

**Polish Financial Supervision Authority**  
**Current Report No. 27/2025**

Prepared on: 30/05/2025

Subject:

Convening of the Ordinary General Meeting of BEST S.A.

Legal basis:

Article 56(1)(2) of the Offering Act – current and periodic disclosures

Report contents:

Acting pursuant to Article 395, Article 399 § 1, Article 402<sup>1</sup> and Article 402<sup>2</sup> of the Commercial Companies Code, and based on § 12 (1) of the Issuer's Statute, the Management Board of BEST S.A., with its registered office in Gdynia (Issuer), announces that it convenes the Ordinary General Meeting of BEST S.A. on 30 June 2025, 11:00. The Ordinary General Meeting will be held at the Issuer's registered office in Gdynia, ul. Łużycka 8A.

Annex 1 to this report contains the full Announcement of the convening of the Ordinary General Meeting.

Annex 2 to this report contains draft resolutions, including their substantiation, to be discussed at the Ordinary General Meeting.

Annex 3 to this report contains information on the total number of the Company's shares and votes vested with the shares on the announcement date, according to Article 402<sup>3</sup> of the Commercial Companies Code.

The remaining annexes to this current report contain the documentation being the object of discussion at the Ordinary General Meeting.

All information on the Ordinary General Meeting and full documentation to be presented during the OGM will be made available on BEST's website [www.best.com.pl](http://www.best.com.pl).

Attachments:

File	Description
001_Announcement of GSM convening ZWZ.pdf	Announcement of the convening of the Issuer's Ordinary GSM
002_OGSM draft resolutions.pdf	Draft resolutions of the Issuer's Ordinary GSM
003_Information on total number of shares.pdf	Information on the total number of shares of the Issuer and the number of votes vested with these shares
004_Supervisory Board assessment report 2024.pdf	Report of the Issuer's Supervisory Board on the assessment of the submitted documents
005_Supervisory Board report 2024.pdf	Supervisory Board report
006_Management Board proposal to adopt resolutions.pdf	Substantiated proposal of the Management Board concerning the adoption of the resolutions included in the agenda
007_Management Board proposal to distribute profit.pdf	Proposal of the Management Board to distribute the net profit

008_Management Board opinion on excluding pre-emptive right.pdf	The opinion of the Management Board to be annexed to Resolution no. 21 of the Ordinary GSM
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Best S.A. (full name of the issuer)	
BEST (abbreviated name of the issuer)	Other finance (fin) (sector as per GPW (Warsaw Stock Exchange) classification)
81-537 (postal code)	Gdynia (city/town)
Łużycka (street)	8A (number)
(0-58) 76 99 299 (phone)	(0-58) 76 99 226 (fax)
best@best.com.pl (e-mail)	www.best.com.pl (www)
585-00-11-412 Tax ID (NIP)	190400344 Statistical No. (REGON)

**SIGNATURES OF THE PERSONS REPRESENTING THE COMPANY:**

Date	Given name and surname	Position/Function	Signature
30/05/2025	Marek Kucner	Vice-President of the Management Board	
30/05/2025	Mariusz Gryglicki	Member of the Management Board	

**ANNOUNCEMENT  
OF THE CONVENING OF THE ORDINARY GENERAL MEETING OF  
BEST S.A.**

The Management Board of BEST Spółka Akcyjna, having its registered office in Gdynia, ul. Łużycka 8A, entered into the register of businesses maintained by the District Court Gdańsk-North in Gdańsk, 8<sup>th</sup> Commercial Department, under no. KRS 0000017158, with share capital amounting to PLN 28,480,549 (fully paid), hereinafter referred to as **BEST** or **Company**, acting pursuant to Article 395, Article 399 § 1, Article 402<sup>1</sup> and Article 402<sup>2</sup> of the Commercial Companies Code, and in connection with § 12(1) of BEST's Statute, hereby convenes the Ordinary General Meeting (hereinafter also referred to as the **General Meeting** or **GM**).

**1. DATE, PLACE AND TIME OF THE ORDINARY GENERAL MEETING AND A DETAILED AGENDA**

**1.1. Date, place and time**

**The Ordinary General Meeting shall be held on 30 June 2025, 11:00, in the Company's registered office in Gdynia, ul Łużycka 8A (3rd floor).**

