

EXTRAORDINARY GENERAL ASSEMBLY

THE FORM TO EXERCISE VOTING RIGHTS BY A PROXY

Concerns exercising voting rights through a proxy during the Extraordinary General Assembly of Kredyt Inkaso S.A. with the registered office in Warsaw, ul. Postępu 21B, 02-676 Warsaw, convened to be held on **4 September 2024, 12:00 a.m.** in Warsaw at ul. Żwirki i Wigury 18, (Sound Garden Hotel), 02 – 092 Warsaw.

I. INFORMATION ON A SHAREHOLDER:

(*surname and last name of Shareholder*)
address: _____

PESEL/REGON/KRS: _____

II. INFORMATION ON A PROXY:

A. _____

(*surname and last name of Proxy*)
address: _____

PESEL/REGON/KRS: _____

B. _____

(*surname and last name of a person representing Proxy*)
address: _____

PESEL: _____

_____, _____ 2024
(*place*) (date)

(*Shareholder's signature*)

EXTRAORDINARY GENERAL ASSEMBLY

III. CASTING A VOTE ON RESOLUTIONS:

**Resolution No. .../2024
of the Extraordinary General Assembly
of Kredyt Inkaso S.A. of 4 September 2024**

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.

<input type="radio"/> In favour	<input type="radio"/> Against <input type="radio"/> Making an objection	<input type="radio"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2024
(place) (date)

(Proxy's signature)

SHAREHOLDER'S INSTRUCTION FOR A PROXY:

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_____, _____ 2024
(place) (date)

(Shareholder's signature)

**Resolution No. .../2024
of the Extraordinary General Assembly
of Kredyt Inkaso S.A. of 4 September 2024**

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 on the approval of the mandate of a person co-opted to the Supervisory Board or – in absence of approval – election of a member of the Supervisory Board.
 7. Adopting a resolution on the adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of Kredyt Inkaso S.A.
 8. Discussion of the strategic options review process by the Company's Management Board and transaction advisor.
 9. Adopting a resolution on the approval of the activities undertaken by the Management Board as part of the strategic options review.
 10. Adopting a resolution on requesting the Management Board of the Company to continue the strategic options review.
 11. Adopting a resolution on authorising the Management Board to initiate actions aimed at spinning off selected assets of the Kredyt Inkaso Capital Group to the Company's current shareholder, Best S.A., as the acquiring company.
 12. Adopting a resolution on granting consent to the sale of selected assets of the Kredyt Inkaso Capital Group.
 13. Adopting a resolution on the continuation of existing activities.
 14. Adopting a resolution on approving the completion of the strategic options review.
- Closing the General Assembly.

§2

The resolution shall come into force upon its adoption.

<input type="radio"/> In favour	<input type="radio"/> Against <input type="radio"/> Making an objection	<input type="radio"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2024
(place) *(date)*

(Proxy's signature)

SHAREHOLDER'S INSTRUCTION FOR A PROXY:

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_____, _____ 2024
(place) (date)

(Shareholder's signature)

**Resolution No. .../2024
of the Extraordinary General Assembly
of Kredyt Inkaso S.A. of 4 September 2024**

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
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§2

The resolution shall come into force upon its adoption.

<input type="radio"/> In favour	<input type="radio"/> Against <input type="radio"/> Making an objection	<input type="radio"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2024
(place) (date)

(Proxy's signature)

SHAREHOLDER'S INSTRUCTION FOR A PROXY:

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_____, _____ 2024
(place) (date)

(Shareholder's signature)

**Resolution No. .../2024
of the Extraordinary General Assembly
of Kredyt Inkaso S.A. of 4 September 2024**

to approve the mandate of the person co-opted to the Supervisory Board

Pursuant to § 8 section 12 of the Statutes of the Company, it is resolved as follows:

§ 1

The mandate of Mr Tomasz Karpiński as the person co-opted to the Supervisory Board of the current term of office shall be approved.

§ 2

The resolution shall enter into force upon its adoption.

