

**Extraordinary General Assembly
of Kredyt Inkaso S.A.
21 December 2023
Warsaw
DRAFT RESOLUTIONS**

**Resolution No. 1/2023
of the Extraordinary General Assembly
of Kredyt Inkaso S.A. of 21 December 2023**

to elect the Chairman of the General Assembly

Acting pursuant to Article 409 § 1 and Article 420 § 2 of the Commercial Companies Code and § 10 section 3 of the Bylaws of the General Assembly, the Extraordinary General Assembly hereby resolves as follows:

§1

The Extraordinary General Assembly of Kredyt Inkaso S.A. resolves to elect
as the Chairman of the Extraordinary General Assembly of the Company.

§2

The resolution shall come into force upon its adoption.

Resolution No. 2/2023
of the Extraordinary General Assembly
of Kredyt Inkaso S.A. of 21 December 2023

to approve the agenda

Pursuant to § 9 section 1 of the Bylaws of the General Assembly, the following is hereby resolved:

§1

The Extraordinary General Assembly resolves to approve the following agenda:

1. Opening the General Assembly.
2. Electing the Chairman of the Assembly.
3. Confirming that the General Assembly was convened correctly and is competent to adopt resolutions.
4. Approving the agenda.
5. Electing the Ballot-Counting Committee.
6. Adopting a resolution to amend the Remuneration Policy for the Members of the Management Board and Supervisory Board of Kredyt Inkaso S.A.
7. Adopting a resolution on the costs of convening and holding the General Assembly.
8. Presentation by the Company's Management Board of the report on the manner of taking into account the results of the audit of the special-purpose auditor referred to in the Company's current report No. 50/2023.
9. Closing the General Assembly.

§2

The resolution shall come into force upon its adoption.

**Resolution No. 3/2023
of the Extraordinary General Assembly
of Kredyt Inkaso S.A. of 21 December 2023**

to elect the members of the Ballot-Counting Committee

Acting pursuant to § 12 section 8 of the Bylaws of the General Assembly, the Extraordinary General Assembly hereby resolves as follows:

§1

The Extraordinary General Assembly of Kredyt Inkaso S.A. elects the following persons to the Ballot-Counting Committee:

-
- , and
-

§2

The resolution shall come into force upon its adoption.

Resolution No. 4/2023
of the Extraordinary General Assembly
of Kredyt Inkaso S.A. of 21 December 2023

to amend the Remuneration Policy for Members of the Management Board and Supervisory Board of Kredyt Inkaso S.A.

Acting pursuant to Article 90d(1) of the Act on Public Offerings, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and on Public Companies of 29 July 2005, the Extraordinary General Assembly hereby resolves as follows:

§1

The Extraordinary General Assembly resolves to make the following amendments to the Remuneration Policy for Members of the Management Board and Supervisory Board of Kredyt Inkaso S.A., adopted on 27 November 2020 in Resolution No. 23/2020 of the General Assembly of Kredyt Inkaso S.A.:

I. In Section IV. "*Principles of remunerating Management Board Members*"

1. Section 23 is amended to read as follows:

"23. Apart from the possibility of receiving the variable remuneration referred to in paragraphs 24¹ to 24³, Members of the Management Board shall not receive variable remuneration or remuneration in the form of financial instruments. Members of the Management Board may be granted variable remuneration and remuneration in the form of financial instruments in a resolution of the General Assembly, which constitutes a Material Amendment to this Policy."

2. After point 24, the following points 24¹ to 24⁴ are added to read as follows:

"24¹. The Supervisory Board may grant all or some of the Management Board Members the opportunity to receive variable remuneration in the form of a retention bonus (the "**Bonus**"). Entitlement to the Bonus shall be subject to the fulfilment of all the following conditions (the "**Conditions**"):

- 1) the Management Board Member continues to hold office on the Management Board on the date the Company's Management Board conducts the review of strategic options regarding the future of the Company in performance of the shareholders' request referred to in Resolution No. 20/2022 of the Annual General Assembly of KISA of 30 September 2022, by completing the process leading to ("**Exercise of the Option Review**") the following:

- a) a change of control over the Company through the acquisition, directly or indirectly, of shares in the Company by an investor or investors unrelated to the current majority shareholder (the "**Change of Control**");
- b) the merger of the Company with another company, provided that as a result of such a merger the existing majority shareholder does not exercise control in the company that acquires the Company or in the newly formed company (the "**Merger**"); or
- c) the disposal of all or a substantial part of the Company's assets (the "**Asset Sale**"),

whereby this condition will not have to be met if, by that date:

- d) the Member of the Management Board resigns from the Management Board due to serious breaches of his/her powers, which entitle him/her to terminate without notice the agreement under which he/she provides services to the Company or other companies of the Kredyt Inkaso Capital Group;
 - e) the Member of the Management Board is dismissed from the Management Board for reasons other than his/her breach of obligations which entitle the Company or other companies of the Kredyt Inkaso Capital Group to terminate without notice the agreement under which he/she provides services to the Company or other companies from the Kredyt Inkaso Capital Group;
- 2) the Member of the Management Board actively supports the process leading to the Exercise of the Option Review during the period the Member of the Management Board performs functions on the Management Board.

In order to pay the Bonus, the Company will not apply any special criteria regarding the consideration of social interests, the Company's contribution to environmental protection or actions aimed at preventing and eliminating the negative social effects of the Company's operations.

The Supervisory Board may specify in more detail the events that will be considered as the Exercise of the Option Review and events that will constitute a breach of the Conditions.

24². No part of the bonus will be subject to deferral of payment and the bonus will be payable in full at the latest on the date of the Exercise of the Option Review. The Supervisory Board may determine, for all or individual Members of the Management Board, an additional stipulation for the payment of the Bonus where all or part of the Bonus paid will cease to be due and will have to be returned to the Company at the

Company's request, if within 12 months of the date the Change of Control or Sale of Assets occurs:

- 1) the Member of the Management Board resigns from the Management Board or terminates the agreement under which he/she provides services for the Company or other companies of the Kredyt Inkaso Capital Group, in each case for reasons other than: (i) breaches of his/her rights, which entitle him/her to terminate without notice the agreement under which he/she provides services to the Company or other companies from the Kredyt Inkaso Capital Group; or (ii) his/her serious illness; or
- 2) the Member of the Management Board is dismissed from the Management Board or the Company or Kredyt Inkaso Capital Group company terminates the agreement under which that member provides services, because (i) he/she committed a deliberate act to the detriment of the Company after the date of the Exercise of the Strategic Options, as established in a final judgment; or (ii) breached the agreement under which he/she provides services to the Company or other companies of the Kredyt Inkaso Capital Group, by undertaking competitive activity.

The Supervisory Board may specify in more detail the events that will constitute a breach of the above-mentioned additional stipulation for the payment of the Bonus.

24³. The Bonus, if awarded, shall consist of the following elements:

- 1) a fixed part that will be payable if the Conditions are met. The fixed part of the Bonus should be expressed as a specific amount in PLN or EUR which should not exceed 130% of the total gross annual remuneration to which the relevant Member of the Management Board is entitled for the services he/she provides to the Company and all companies of the Kredyt Inkaso Capital Group on the date the right to the Bonus is granted; and
- 2) an additional variable part to which the Member of the Management Board will acquire the right if, in addition to Assembly the Conditions: (i) the price per share of the Company in the transaction leading to the Change of Control; or (ii) the valuation of the Company's assets (net asset value) per share of the Company adopted as part of the Merger or Sale of Assets less the value of tax payable by the Company in connection with the Merger or Sale of Assets (including increases in the value of taxes payable by the Company in connection with the foregoing) is more than the reference amount specified in the resolution of the Supervisory Board specifying the rules for the payment of the Bonus (the "**Notional Value**"). The detailed rules for determining the amount of the variable part of the Bonus, including the Reference Values, for individual Members of the Management Board will be determined by the Supervisory Board, with the

provision that the maximum amount of this part of the Bonus shall not exceed 140% of the total gross annual remuneration to which the relevant Member of the Management Board is entitled for the services he/she provides to the Company and all companies of the Kredyt Inkaso Capital Group on the date the right to the Bonus is granted. The Supervisory Board may also, at its discretion, specify additional mechanisms for determining the valuation of the Company's shares for the purposes of settling the additional variable part of the Bonus, which, in the opinion of the Supervisory Board, best reflect the real value of the Company's shares and assets. Such additional terms should be adopted by the date of the Exercise of the Option Review in the form of a resolution of the Supervisory Board.