**1.2. Agenda**

1. Opening of the meeting.
2. Appointment of the Chairman of the General Meeting.
3. Confirmation of correct convening of the General Meeting and its capacity to adopt resolutions.
4. Appointment of a Ballot-Counting Committee or entrusting the counting of votes to the Chairman of the General Meeting.
5. Adoption of the agenda.
6. Presentation by the Company's Management Board of the Company's financial statements for 2024 and the consolidated financial statements of BEST S.A. Capital Group for 2024, the management report of BEST S.A. Capital Group and of BEST S.A. for 2024, and the Management Board's proposal to distribute the net profit earned by the Company in 2024 and their examination.
7. Submission by the Supervisory Board of a written report on the assessment of:
  - a) the Company's financial statements for 2024,
  - b) consolidated financial statements of BEST S.A. Capital Group for 2024,
  - c) management report of the Capital Group and of BEST S.A. for 2024,
  - d) proposal of the Management Board on the distribution of the Company's net profit for 2024.
8. Presentation by the Supervisory Board of the Supervisory Board Report for 2024.
9. Adoption of a resolution on approving the Company's financial statements for 2024.
10. Adoption of a resolution on approving the consolidated financial statements of BEST S.A. Capital Group for 2024.
11. Adoption of a resolution on approving the management report of the Capital Group and of BEST S.A. for 2024.
12. Adoption of a resolution on approving the report of the Supervisory Board of BEST S.A. for 2024.

13. Adoption of a resolution on the distribution of the Company's net profit earned in FY 2024.
14. Adoption of resolutions on acknowledging the fulfilment of duties by members of the Company's corporate bodies in 2024.
15. Adoption of a resolution on expressing an opinion on the Remuneration Report for FY 2024.
16. Adoption of a resolution on establishing and determining the terms of the Company's Incentive Programme for the Members of the Company's Management Board, and on adopting the Rules of the Incentive (Share-based) Programme.
17. Adoption of a resolution on the establishment and determination of the rules of the Company's Incentive Programme for key persons involved in the process of operational integration as part of the merger of BEST S.A. with Kredyt Inkaso S.A., including employees of companies belonging to the BEST Capital Group, and adoption of the Rules of the Incentive (Share-Based) Programme.
18. Adoption of a resolution on amending the Company's Statute with respect to authorising the Company's Management Board to increase the share capital within the limits of the authorised capital, excluding the pre-emptive right of the existing shareholders.
19. Adoption of a resolution on amending resolution no. 23 of the Ordinary General Meeting of BEST S.A. of 29 June 2022 on (i) the issue of series D subscription warrants vested with the right to acquire series H shares, (ii) the conditional increase of the share capital, (iii) the exclusion of the pre-emptive right to series D subscription warrants and to series H shares, (iv) the authorisation of the Company's bodies, and (v) on amending the Company's Statute by way of a conditional increase of its share capital.
20. Adoption of a resolution on amending the Company's Statute.
21. Adoption of a resolution on drawing up a complete text of the Company's Statute.
22. Adoption of a resolution on updating the Remuneration Policy for Members of the Management Board and the Supervisory Board of BEST S.A.
23. Any other business.
24. Closing of the session.

## **2. ELECTRONIC COMMUNICATION BETWEEN SHAREHOLDERS AND THE COMPANY**

When using electronic means of communication with BEST, shareholders must use only the specified e-mail address intended for communication ([wza@best.com.pl](mailto:wza@best.com.pl)), or otherwise any correspondence shall be considered not to have been delivered. The risk of disclosure of data to unauthorised persons in connection with a shareholder's use of the means of electronic communication with the Company is borne by the shareholder.

If a shareholder, using means of electronic communication, sends to BEST documents whose original counterparts have been prepared in a language other than Polish, a Polish translation of such documents done by a certified translator must be enclosed.

All documents exchanged between a shareholder and BEST using means of electronic communication must be scanned to a PDF file.

When in doubt, BEST may request original documents.

### **3. SHAREHOLDER'S RIGHT TO REQUEST THAT SPECIFIC ISSUES BE INCLUDED IN THE GM'S AGENDA**

A shareholder or shareholders of BEST representing at least one-twentieth of BEST's share capital may request that specific issues be included in the agenda of the General Meeting. The request must be submitted to BEST's Management Board not later than twenty-one days before the scheduled date of the GM, i.e. by 9 June 2025.

The request to include specific issues in the GM's agenda must include a justification or a draft resolution concerning the proposed item to be included in the agenda. The request is to be submitted in writing to the address ul. Łużycka 8A, 81-537 Gdynia, or in electronic form, according to the rules described in item 2 above.

Together with a request submitted in electronic or written form, the shareholder must enclose any documents and information which allow them to be identified as a shareholder entitled to make such a request as well as any information which identifies and confirms the powers of any persons who represent or act on behalf of the shareholder, as referred to in section 6.2 below.

Without undue delay, not later than eighteen days prior to the scheduled date of the General Meeting, the Management Board will announce any changes to the agenda which have been introduced at the request of shareholders. The new agenda will be announced in the manner appropriate for convening a General Meeting.