<input type="radio"/> In favour	<input type="radio"/> Against <input type="radio"/> Making an objection	<input type="radio"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2024
(place) (date)

(Proxy's signature)

SHAREHOLDER'S INSTRUCTION FOR A PROXY:

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_____, _____ 2024
(place) (date)

(Shareholder's signature)

**Resolution No. .../2024
of the Extraordinary General Assembly
of Kredyt Inkaso S.A. of 4 September 2024**

to appoint a member of the Supervisory Board

Pursuant to Art. 385 § 1 of the Commercial Companies Code, it is resolved as follows:

§ 1

Mr/Ms..... is hereby appointed the Member of the Supervisory Board for the current term of office.

§ 2

The resolution shall enter into force upon its adoption.

<input type="radio"/> In favour	<input type="radio"/> Against <input type="radio"/> Making an objection	<input type="radio"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2024
(place) (date)

(Proxy's signature)

SHAREHOLDER'S INSTRUCTION FOR A PROXY:

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_____, _____ 2024
(place) (date)

(Shareholder's signature)

**Resolution No. .../2024
of the Extraordinary General Assembly
of Kredyt Inkaso S.A. of 4 September 2024**

on the adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of Kredyt Inkaso S.A.

§ 1

Acting pursuant to Article 90d section 1 in relation to Article 90e section 4 of the Act on Public Offerings, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies of 29 July 2005, the General Assembly of the Company adopts the Remuneration Policy for Members of the Management Board and Supervisory Board of Kredyt Inkaso S.A. (**'Policy'**), the content of which is provided in Attachment No. 1 to this resolution.

§ 2

The General Assembly upholds the authorisations for the Supervisory Board contained in the text of the Policy.

§ 3

The resolution shall enter into force upon its adoption.

<input type="radio"/> In favour	<input type="radio"/> Against <input type="radio"/> Making an objection	<input type="radio"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2024
(place) (date)

(Proxy's signature)

SHAREHOLDER'S INSTRUCTION FOR A PROXY:

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_____, _____ 2024
(place) (date)

(Shareholder's signature)

Resolution No. .../2024
of the Extraordinary General Assembly
of Kredyt Inkaso S.A. of 4 September 2024

on the approval of the activities undertaken by the Management Board as part of the strategic options review

§ 1

1. The Extraordinary General Assembly of Kredyt Inkaso S.A. with its registered office in Warsaw (hereinafter referred to as the "Company") resolves to approve all actions taken by the Company's Management Board within the strategic options review, pursuant to the authorisation granted by the Company's shareholders in Resolution No. 20/2022 of the Ordinary General Assembly of the Company dated 30 September 2022 on requesting the Company's Management Board to initiate a strategic options review concerning the Company's future.
2. As part of the strategic options review, the Company's Management Board selected, inter alia, Ipopema Securities S.A., with its registered office in Warsaw, to act as a transaction adviser in order to guarantee the professional nature of the process and to ensure the equal treatment of all entities participating in the strategic options review. The Company's Management Board, with the assistance of the transaction advisor, analysed the Company's possibilities for further development, taking into account the current macroeconomic situation and the specifics of the industry, with the aim of maximising shareholder value. The Company's Management Board, through the advisor, contacted entities that expressed interest in carrying out a transaction with the Company, both with regard to changes in the shareholding structure and acquiring certain assets of the Company's Capital Group. Having analysed the binding offers presented by the interested entities, having obtained the recommendation of the advisor and having previously obtained a positive opinion from the Supervisory Board, the Company's Management Board concluded non-binding agreements (heads of terms) with selected entities with regard to the sale of selected assets of the Company's Capital Group. As a consequence of the above actions, the Company's Management Board presented draft resolutions to the General Assembly on approving one of the three options identified in the strategic options review.
3. The Extraordinary General Assembly of the Company resolves to approve the costs associated with the Company's strategic options review, consisting of:
 - a) costs in the total amount of PLN 4,950 thousand as at 30.06.2024, including the costs of the transaction adviser, the costs of legal, financial and tax advisers (including the costs of *vendor due diligence*), the costs of organising the electronic document repository (*virtual data room*) and others;

