



**KREDYT INKASO**

---

ul. Domaniewska 39, 02-672 Warszawa

☎ +48 22 212 57 00 📠 +48 22 212 57 57

🌐 [www.kredytinkaso.pl](http://www.kredytinkaso.pl)

**Extraordinary General Assembly  
of Kredyt Inkaso S.A.  
25 April 2022  
Warsaw  
DRAFT RESOLUTIONS**

**RESOLUTION No. .../2022  
of the Extraordinary General Assembly  
of the company under the business name Kredyt Inkaso Spółka Akcyjna  
with its registered office in Warsaw  
dated 25 April 2022**

**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. .../2022**  
**of the Extraordinary General Assembly**  
**of the company under the business name Kredyt Inkaso Spółka Akcyjna**  
**with its registered office in Warsaw**  
**dated 25 April 2022**

**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 the resolution on granting consent to transactions encumbering assets of the Company or other entities in the capital group of the Company in connection with the issuance of bonds by the Company.
7. Closing of the debates.

**§ 2**

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2022**  
**of the Extraordinary General Assembly**  
**of the company under the business name Kredyt Inkaso Spółka Akcyjna**  
**with its registered office in Warsaw**  
**dated 25 April 2022**

**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:

- .....
- .....
- .....

**§ 2**

The resolution shall enter into force upon its adoption.

**RESOLUTION No. .../2022**  
**of the Extraordinary General Assembly**  
**of the company under the business name Kredyt Inkaso Spółka Akcyjna**  
**with its registered office in Warsaw**  
**dated 25 April 2022**

**on: granting consent to transactions encumbering assets of the Company or other entities in the capital group of the Company in connection with the issuance of bonds by the Company**

**§ 1**

In connection with the issue of Series K1 Bonds by the Company pursuant to Resolution No. X/1/03/2022 of the Management Board of the Company dated 24 March 2022 and Resolution No. IX/13/4/2022 of the Supervisory Board of the Company dated 18 March 2022 ("**Bonds**"), the Extraordinary General Assembly hereby resolves to grant its consent to:

1. securing receivables under the Bonds by way of encompassing them by:
  - a. an already existing registered pledge and/or already existing registered pledges on **the Polish law governed pool and/or pools of receivables**, acquired by the Company and/or entities in the capital group of the Company (in particular, Kredyt Inkaso Portfolio Investments (Luxembourg) S.A. with its registered office in Luxembourg) in the course of their business, or
  - b. an already existing foreign law pledge (or other similar right) or already existing foreign law pledges (or other similar rights) on **the foreign law governed pool and/or pools of receivables**, acquired by the Company and/or entities in the capital group of the Company (in particular, Kredyt Inkaso Portfolio Investments (Luxembourg) S.A. with its registered office in Luxembourg) in the course of their business,

which the existing security interest referred to above were established to secure receivables under the Series F1 Bonds issued by the Company on 26 April 2019,

2. securing receivables under the Bonds by way of:
  - a. encumbering with registered pledges the assets of the Company or other entities in the capital group of the Company (in particular, Kredyt Inkaso Portfolio Investments (Luxembourg) S.A. with its registered office in Luxembourg) in the form of investment certificates of investment funds with their registered office in Poland or investment sub-funds with their registered office in Poland,
  - b. encumbering with registered pledges the assets of the Company or other entities in the capital group of the Company (in particular, Kredyt Inkaso Portfolio Investments (Luxembourg) S.A. with its registered office in Luxembourg) in the form of the Polish law governed pool and/or pools of receivables, being acquired by the Company and/or entities in the capital group of the Company (in particular, Kredyt Inkaso Portfolio Investments (Luxembourg) S.A. with its registered office in Luxembourg) in the course of their business,

- c. encumbering with foreign law pledges (or other similar rights) the assets of the Company or other entities in the capital group of the Company (in particular, Kredyt Inkaso Portfolio Investments (Luxembourg) S.A. with its registered office in Luxembourg) in the form of the foreign law governed pool and/or pools of receivables, being acquired by the Company and/or entities in the capital group of the Company (in particular, Kredyt Inkaso Portfolio Investments (Luxembourg) S.A. with its registered office in Luxembourg) in the course of their business,
3. conclusion by the Company or other entities in the capital group of the Company (in particular, Kredyt Inkaso Portfolio Investments (Luxembourg) S.A. with its registered office in Luxembourg) of any agreements or other documents establishing or modifying the security interest referred to in items 1 and 2 above (otherwise than by way of generic change of the subject of such security interest), including in the form of new agreements or documents or annexes or amending agreements to agreements or documents under which security interest referred to in items 1 and 2 above are, or are to be, established, including those securing the receivables arising out of or in connection with bonds of other series issued by the Company (hereinafter jointly referred to as the "**Security Documents**") and any methods of enforcing such security interest provided for in the Security Documents to the extent permitted by law,
4. conclusion of any other additional documents necessary for the proper execution or perfection of the Security Documents or the documents the forms of which have been included as a schedule to any Security Document, including, without limitation, those for making and receiving any notices, granting powers of attorney, making warranties, signing any notarial deeds on submission to enforcement under Article 777 the Polish civil Procedure Code or certificates in relation therewith and the performance of the obligations resulting from the Security Documents,

and therefore, for the avoidance of any doubt, the assets of the Company and other entities in the capital group of the Company not listed in a generic sense above, including in particular shares in subsidiaries, receivables under trade contracts (for the avoidance of any doubt other than the aforesaid receivables portfolio), trademarks, intra-group bonds held by entities of the capital group of the Company, intra-group loans, cash, receivables under settlements of derivative financial instruments and all movable assets, will remain outside the generic scope of the encumbrances referred to above.

## § 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 25 April 2022**

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”):

- 1) **Resolutions no. 1 – 5 of the proposed agenda**, are typical resolutions adopted during the assembly.
- 2) **Resolutions no. 6 the proposed agenda**, is a resolution aimed at the implementation the Resolution No. X/1/03/2022 of the Management Board of the Company dated 24 March 2022 on the issuance of Series K1 Bonds and Resolution No. IX/13/4/2022 of the Supervisory Board of the Company dated 18 March 2022, by granting consent by Extraordinary General Meeting of the Company for transactions resulting in the encumbrance of selected assets (including in a generic sense) of the Company or other entities in the capital group of the Company in connection with the issuance by the Company of the Series K1 Bonds through the use of the existing security interest or the establishment of new security interest security the bondholders' receivables under the Bonds with a value exceeding the equivalent of 20% of the consolidated equity of the Company.