### **4. SHAREHOLDER'S RIGHT TO PROPOSE DRAFT RESOLUTIONS CONCERNING ISSUES WHICH HAVE BEEN INCLUDED OR ARE TO BE INCLUDED IN THE AGENDA PRIOR TO THE SCHEDULED DATE OF THE GENERAL MEETING**

Before the date of the General Meeting, a shareholder or shareholders of BEST representing at least one-twentieth of BEST's share capital may submit to BEST in writing (to the address: ul. Łużycka 8A, 81-537 Gdynia) or in electronic form, according to the rules described in section 2 before, draft resolutions regarding items which have been introduced or are to be introduced to the agenda of the General Meeting.

Together with a request submitted in electronic or written form, the shareholder must enclose any documents and information which allow them to be identified as a shareholder entitled to propose draft resolutions as well as any information which identifies and confirms the powers of any persons who represent or act on behalf of the shareholder, as referred to in section 6.2 below.

BEST will promptly publish the draft resolutions on its website.

## **5. SHAREHOLDER'S RIGHT TO PROPOSE DRAFT RESOLUTIONS CONCERNING ISSUES INCLUDED IN THE AGENDA DURING THE GENERAL MEETING**

Every BEST shareholder entitled to attend the General Meeting may, during the General Meeting, propose draft resolutions on the items on the agenda.

## **6. PROCEDURE FOR EXERCISING THE VOTING RIGHT THROUGH AN ATTORNEY, IN PARTICULAR VOTING FORMS TO BE USED BY ATTORNEYS, AND PROCEDURE FOR NOTIFYING BEST, USING MEANS OF ELECTRONIC COMMUNICATION, OF THE APPOINTMENT OF AN ATTORNEY**

A shareholder of BEST may attend the General Meeting and exercise the right to vote in person or through an attorney.

The power of attorney to attend the General Meeting and exercise the right to vote is to be granted in writing or electronically.

Due to technical reasons, the forms allowing the exercise of the voting right through an attorney could not be provided on the website [www.best.com.pl](http://www.best.com.pl). To obtain the forms, shareholders can contact BEST in writing (address: ul. Łużycka 8A, 81-537 Gdynia) or in electronic form ([wza@best.com.pl](mailto:wza@best.com.pl)) and specify an address for deliveries. BEST will send the forms by post free of charge. It is not mandatory to use the form. The form contains information on the exercise of the voting right through an attorney, but it does not supersede a power of attorney granted by a shareholder. BEST will not verify whether any attorneys exercise the voting right as instructed by their principals.

### **6.1. Power of attorney in writing**

If a shareholder has granted a power of attorney in writing, when an attendance list of persons entitled to participate in the General Meeting is prepared, the attorney must present the following documents (unless they have already been provided to BEST):

- a) the original document of the power of attorney,
- b) a copy from the register in which the shareholder is entered or another document confirming the power to act on behalf of the shareholder, and
- c) a document allowing the attorney's identity to be verified.

If any of the above documents has been prepared in a language other than Polish or English, the attorney must provide a Polish translation done by a certified translator.

### **6.2. Procedure for notifying BEST of a power of attorney using means of electronic communication**

In order to notify BEST about a power of attorney in electronic form, shareholders must use the e-mail address: [wza@best.com.pl](mailto:wza@best.com.pl). The notification of a power of attorney sent to BEST must include the shareholder's and the attorney's phone number and e-mail address for BEST to be able to contact the shareholder and the attorney. It must also include the scope of the power of attorney, i.e. the number of shares under which the voting right is to be exercised and the date of the General Meeting during which that right will be exercised.

In addition to the notification of the power of attorney in electronic form, the shareholder must send to BEST a scanned copy of a signed power of attorney.

If the shareholder granting a power of attorney is not a natural person, the following must be sent to BEST:

- a) a scanned copy from the register in which the shareholder is entered, or
- b) a scanned copy of another document confirming the attorney's power to act on behalf of the shareholder.

If the power of attorney has been granted to a party other than a natural person, the following must be additionally sent to BEST:

- a) a scanned copy from the register in which the attorney is entered, or
- b) a scanned copy of another document confirming the power of any persons who act on behalf of the attorney.

If any of the above documents has been prepared in a language other than Polish, the shareholder must provide a scanned copy of a Polish translation done by a certified translator.

The above rules shall apply accordingly to notifying BEST in electronic form about the revocation of a power of attorney.

The notification about granting or revoking a power of attorney in electronic form must be made by 29 June 2025, 12:00.

The above rules shall not relieve an attorney from the obligation to present their identification documents when the General Meeting's attendance list is prepared.

### **6.3. Verifying validity of a power of attorney, and identifying shareholders and attorneys**

In order to verify whether a power of attorney granted in electronic form is valid and to verify the identity of BEST's shareholders and their attorneys, BEST may use the phone number provided by a shareholder according to section 6.2 or send an e-mail to verify whether the shareholder has granted a power of attorney in electronic form. BEST may contact both the shareholder and their attorney.