- b) contingent costs relating to: (i) the Company's obligation to reimburse the costs incurred by the investors interested in acquiring selected assets of the Company's Capital Group, and (ii) the premiums of insurance policies relating to the liability of companies of the Company's Capital Group for warranties and representations (*warranties & indemnity insurance*) made by them in the transaction agreements with the investors interested in acquiring selected assets of the Company's Capital Group, and such premiums will correspond to the market standard premiums offered by insurers for this type of transaction size and taking into account the sector of activity of the Company's Capital Group's entities; (iii) the transaction advisor's *success fee* and (iv) variable remuneration of members of the Management Board in the form of retention bonuses and remuneration for key employees and associates of the Capital Group of Kredyt Inkaso in the form of retention bonuses, which are referred to in the consolidated annual financial statement for the period 12 months ending on 31 March 2024, which was announced by the Company on 11 July 2024.
- c) future costs to be incurred by the Company to exercise the option chosen by the shareholders, the amount of which will vary depending on the specific option, which will be realised by the Company.

§ 2

The resolution shall enter into force upon its adoption.

<input type="radio"/> In favour	<input type="radio"/> Against <input type="radio"/> Making an objection	<input type="radio"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2024
 (place) (date)

 (Proxy's signature)

SHAREHOLDER'S INSTRUCTION FOR A PROXY:

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_____, _____ 2024
(place) (date)

(Shareholder's signature)

**Resolution No. .../2024
of the Extraordinary General Assembly
of Kredyt Inkaso S.A. of 4 September 2024**

on authorising the Management Board to initiate actions aimed at spinning off selected assets of the Kredyt Inkaso Capital Group to the Company's current shareholder, Best S.A., as the acquiring company

§ 1

The Extraordinary General Assembly of Kredyt Inkaso S.A. (hereinafter referred to as the "**Company**") decides, in order to resolve the existing situation in the Company's shareholding structure, to authorise the Company's Management Board to initiate actions aimed at:

- a) agreeing on with the Company's existing shareholder, Best S.A., the terms and conditions of a spin-off of selected assets of the Company's Capital Group to Best S.A., including, *inter alia*, by way of a division of the Company by spin-off under Article 529 § 1 point 4 of the Commercial Companies Code, under which the Company would be the dividing company and Best S.A. would be the acquiring company, or by any other manner permitted by applicable law and which will be agreed jointly by the Company and Best S.A.;
- b) carrying out the spin-off of selected assets of the Company's Capital Group to Best S.A. under the terms and conditions agreed on with Best S.A.
- c) effecting a voluntary, gratuitous redemption of all shares held by Best S.A. in the share capital of the Company in connection with the spin-off of selected assets of the Company's Capital Group to Best S.A., and to effect a voluntary, gratuitous redemption of all shares in the share capital of Best S.A. subscribed for by either WPEF VI Holding 5 B.V. or the Company's Capital Group's entity in connection with the spin-off of selected assets of the Company's Capital Group to Best S.A.

§ 2

The resolution shall enter into force upon its adoption.

<input type="radio"/> In favour	<input type="radio"/> Against <input type="radio"/> Making an objection	<input type="radio"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2024
(place) (date)

(Proxy's signature)

SHAREHOLDER'S INSTRUCTION FOR A PROXY:

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_____, _____ 2024
(place) (date)

(Shareholder's signature)

Resolution No. .../2024
of the Extraordinary General Assembly
of Kredyt Inkaso S.A. of 4 September 2024

on granting consent to the sale of selected assets of the Kredyt Inkaso Capital Group

§ 1

Acting pursuant to § 7 Section 7 item 15 of the Company's Statute, the Extraordinary General Assembly of Kredyt Inkaso S.A. with its registered office in Warsaw (hereinafter referred to as the "**Company**") approves the following transactions resulting in the permanent transfer of the following assets of entities belonging to the Company's Capital Group (hereinafter jointly referred to as the "**Assets**"):

