

April 27, 2021

**From: WPEF VI Holding 5 B.V.**  
Brediusweg 31,  
1401 AB Bussum, The Netherlands

**To: KREDYT INKASO S.A.**  
ul. Domaniewska 39  
02-672 Warszawa

## **REQUEST FOR CONVENING AN EXTRAORDINARY GENERAL MEETING OF**

### **KREDYT INKASO S.A. WITH ITS REGISTERED OFFICE IN WARSAW (the "Request")**

Pursuant to Article 400 § 1 of the Polish Commercial Companies Code, acting on behalf of **WPEF VI Holding 5 B.V.**, a company organized and existing under the laws of the Netherlands, with its registered office at Brediusweg 31, 1401 AB Bussum, the Netherlands, registered with the Dutch Commercial Register (Handelsregister) under number 82031932 (the "**Shareholder**"), being a shareholder of Kredyt Inkaso S.A., with its registered office in Warsaw, registered in the National Court Register under KRS number 0000270672, with its business address at ul. Domaniewska 39, 02-672 Warsaw, Poland ("**KISA**", the "**Company**"), and holding shares representing over 1/20 of the share capital of KISA, we hereby request the Management Board of KISA to immediately convene an Extraordinary General Meeting of KISA ("**EGM**") and in any case no later than on 23 May 2021 and to put the following items on the agenda of the EGM:

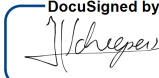
1. Opening of the EGM;
2. Election of the Chairperson of the EGM;
3. Acknowledgement of the correctness of convening the EGM and its capacity to adopt resolutions;
4. Adoption of resolutions on the dismissal of members of the Supervisory Board of KISA;
5. Adoption of resolutions on the appointment of members of the Supervisory Board of KISA;
6. Adoption of a resolution on the costs relating to convening and holding the EGM;
7. Closing of the EGM.

### **JUSTIFICATION**

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 1-3 and 7 of the proposed agenda are of a technical nature, while a resolution on item 7 must be adopted pursuant to Article 400 § 4 of the Polish Commercial Companies Code.

DocuSigned by:  
  
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**WPEF VI Holding 5 B.V.**

Represented by

WPEF VI Holdco V B.V.

Director

represented by:

WPEF VI Holding Coöperatief W.A.

Director

represented by:

Waterland Private Equity Investments B.V.

Director

Represented by:

Name:

Director

Schedule:

1. Draft resolutions
2. Excerpt from the security account confirming the transfer of the shares to the Shareholder

**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF KREDYT  
INKASO**

**Item 4 of the proposed agenda**

**RESOLUTION No. .../2021  
of the Extraordinary General Meeting  
of the company Kredyt Inkaso Spółka Akcyjna  
with its registered office in Warsaw  
dated [●] 2021  
on dismissal of a Member of the Supervisory Board**

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

§ 1

The Extraordinary General Meeting decides to dismiss [●] from the duties of a member of the Supervisory Board.

§ 2

The resolution shall enter into force upon its adoption.

**Item 5 of the proposed agenda**

**RESOLUTION No. .../2021  
of the Extraordinary General Meeting  
of the company Kredyt Inkaso Spółka Akcyjna  
with its registered office in Warsaw  
dated [●] 2021  
on appointment of a Member of the Supervisory Board**

Pursuant to Article 385 § 1 of the Polish Commercial Companies Code and Article 7, section 7, point 4 of the Articles of Association of the Company, the Extraordinary General Meeting of the Company resolves as follows:

§ 1

The Extraordinary General Meeting decides to appoint [●] as a member of the Supervisory Board with effect from [●].

§ 2

The resolution shall enter into force upon its adoption.

**Item 6 of the proposed agenda**

**RESOLUTION No. .../2021**

**of the Extraordinary General Meeting  
of the company Kredyt Inkaso Spółka Akcyjna  
with its registered office in Warsaw  
dated [●] 2021**

**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 Meeting of the Company resolves as follows:

§ 1

The Extraordinary General Meeting decides that the costs relating to the convening and holding of the Extraordinary General Meeting dated [●] 2021 shall be borne by the Company.

§ 2

The resolution shall enter into force upon its adoption.

## Cash account history

Client: WPEF VI Holding 5 B.V.  
 Account No.: 00-00-006004

Date from: 2021-04-21, to: 2021-04-21, cash account: 00-00-006004, type of accounting: finance

Exchange: , Currency:

### Funds at beginning of period:

No.	Exchange	Currency	Primary cash account balance	Locks for the transactions	Locks for the orders	Other locks	Margins (clearing)	Margins (brokerage house)	Total customer cash	Customer receivables	Brokerage commission
1			0	0	0	0	0	0	0	0	0

### Details:

No.	Exchange	Date of operation	Reference number	Description	Value of operation	Currency	Balance after operation
1					0		0

### Funds at end of period:

No.	Exchange	Currency	Primary cash account balance	Locks for the transactions	Locks for the orders	Other locks	Margins (clearing)	Margins (brokerage house)	Total customer cash	Customer receivables	Brokerage commission
1			0	0	0	0	0	0	0	0	0

Date from: 2021-04-21, to: 2021-04-21, cash account: 00-00-006004, type of accounting: quantity

### Balances of securities at beginning of period:

No.	Exchange	Securities code	Securities name	Securities type	Ordinary account	Locks for the orders	Other locks
1							

### Details:

No.	Exchange	Date of operations	Reference number	Isin	Description	Quantity - ordinary account	Balance of ordinary account	Quantity - account lock	Balance of account lock
1	XWAR	2021-04-21T18:05:04	VNK2021042100006	PLKRINK00014	Subscription and Share Premium Contribution Agreement (Kredyt Inkaso)	7 929 983	7 929 983	0	0

### Balances of securities at end of period:

No.	Exchange	Securities code	Securities name	Securities type	Ordinary account	Locks for the orders	Other locks
1	XWAR	PLKRINK00014	KREDYTIN	akcje	7929983	0,00	0,00