BEST S.A. may take appropriate and adequate steps to identify a shareholder and an attorney in order to verify the validity of a power of attorney granted in electronic form.

A notification about granting or revoking a power of attorney in electronic form which does not meet the requirements described in section 6.2 shall be considered by BEST to be null and void.

Shareholders are allowed to participate in the General Meeting once they have presented a document of identity, and attorneys are allowed to participate once they have presented a document of identity and a power of attorney granted in writing or in electronic form (the attorney must present a printout of the power of attorney). Representatives of legal persons or organisational units without a legal personality must additionally present valid copies from the respective registers, listing persons authorised to represent such parties.

The provisions of section 6 and of sections 6.1-6.3 shall apply accordingly to granting further powers of attorney, as referred to in Article 412 § 4 of the Commercial Companies Code.

## **7. POSSIBILITIES AND PROCEDURES FOR PARTICIPATING IN THE GENERAL MEETING BY MEANS OF ELECTRONIC COMMUNICATION**

BEST does not plan to allow participation in the General Meeting by means of electronic communication.

## **8. PROCEDURE FOR EXPRESSING OPINIONS AT THE GENERAL MEETING BY MEANS OF ELECTRONIC COMMUNICATION**

BEST does not plan to allow the expression of opinions during the General Meeting by means of electronic communication.

## **9. PROCEDURE FOR EXERCISING VOTING RIGHTS BY MAIL OR BY MEANS OF ELECTRONIC COMMUNICATION**

BEST does not plan to allow the exercise of voting rights by mail or by means of electronic communication.

## **10. RECORD DATE OF PARTICIPATION IN THE GENERAL MEETING**

Pursuant to Article 406<sup>1</sup> of the Commercial Companies Code, the date of registration of participation in the General Meeting is 14 June 2025 (hereinafter referred to as the **Record Date**), which is 16 days prior to the date of the GM.

## **11. INFORMATION ABOUT THE RIGHT TO PARTICIPATE IN THE ORDINARY GENERAL MEETING**

The right to participate in the GM is reserved for persons who:



- a) are BEST's shareholders on the Record Date, i.e. BEST's shares are recorded on their securities accounts, and
- b) between the date of this announcement of the convening of the GM and 16 June 2025 (the first weekday after the Record Date), request entities which maintain their securities accounts to issue personal certificates confirming their right to participate in the General Meeting.

It is recommended that the shareholders collect the above certificate confirming their right to participate and take it with them to the General Meeting.

## **12. LIST OF SHAREHOLDERS**

Based on a list provided to it by the National Depository for Securities (KDPW) and created based on personal certificates confirming the right to participate issued by the entities keeping the securities accounts, BEST will draw up a list of shareholders authorised to participate in the GM.

The list of shareholders authorised to attend the GM will be made available at BEST's registered office in Gdynia, ul. Łużycka 8A, during 3 weekdays prior to the GM, between 9:00 and 15:00.

A shareholder of BEST may request that the list of shareholders authorised to participate in the GM is sent to him/her by e-mail, free of charge, indicating his/her e-mail address to which the list should be sent. The request must be sent to BEST's e-mail address specified in section 2 of this announcement.

A shareholder of BEST has a right to demand copies of motions regarding issues included in the meeting's agenda, within one week before the GM.

## **13. INFORMATION ON SHAREHOLDERS' RIGHT TO ASK QUESTIONS REGARDING MATTERS ON THE AGENDA OF THE GENERAL MEETING**

BEST's shareholders attending the General Meeting have the right to ask questions regarding matters on the agenda of the General Meeting and participate in discussions in accordance with the Rules of the General Meeting of BEST S.A.

## **14. ACCESS TO DOCUMENTATION**

The full text of the documents to be presented at the GM and draft resolutions will be published on BEST's website ([www.best.com.pl](http://www.best.com.pl)) (tab: Investor; General Meeting) beginning on the day of the convening of the EGM, and will also be available at the address: ul. Łużycka 8A, Gdynia.

Any comments from the Management Board or Supervisory Board concerning the items introduced to the agenda of the General Meeting or items that are to be introduced to the agenda before the date of the

General Meeting will be made available on BEST's website and at ul. Łużycka 8A, Gdynia, immediately after they have been prepared.

#### **15. BEST'S WEBSITE CONTAINING INFORMATION ABOUT THE GENERAL MEETING**

All information about the General Meeting will be published on BEST's website [www.best.com.pl](http://www.best.com.pl) (tab: Investor; General Meeting).