24⁴. The Bonus referred to in paragraphs 24¹ to 24³ contributes to the implementation of the Company's business strategy and its long-term interests and stability by having a positive impact on the ability to retain management staff who have taken up work for the Company despite the situation in its shareholding structure. In addition, the retention of the Management Board to implement the actions selected as part of the Strategic Options Review is in line with the Company's long-term interests, as the same persons will be involved in the Strategic Options Review and its implementation, and the pursuit of Management Board stability in such a period should have a positive impact on the Company's ability to implement its business strategy. In turn, linking part of the Bonus to the Reference Value will motivate members of the Management Board to build the Company's value."

II. Section XII is renamed "History of changes and opinions" and point 56 shall be added to read as follows:

"56. On 21 December 2023, the General Assembly adopted a resolution to amend the Policy by amending paragraph 23 and adding paragraphs 24¹ to 24⁴. The amendments made regulate the granting of variable remuneration to the Members of the Company's Management Board in the form of a retention bonus, which may be granted by the Supervisory Board in connection with the review of strategic options referred to in Resolution No. 20/2022 of the Annual General Assembly of KISA of 30 September 2022."

§2

The Extraordinary General Assembly hereby authorizes the Management Board of Kredyt Inkaso S.A. to prepare the consolidated text of the Remuneration Policy for Members of the Management Board and Supervisory Board of Kredyt Inkaso S.A.

§3

The Extraordinary General Assembly also acknowledges and at the same time has no reservations with respect to the possibility of individual shareholders of Kredyt Inkaso S.A. directly paying out a bonus to all or certain members of the Management Board of Kredyt Inkaso S.A. if they continue working with Kredyt Inkaso S.A. during the implementation of the review of strategic options concerning the future of the Company by the Management Board of the Company in performance of the shareholders' application mentioned in resolution no. 20/2022 of the Ordinary General Assembly of KISA of 30 September 2022, and if they support the implementation of that review.

§4

The resolution shall come into force upon its adoption.

**Resolution No. 5/2023
of the Extraordinary General Assembly
of Kredyt Inkaso S.A. of 21 December 2023**

on the costs of convening and holding the General Assembly

§1

Pursuant to Article 400 § 4 of the Commercial Companies Code, the Extraordinary General Assembly resolves that the costs of this Extraordinary General Assembly will be borne by the Company.

§2

The resolution shall come into force upon its adoption.

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

The Management Board of Kredyt Inkaso S.A. hereby presents justification for the drafts of resolutions of the upcoming Extraordinary General Assembly:

- 1) **Resolutions no. 2 – 5 of the proposed agenda**, are typical resolutions adopted during the assembly.
- 2) **Resolution no. 6 of the proposed agenda** is a resolution presented by a shareholder, WPEF VI Holding 5 B.V., with a request to convene an Extraordinary General Assembly. The shareholder considers necessity of resolution certain issues regarding the remuneration of the Management Board. For this purpose, it requests the adoption of a resolution on amending the Remuneration Policy of Members of the Management Board and Supervisory Board of Kredyt Inkaso S.A., in a way that would enable the Supervisory Board to grant Members of the Management Board variable remuneration in the form of a cash bonus dependent on their continuing to perform their functions at least until the end of the ongoing review in the Company strategic options and supporting this process.
- 3) **Resolution no. 7 of the proposed agenda** is a resolution presented by a shareholder, WPEF VI Holding 5 B.V., with a request to convene an Extraordinary General Assembly pursuant to Article 400 § 4 of the Commercial Companies Code related to covering the costs of the Extraordinary General Assembly of the Company convened at the request of a shareholder.