



KREDYT INKASO

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**Extraordinary General Assembly
of Kredyt Inkaso S.A.
24 May 2021
Warsaw
DRAFT RESOLUTIONS**

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**RESOLUTION No. .../2021
of the Extraordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 24 May 2021**

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 Extraordinary General Assembly resolves as follows:

§ 1

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

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2021
of the Extraordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 24 May 2021**

on: approval of the agenda

Pursuant to § 9 sec. 1 of the Regulations of the General Assembly, it is resolved as follows:

§ 1

The Extraordinary General Assembly decides to adopt the following agenda:

1. Opening of the General Assembly.

2. Election of the Chairman of the Assembly.
3. Acknowledgement of correctness of convening the Assembly and its capacity to adopt resolutions.
4. Approval of the agenda.
5. Election of the Returning Committee.
6. Adoption of resolution on determination of the number of the members of the Supervisory Board of Kredyt Inkaso S.A.
7. Adoption of resolution on the dismissal of members of the Supervisory Board of Kredyt Inkaso S.A.
8. Adoption of resolutions on the appointment of members of the Supervisory Board of Kredyt Inkaso S.A.
9. Adoption of a resolution on the costs relating to convening and holding the General Assembly.
10. Closing of the General Assembly.

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2021
of the Extraordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 24 May 2021**

on: election of members of the Returning Committee

Acting pursuant to § 7 sec. 1 of the Regulations of the General Assembly, the Extraordinary General Assembly resolves as follows:

§ 1

The Extraordinary General Assembly of Kredyt Inkaso S.A. hereby elects the following persons as members of the Returning Committee:

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-
-

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2021
of the Extraordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 24 May 2020

on: determination of the number of the members of the Supervisory Board of Kredyt Inkaso S.A.

Pursuant to § 30 sec. 1 of the Regulations of the General Assembly, the Extraordinary General Assembly resolves as follows:

§ 1

The number of members of the Company's Supervisory Board is determined at 5 (five).

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2021
of the Extraordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 24 May 2020

on: dismissal of a Member of the Supervisory Board

Pursuant to Article 385 § 1 of the Polish Commercial Companies Code, the Extraordinary General Assembly resolves as follows:

§ 1

The Extraordinary General Meeting decides to dismiss from the duties of a member of the Supervisory Board of Kredyt Inkaso S.A.

§ 2

The resolution shall enter into force upon its adoption.

RESOLUTION No. .../2021
of the Extraordinary General Assembly

**of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 24 May 2020**

on: appointment of a Member of the Supervisory Board

Pursuant to Article 385 § 1 of the Polish Commercial Companies Code and § 7, section 7, point 4 of the Articles of Association of the company Kredyt Inkaso S.A., the Extraordinary General Assembly resolves as follows:

§ 1

The Extraordinary General Assembly decides to appoint as a member of the Supervisory Board of Kredyt Inkaso S.A. with effect from

§ 2

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2021
of the Extraordinary General Assembly
of the company under the business name Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 24 May 2020**

on: costs relating to convening and holding the Extraordinary General Meeting

Pursuant to Article 404 § 4 of the Polish Commercial Companies Code, the Extraordinary General Assembly resolves as follows:

§ 1

The Extraordinary General Assembly decides that the costs relating to the convening and holding of the Extraordinary General Meeting dated 24 May 2021 shall be borne by the Company.

§ 2

The resolution shall enter into force upon its adoption.

**Justification for drafts of resolutions of
Extraordinary General Assembly of
Kredyt Inkaso Spółka Akcyjna
with its registered office in Warsaw
dated 24 May 2021**

The Management Board of Kredyt Inkaso S.A. (“KISA”, “Company”) hereby presents justification for the drafts of resolutions of the upcoming Extraordinary General Assembly (“EGM”):

As of the date of the Request, the Shareholder holds directly 7,929,983 (seven million, nine hundred twenty-nine thousand, nine hundred eighty-three) of KISA's shares corresponding to 61.49% of KISA's share capital, jointly conferring the right to exercise 7,929,983 (seven million, nine hundred twenty nine thousand, nine hundred eighty-three) of the votes at the general meeting of KISA, which corresponds to 61.49% of the total number of votes. Therefore, pursuant to Article 400 § 1 of the Polish Commercial Companies Code, the Shareholder is entitled to request the convening of the EGM and putting certain items on the agenda. On 21 April 2021, the Shareholder acquired KISA's shares through an in-kind contribution made by WPEF VI Holding V B.V. with its registered seat in Bussum, the Netherlands, in exchange for the newly issued shares in the Shareholder, giving WPEF VI Holding V B.V. with its registered seat in Bussum, the Netherlands, the right to the majority of votes in the Shareholder, combined with the redemption of shares in the Shareholder held by WPEF VI Holdco V B.V. with its registered seat in Bussum, the Netherlands (the “Transaction”). The Shareholder notified the Transaction to KISA on the date hereof. The Shareholder intends to dismiss the current members and appoint new members of the Supervisory Board of the Company.

Items 1-5 and 10 of the proposed agenda are of a technical nature, while a resolution on item 9 must be adopted pursuant to Article 400 § 4 of the Polish Commercial Companies Code.