DRAFT RESOLUTIONS FOR THE ORDINARY GENERAL MEETING OF BEST S.A.  
CONVENED TO BE HELD ON 30 June 2025

DRAFT RESOLUTION CONCERNING ITEM 2 OF THE AGENDA:

**Resolution no. 1  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025  
on the appointment of the Chairman of the General Meeting**

The Ordinary General Meeting, acting pursuant to Article 409 § 1 and Article 420 § 2 of the Commercial Companies Code, and § 9 of the Rules of the General Meeting of BEST S.A., resolves as follows:

**§ 1.**

The Ordinary General Meeting of BEST S.A. decides to appoint Mr/Ms  as Chairman of the Company's Ordinary General Meeting.

**§ 2.**

The resolution comes to force upon its adoption.

DRAFT RESOLUTION CONCERNING ITEM 4 OF THE AGENDA:

**Resolution no. 2  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025  
on appointing members to the Ballot-Counting Committee**

The Ordinary General Meeting, acting pursuant to § 14(1)(b) of the Rules of the General Meeting of BEST S.A., resolves as follows:

**§ 1.**

The Ordinary General Meeting of BEST S.A. appoints the following individuals as members of the Ballot-Counting Committee:

- 1) ☐;
- 2) ☐;
- 3) ☐.

**§ 2.**

The resolution comes to force upon its adoption.

*or*

**Resolution no. 2  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025  
on entrusting the counting of votes to the Chairman of the General Meeting**

**§ 1.**

Acting based on §15 (2) of the Rules of the General Meeting of BEST S.A. and with the consent of all shareholders present at the meeting, the Ordinary General Meeting waives the appointment of a ballot-counting committee and entrusts the counting of the votes cast to the Chairman of the General Meeting.

**§ 2.**

The resolution comes to force upon its adoption.

DRAFT RESOLUTION CONCERNING ITEM 5 OF THE AGENDA:

**Resolution no. 3  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025  
on adopting the agenda**

The Ordinary General Meeting resolves as follows:

**§ 1.**

The Ordinary General Meeting decides to adopt the following agenda:

1. Opening of the meeting.
2. Appointment of the Chairman of the General Meeting.
3. Confirmation of correct convening of the General Meeting and its capacity to adopt resolutions.
4. Appointment of a Ballot-Counting Committee or entrusting the counting of votes to the Chairman of the General Meeting.
5. Adoption of the agenda.
6. Presentation by the Company's Management Board of the Company's financial statements for 2024 and the consolidated financial statements of BEST S.A. Capital Group for 2024, the management report of BEST S.A. Capital Group and of BEST S.A. for 2024, and the Management Board's proposal to distribute the net profit earned by the Company in 2024 and their examination.
7. Submission by the Supervisory Board of a written report on the assessment of:
  - a) the Company's financial statements for 2024,
  - b) consolidated financial statements of BEST S.A. Capital Group for 2024,
  - c) management report of the Capital Group and of BEST S.A. for 2024,
  - d) proposal of the Management Board on the distribution of the Company's net profit for 2024.
8. Presentation by the Supervisory Board of the Supervisory Board Report for 2024.
9. Adoption of a resolution on approving the Company's financial statements for 2024.
10. Adoption of a resolution on approving the consolidated financial statements of BEST S.A. Capital Group for 2024.
11. Adoption of a resolution on approving the management report of the Capital Group and of BEST S.A. for 2024.
12. Adoption of a resolution on approving the report of the Supervisory Board of BEST S.A. for 2024.
13. Adoption of a resolution on the distribution of the Company's net profit earned in FY 2024.
14. Adoption of resolutions on acknowledging the fulfilment of duties by members of the Company's corporate bodies in 2024.
15. Adoption of a resolution on expressing an opinion on the Remuneration Report for FY 2024.
16. Adoption of a resolution on establishing and determining the terms of the Company's Incentive Programme for the Members of the Company's Management Board, and on adopting the Rules of the Incentive (Share-based) Programme.

17. Adoption of a resolution on the establishment and determination of the rules of the Company's Incentive Programme for key persons involved in the process of operational integration as part of the merger of BEST S.A. with Kredyt Inkaso S.A., including employees of companies belonging to the BEST Capital Group, and adoption of the Rules of the Incentive (Share-Based) Programme.
18. Adoption of a resolution on amending the Company's Statute with respect to authorising the Company's Management Board to increase the share capital within the limits of the authorised capital, excluding the pre-emptive right of the existing shareholders.
19. Adoption of a resolution on amending resolution no. 23 of the Ordinary General Meeting of BEST S.A. of 29 June 2022 on (i) the issue of series D subscription warrants vested with the right to acquire series H shares, (ii) the conditional increase of the share capital, (iii) the exclusion of the pre-emptive right to series D subscription warrants and to series H shares, (iv) the authorisation of the Company's bodies, and (v) on amending the Company's Statute by way of a conditional increase of its share capital.
20. Adoption of a resolution on amending the Company's Statute.
21. Adoption of a resolution on drawing up a complete text of the Company's Statute.
22. Adoption of a resolution on updating the Remuneration Policy for Members of the Management Board and the Supervisory Board of BEST S.A.
23. Any other business.
24. Closing of the session.