- a) the sale by the Company and Kredyt Inkaso Portfolio Investments (Luxembourg) S.A. of all investment certificates held in Kredyt Inkaso I Niestandaryzowany Fundusz Inwestycyjny Zamknięty Wierzytelności, Kredyt Inkaso II Niestandaryzowany Fundusz Inwestycyjny Zamknięty Wierzytelności (sub-fund K1 and K2) and Kredyt Inkaso III Niestandaryzowany Fundusz Inwestycyjny Zamknięty Wierzytelności to entities related to LCM Partners Limited, provided that the transaction will be preceded by a prior transfer of all portfolios of the Polish receivables held by Kredyt Inkaso Portfolio Investments (Luxembourg) S.A. to one or several of the above-mentioned non-standardized closed-end investment funds of receivables in order to ensure the sale of Polish receivables portfolios belonging to Kredyt Inkaso Portfolio Investments (Luxembourg) S.A. to entities related to LCM Partners Limited as one transaction concerning the sale of investment certificates in non-standardised closed-end investment funds of receivables. Simultaneously with the closing of the aforementioned transaction, the Company will sign a long-term servicing agreement, on arm's length terms, regarding the servicing of Polish debt portfolios belonging to the aforementioned non-standardised closed-end debt investment funds;
- b) the sale by Kredyt Inkaso Investments BG EAD S.A. to entities related to APS Investments s.r.o. of all portfolios of Bulgarian receivables (*asset deal*) as at 31 December 2023, with the possibility of selling the portfolios of Bulgarian receivables (*asset deal*) acquired by Kredyt Inkaso Investments BG EAD S.A. in the period from 1 January 2024 until the date of the transaction with entities related to APS Investments s.r.o.;
- c) the sale by Kredyt Inkaso Investments RO S.A. and Kredyt Inkaso Portfolio Investments (Luxembourg) S.A. to entities related to APS Investments s.r.o. of all portfolios of Romanian receivables (*asset deal*) as at 31 December 2023, with the possibility of selling the portfolios of Romanian receivables (*asset deal*) acquired by Kredyt Inkaso Investments RO S.A. in the period from 1 January 2024 until the date of the transaction with entities related to APS Investments s.r.o.

§ 2

The Assets will be sold to business entities over which the Company's Capital Group does not exercise control and will not gain control as a result of the relevant transaction within the meaning of the applicable accounting regulations, and in exchange for:

- a) in the case of the sale of the assets referred to in § 1a) of this resolution - the base price in the amount of PLN 541,226,321, established based on the portfolios of Polish receivables belonging to non-standardised closed-end debt investment funds and Kredyt Inkaso Portfolio Investments (Luxembourg) S.A. as at 31 December 2023 and the portfolios of Polish receivables purchased by the funds in the period from 1 January 2024 to 30 June 2024, the price of which will be subject to: (i) reduction by the premium of the *warranties & indemnity insurance* policy, if such premium is not previously paid by the Company, (ii) reduction, based on the operational parameters of the portfolios to be realised by the date of the transaction, including the amount of PLN 72,763,487 corresponding to the settlements made for the period from 1 January 2024 to 30 June 2024, and (iii) adjustments (reduction or increase) by the balance sheet positions of the closed-end investment funds as indicated in § 1a) of this resolution as at the date of the transaction, in each case in accordance with the mechanism described in the non-binding agreement (*heads of terms*) signed by the Company with the investor, a summary of which is annexed to this resolution;
- b) in the case of the sale of the portfolios of Bulgarian receivables as at 31 December 2023 - a base price of PLN 49,916,270, which will be subject to reduction, based on the operational parameters of the portfolios to be realised by the date of the transaction, in accordance with the mechanism described in the non-binding agreement (*heads of terms*) signed by the Company with the investor, a summary of which is attached to this resolution;
- c) in the case of the sale of the portfolios of Bulgarian receivables that have been purchased by Kredyt Inkaso Investments BG EAD S.A. in the period from 1 January 2024 until the date of the transaction with entities related to APS Investments s.r.o. - the base price corresponding to the purchase price of the portfolios of receivables paid by Kredyt Inkaso Investments BG EAD S.A., which will be subject to reduction, based on the operational parameters of the portfolios to be realised by the date of the transaction, in accordance with the mechanism described in the non-binding agreement (*heads of terms*) signed by the Company with the investor, a summary of which constitutes an appendix to this resolution;
- d) in the case of the sale of the Romanian portfolios of receivables as at 31 December 2023 - a base price of not less than PLN 130,595,496, which will be subject to reduction, based on the operational parameters of the portfolios to be realised by the date of the transaction, in accordance with the mechanism described in the non-binding agreement (*heads of terms*) signed by the Company with the investor, a summary of which is attached to this resolution;
- e) in the case of the sale of the Romanian portfolios of receivables that have been purchased by Kredyt Inkaso Investments RO S.A. in the period from 1 January 2024

