resolved as follows:

§ 1

Mr. Karol Maciej Szymański – the Member of the Company's Supervisory Board is granted a vote of acceptance for the discharge of his duties in the period from 1 April 2022 to 30 September 2022.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 19/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on evaluation of the Report of the Supervisory Board of Kredyt Inkaso S.A. on remuneration of members of the Management Board and the Supervisory Board for the period starting 1 of April 2022 and ending 31 of March 2023

Acting pursuant to Art. 395 § 2¹ of the Commercial Companies Code in connection with Art. 90g.sec. of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated July 29th 2005, having considered the auditor's assessment, it is resolved as follows:

§ 1

The Ordinary General Assembly of Kredyt Inkaso S.A., hereby resolves to endorse the Report of the Supervisory Board of Kredyt Inkaso S.A. on remuneration of members of the Management Board and the Supervisory Board for period starting 1 April 2022 and ending 31 of March 2023, as adopted by the Supervisory Board and attached to this resolution.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 20/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on amending the Company's Articles of Association

Acting pursuant to Art. 430 § 1 of the Commercial Companies Code, the Ordinary General Assembly resolves as follows:

§ 1

1. §8 sec. 5 item 1 of the Company's Articles of Association shall be replaced by the following:

"1) The Supervisory Board shall adopt resolutions if at least half of its members participate in the meeting, and all its members have been invited to the meeting in writing or at e-mail addresses previously designated by the members of the Supervisory Board."

2. §8 sec. 5 item 3 of the Company's Articles of Association shall be replaced by the following:

"3) The notifications containing the agenda and specifying the date and venue of the Supervisory Board meeting, as well as the manner of using means of direct remote communication during the meeting of the Supervisory Board shall be sent by registered mail at least 7 (seven) days prior to the determined date of the Supervisory Board meeting to the addresses stated by the members of the Supervisory Board or sent, at the same time, to the e-mail addresses stated previously by the members of the Supervisory Board".

3. §8 sec. 9 of the Company's Articles of Association is amended receives a new content, which reads as follows:

" 9

In addition, the Supervisory Board has the authority to approve the employment, change of employment terms and termination of the Compliance Officer and the Director of the Internal Audit Department. The tasks of the Compliance Officer are to develop and implement procedures to ensure compliance with the law and corporate governance principles and to prevent abuses of all kinds. The Director of the Internal Audit Department is responsible for implementing and monitoring the internal audit process. The Compliance Officer and the Director of the Internal Audit Department report at least quarterly to the Company's Supervisory Board."

§ 2

Having regard to the amendment to the Company's Articles of Association described in §1, the unified text of the Company's Articles of Association is prepared, which is attached as Appendix 1 to this resolution.

§ 3

The resolution shall become effective as of the date of registration of the amendment to the Company's Articles of Association in the Register of Entrepreneurs of the National Court Register.

RESOLUTION No. 21/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on amending of the resolutions on granting a vote of acceptance to the former member of the Company's Management Board – Mr. Piotr Podlowski

§ 1

Acting pursuant to Art. 395 § 2 sec. 3 of the Commercial Companies Code and § 7 sec. 7 item 2 of the Company's Articles of Association, the Ordinary General Assembly of Shareholders hereby resolves to amend the resolutions of the Company's Ordinary General Assembly of Shareholders to grant a vote of acceptance to former member of the Management Board - Mr. Piotr Podlowski for the period from November 1, 2016. to November 15, 2017, in such a way that the Ordinary General Assembly of Shareholders revokes the vote of acceptance granted to Mr. Piotr Podlowski for this period, in particular that granted in Resolution No. 9/2017 dated September 27, 2017 and Resolution No. 9/2018 dated September 27, 2018.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. 22/2023
of the Ordinary General Assembly
of Kredyt Inkaso S.A.
dated 21 September 2023

on amending of the resolution on granting a vote of acceptance to the former member of the Company's Management Board – Mr. Jan Paweł Lisicki

§ 1

Acting pursuant to Art. 395 § 2 sec. 3 of the Commercial Companies Code and § 7 sec. 7 item 2 of the Company's Articles of Association, the Ordinary General Assembly hereby resolves to amend the Resolution no. 16/2016 of the Ordinary General Assembly dated October 3, 2016 on granting a vote of acceptance to a member of the Management Board pursuant to which Mr Jan Paweł Lisicki was granted a vote of acceptance for the discharge of his duties as the Vice-President of the Management Board in the period from April 1, 2015 to March 31, 2016, in such a way that the Ordinary General Assembly revokes the vote of acceptance granted to Mr. Jan Paweł Lisicki for this period.

§ 2

The resolution shall enter into force upon its adoption.

**Justification for drafts of resolutions of
Ordinary General Assembly of
Kredyt Inkaso S.A.
dated 21 September 2023**

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 of the Company's financial year.
- 2) **Resolution no. 14 of the proposed agenda** is the compliance with the obligation under Art. 395 § 2¹ of the Commercial Companies Code in connection with Art. 90g.sec. 6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies.
- 3) **Resolution no. 15 of the proposed agenda** is a resolution adopted pursuant to Article 430 § 1 of the Commercial Companies Code to amend the Articles of Association of the Company, in connection with the Supervisory Board's request to make the requirements for convening meetings of the Supervisory Board more flexible (with respect to amending the wording of §8 sec. 5 item 1 and 3 of the Articles of Incorporation) and in connection with the request of shareholder BEST S.A. submitted as part of the extension of the agenda of the Company's Annual General Assembly of September 30, 2022 (with respect to amending §8 sec. 9 of the Articles of Association).
- 4) **Resolution no. 16 of the proposed agenda** is a resolution adopted at the request of the Company's Management Board to revoke the discharge granted to the former member of the Company's Management Board, Mr. Piotr Podłowski, due to the circumstances presented in the statement on a criminal offence concerning the execution of the transaction for the purchase of the debt portfolio "Triton" from UniCredit Bank S.A. with the participation of the Czech company Adromianta A.S., and the transaction for the sale of the debt portfolio of Kancelaria Prawnicza Forum Radca Prawny Krzysztof Piluś i Spółka sp.k., filed on July 10, 2023 to Adromianta A.S.
- 5) **Resolution no. 17 of the proposed agenda** is a resolution adopted in connection with the request of shareholder BEST S.A. submitted as part of the extension of the agenda of the Company's Ordinary General Assembly.