## **§ 2.**

The resolution comes to force upon its adoption.

DRAFT RESOLUTION CONCERNING ITEM 9 OF THE AGENDA:

**Resolution no. 4  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025  
on approving the Company's financial statements for FY 2024**

Pursuant to Article 393(1), Article 395 § 2(1) of the Commercial Companies Code and § 13(1)(1) of the Statute of BEST S.A., having examined the financial statements of BEST S.A. for FY 2024 presented by the Management Board, the results of the audit of the financial statements of BEST S.A. for FY 2024 by the statutory auditor and the Supervisory Board's assessment of the financial statements of BEST S.A. for FY 2024:

**§ 1.**

The Ordinary General Meeting of BEST S.A. approves the financial statements of BEST S.A. for FY 2024, as verified by the statutory auditor, including the following:

- 1) separate statement of financial position as of 31 December 2024, presenting total assets, equity and liabilities of PLN 1,442,373 thousand (in words: one billion, four hundred and forty-two million, three hundred and seventy-three thousand zlotys);
- 2) separate statement of comprehensive income for the 12-month period ended 31 December 2024, showing a net profit of PLN 102,729 thousand (in words: one hundred and two million, seven hundred and twenty-nine thousand zlotys) and a net comprehensive income of PLN 144,880 thousand (in words: one hundred and forty-four million, eight hundred and eighty thousand zlotys);
- 3) separate statement of changes in equity for the 12-month period ended 31 December 2024, presenting an increase in equity of PLN 147,981 thousand (in words: one hundred and forty-seven million nine hundred and eighty-one thousand zlotys);
- 4) separate cash flow statement for the 12-month period ended 31 December 2024, presenting a positive net cash flow of PLN 30,625 thousand (in words: thirty million six hundred and twenty-five thousand zlotys);
- 5) the notes.

**§ 2.**

The resolution comes to force upon its adoption.



DRAFT RESOLUTION CONCERNING ITEM 10 OF THE AGENDA:

**Resolution no. 5  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025  
on approval of the consolidated financial statements of BEST S.A. Capital Group for 2024**

Pursuant to Article 395 § 5 of the Commercial Companies Code and § 13(1)(1) of the Statute of BEST S.A., having examined the consolidated financial statements of BEST S.A. Capital Group for FY 2024 presented by the Management Board, the results of the audit of the consolidated financial statements of BEST S.A. Capital Group for FY 2024 by the statutory auditor and the Supervisory Board's assessment of the consolidated financial statements of BEST S.A. Capital Group:

**§ 1.**

The Ordinary General Meeting of BEST S.A. approves the consolidated financial statements of BEST S.A. Capital Group for FY 2024, as verified by the statutory auditor, including the following:

- 1) consolidated statement of financial position as of 31 December 2024, showing total assets, equity and liabilities of PLN 1,856,809 thousand (in words: one billion, eight hundred and fifty-six million, eight hundred and nine thousand zlotys);
- 2) consolidated statement of comprehensive income for the 12-month period ended 31 December 2024, showing a net profit of PLN 103,269 thousand (in words: one hundred and three million, two hundred and sixty-nine thousand zlotys) and a net comprehensive income of PLN 145,420 thousand (in words: one hundred and forty-five million, four hundred and twenty thousand zlotys);
- 3) consolidated statement of changes in equity for the 12-month period ended 31 December 2024, presenting an increase in equity of PLN 147,777 thousand (in words: one hundred and forty-seven million seven hundred and seventy-seven thousand zlotys);
- 4) consolidated cash flow statement for the 12-month period ended 31 December 2024, presenting a positive net cash flow of PLN 17,445 thousand (in words: seventeen million four hundred and forty-five thousand zlotys);
- 5) the notes.

**§ 2.**

The resolution comes to force upon its adoption.

DRAFT RESOLUTION CONCERNING ITEM 11 OF THE AGENDA:

**Resolution no. 6  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025  
on approving the management report  
of the Capital Group and of BEST S.A. for 2024**

Pursuant to Article 395 § 2(1) of the Commercial Companies Code and § 13(1)(1) of the Statute of BEST S.A., having read the Management Report of the Capital Group and of BEST S.A. for 2024:

**§ 1.**

The Ordinary General Meeting of BEST S.A. approves the management report of BEST S.A. and its Capital Group for 2024.

**§ 2.**

The resolution comes to force upon its adoption.

DRAFT RESOLUTION CONCERNING ITEM 12 OF THE AGENDA:

**Resolution no. 7  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025  
on approving the report of the Supervisory Board of BEST S.A. for 2024**

Having read the report of the Supervisory Board of BEST S.A. for 2024:

**§ 1.**

The Ordinary General Meeting of BEST S.A. approves the Supervisory Board report for 2024.