until the date of the transaction with entities related to APS Investments s.r.o. - the base price corresponding to the purchase price of the portfolios of the Receivables paid by Kredyt Inkaso Investments RO S.A., which will be subject to reduction, based on the operational parameters of the portfolios to be realised by the date of the transaction, in accordance with the mechanism described in the non-binding agreement (*heads of terms*) signed by the Company with the investor, a summary of which constitutes an annex to this resolution.

§ 3

The Extraordinary General Assembly of the Company authorises the Management Board of the Company to:

- a) to enter into appropriate binding investment agreements, sales agreements, a long-term service agreement and other documents reflecting the terms and conditions set out in this Resolution and, to the extent not covered by this Resolution, the terms and conditions set out in non-binding agreements (*heads of terms*) signed by the Company with the selected entities; and
- b) to take steps to distribute to the Company's shareholders the funds received in connection with the sale of selected assets of the Company's Capital Group, the estimated amount of which is attached as an appendix to this resolution (*estymacja wielkości transferu do akcjonariuszy*);
- c) to perform all acts in fact or in law which, in the judgement of the members of the Management Board, appear necessary or appropriate for the implementation of this Resolution.

§ 4

The resolution shall enter into force upon its adoption.

○ In favour	○ Against ○ Making an objection	○ Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2024
(place) (date)

(Proxy's signature)

SHAREHOLDER'S INSTRUCTION FOR A PROXY:

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_____, _____ 2024
(place) (date)

(Shareholder's signature)

**Resolution No. .../2024
of the Extraordinary General Assembly
of Kredyt Inkaso S.A. of 4 September 2024**

on the continuation of existing activities

§ 1

In connection with the failure of the General Assembly of Kredyt Inkaso S.A. with its registered office in Warsaw (hereinafter referred to as the “**Company**”) to adopt resolution No. [●]/2024 on authorising the Management Board to commence actions aimed at spinning off selected assets of the Company’s Capital Group to the Company’s current shareholder, Best S.A, as the acquiring company, and Resolution No. [●]/2024 on granting consent to the sale of selected assets of the Company’s Capital Group, the Extraordinary General Assembly of the Company resolves that, in the interest of the Company’s shareholders, the Management Board of the Company should focus on the existing debt management business in order to consistently increase the value of the Company.

§ 2

The resolution shall enter into force upon its adoption.

<input type="radio"/> In favour	<input type="radio"/> Against <input type="radio"/> Making an objection	<input type="radio"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2024
(place) (date)

(Proxy’s signature)

SHAREHOLDER'S INSTRUCTION FOR A PROXY:

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_____, _____ 2024
(place) (date)

(Shareholder's signature)

**Resolution No. .../2024
of the Extraordinary General Assembly
of Kredyt Inkaso S.A. of 4 September 2024**

on approving the completion of the strategic options review

§ 1

The Extraordinary General Assembly of the Company resolves to approve the completion of the strategic options review initiated pursuant to Resolution no. 20/2022 of the Ordinary General Assembly of the Company of 30 September 2022 to request the Management Board of the Company to initiate a strategic options review regarding the future of the Company. In the event that circumstances arise that are conducive to the Company's development, the General Assembly may in the future consider re-authorising the Company's Management Board to initiate a strategic options review.

§ 2

The resolution shall enter into force upon its adoption.

<input type="radio"/> In favour	<input type="radio"/> Against <input type="radio"/> Making an objection	<input type="radio"/> Abstain
Number of shares:	Number of shares:	Number of shares:

_____, _____ 2024
(place) (date)

(Proxy's signature)

SHAREHOLDER'S INSTRUCTION FOR A PROXY:

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_____, _____ 2024
(place) (date)

(Shareholder's signature)