**§ 2.**

The resolution comes to force upon its adoption.

DRAFT RESOLUTIONS CONCERNING ITEM 13 OF THE AGENDA:

**Resolution no. 8  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025  
on the distribution of the Company's net profit earned in FY 2024**

Pursuant to Article 395 § 2(2) of the Commercial Companies Code and § 13(1)(2) of the Statute of BEST S.A.:

**§ 1.**

The Ordinary General Meeting of BEST S.A. resolves to allocate the net profit generated by the Company for 2024 in the amount of PLN 102,728,724.28 (one hundred and two million seven hundred and twenty-eight thousand seven hundred and twenty-four zlotys 28/100) in its entirety to the supplementary capital of BEST S.A.

**§ 2.**

The resolution comes to force upon its adoption.

DRAFT RESOLUTIONS CONCERNING ITEM 14 OF THE AGENDA:

**Resolution no. 9  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025  
on acknowledging the fulfilment of duties by the President of the Company's Management Board**

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, and § 13(1)(3) of the Statute of BEST S.A.:

**§ 1.**

The Ordinary General Meeting of BEST S.A. acknowledges the fulfilment of duties by Krzysztof Borusowski, President of the Management Board of BEST S.A., in the period from 01/01/2024 to 31/12/2024.

**§ 2.**

The resolution comes to force upon its adoption.

**Resolution no. 10**  
**of the Ordinary General Meeting of BEST S.A.**  
**of 30 June 2025**  
**on acknowledging the fulfilment of duties by the Vice-President of the Company's Management Board**

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, and § 13(1)(3) of the Statute of BEST S.A.:

**§ 1.**

The Ordinary General Meeting of BEST S.A. acknowledges the fulfilment of duties by Marek Kucner, Vice-President of the Management Board of BEST S.A., in the period from 01/01/2024 to 31/12/2024.

**§ 2.**

The resolution comes to force upon its adoption.

**Resolution no. 11**  
**of the Ordinary General Meeting of BEST S.A.**  
**of 30 June 2025**  
**on acknowledging the fulfilment of duties by a Member of the Company's Management Board**

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, and § 13(1)(3) of the Statute of BEST S.A.:

**§ 1.**

The Ordinary General Meeting of BEST S.A. acknowledges the fulfilment of duties by Maciej Bardan, Member of the Management Board of BEST S.A., in the period from 01/01/2024 to 31/10/2024.

**§ 2.**

The resolution comes to force upon its adoption.

**Resolution no. 12**  
**of the Ordinary General Meeting of BEST S.A.**  
**of 30 June 2025**  
**on acknowledging the fulfilment of duties by the Chairman of the Company's Supervisory Board**

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, and § 13(1)(3) of the Statute of BEST S.A.:

**§ 1.**

The Ordinary General Meeting of BEST S.A. acknowledges the fulfilment of duties by Dariusz Filar, Chairman of the Supervisory Board of BEST S.A., in the period from 01/01/2024 to 31/12/2024.

**§ 2.**

The resolution comes to force upon its adoption.



**Resolution no. 13**  
**of the Ordinary General Meeting of BEST S.A.**  
**of 30 June 2025**  
**on acknowledging the fulfilment of duties by the Vice-Chairman of the Company's Supervisory Board**

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, and § 13(1)(3) of the Statute of BEST S.A.:

**§ 1.**

The Ordinary General Meeting of BEST S.A. acknowledges the fulfilment of duties by prof. Leszek Pawłowicz, Vice-Chairman of the Supervisory Board of BEST S.A., in the period from 01/01/2024 to 31/12/2024.

**§ 2.**

The resolution comes to force upon its adoption.

**Resolution no. 14**  
**of the Ordinary General Meeting of BEST S.A.**  
**of 30 June 2025**  
**on acknowledging the fulfilment of duties by a Member of the Company's Supervisory Board**

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, and § 13(1)(3) of the Statute of BEST S.A.:

**§ 1.**

The Ordinary General Meeting of BEST S.A. acknowledges the fulfilment of duties by Mirosław Gronicki, Member of the Supervisory Board of BEST S.A., in the period from 01/01/2024 to 31/12/2024.

**§ 2.**

The resolution comes to force upon its adoption.

**Resolution no. 15**  
**of the Ordinary General Meeting of BEST S.A.**  
**of 30 June 2025**  
**on acknowledging the fulfilment of duties by a Member of the Company's Supervisory Board**

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, and § 13(1)(3) of the Statute of BEST S.A.:

**§ 1.**

The Ordinary General Meeting of BEST S.A. acknowledges the fulfilment of duties by Wacław Nitka, Member of the Supervisory Board of BEST S.A., in the period from 01/01/2024 to 31/12/2024.

**§ 2.**

The resolution comes to force upon its adoption.

**Resolution no. 16  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025  
on acknowledging the fulfilment of duties by a Member of the Company's Supervisory Board**

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, and § 13(1)(3) of the Statute of BEST S.A.:

**§ 1.**

The Ordinary General Meeting of BEST S.A. acknowledges the fulfilment of duties by Maciej Matusiak, Member of the Supervisory Board of BEST S.A., in the period from 01/01/2024 to 31/12/2024.

**§ 2.**

The resolution comes to force upon its adoption.

**Resolution no. 17**  
**of the Ordinary General Meeting of BEST S.A.**  
**of 30 June 2025**  
**on acknowledging the fulfilment of duties by a Member of the Company's Supervisory Board**

Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, and § 13(1)(3) of the Statute of BEST S.A.:

**§ 1.**

The Ordinary General Meeting of BEST S.A. acknowledges the fulfilment of duties by Eva Sudol, Member of the Supervisory Board of BEST S.A., in the period from 01/01/2024 to 31/12/2024.

**§ 2.**

The resolution comes to force upon its adoption.

DRAFT RESOLUTION CONCERNING ITEM 15 OF THE AGENDA:

**Resolution no. 18  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025  
on expressing an opinion on the Remuneration Report for the financial year 2024**

Pursuant to Article 395 §2<sup>1</sup> of the Commercial Companies Code, in connection with Article 90g(6) of the Act on public offering, terms of introducing financial instruments to organised trading and on public companies, following the examination of the statutory auditor's assessment:

**§ 1.**

The Ordinary General Meeting of BEST S.A. expresses a positive opinion on the Remuneration Report for FY 2024 adopted by the Supervisory Board of BEST S.A., which is annexed to this resolution.

**§ 2.**

The resolution comes to force upon its adoption.

DRAFT RESOLUTION CONCERNING ITEM 16 OF THE AGENDA:

**Resolution no. 19  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025**

**on establishing and determining the terms of the Company's Incentive Programme for the Members of  
the Company's Management Board, and on adopting the Rules of the Incentive (Share-based)  
Programme**

**§ 1.**

**Goals and motives for adopting the Incentive Programme**

Considering that the Management Board of BEST S.A. (the '**Company**') has a significant influence on the Company's business activity and its development prospects, and aiming to introduce effective mechanisms motivating the Management Board members to undertake actions aimed at ensuring a long-term growth of the Company's value, the Ordinary General Meeting establishes an incentive programme (the '**Programme**' or the '**Incentive Programme**') for the Management Board of the Company.

**§ 2.**

**Incentive Programme**

1. The Programme participants who fulfil the conditions set out herein shall be entitled to take up a total of up to 235,000 (in words: two hundred and thirty-five thousand) ordinary consecutive series shares in the Company's share capital ('**New Shares**').
2. The New Shares shall be issued as part of a share capital increase within the limits of the authorised capital, and the pre-emptive right of existing shareholders shall be excluded.
3. The entitlement to the New Shares shall be contingent upon the fulfilment, for the financial year in which the Incentive Programme is implemented, of the condition consisting in the achievement of the KPI as indicated in the Programme Rules, the level of which shall be determined by the Supervisory Board of the Company in separate resolutions.

**§ 3.**

**Programme Participants**

1. Persons entitled to participate in the Incentive Programme are members of the Company's Management Board who hold a position in the Management Board of the Company in the Programme Period, and to whom the Supervisory Board proposes participation in the Incentive Programme ('**Participants**').
2. The offer to the Participants to subscribe for the New Shares offered by way of private placement shall constitute a public offering of securities within the meaning of Article 2(d) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, which does not require a prospectus to be made available pursuant

to Article 1(4)(b) of said Regulation nor does it require the preparation of an information memorandum or other information documents.

#### **§ 4.**

##### **Implementation of the Incentive Programme**

1. During the Programme, eligible participants can acquire the right to subscribe for up to a total of 235,000 (in words: two hundred and thirty-five thousand) New Shares.
2. The Programme shall be implemented in the financial years 2025-2027.
3. The entitlement of the Participants to acquire New Shares shall be granted after the end of each Financial Year of the Programme, within 7 (seven) days after the Supervisory Board of the Company evaluates the Consolidated Financial Statements for each year audited by a statutory auditor, based on a resolution of the Supervisory Board.
4. The New Shares shall be offered for subscription to eligible individuals at an issue price of PLN 1 (in words: one zloty).

#### **§ 5.**

##### **Adoption of the Rules of the Incentive Programme**

1. The Company's Ordinary General Meeting adopts the Rules of the Incentive (Share-based) Programme, worded as per Annex 1 to this resolution.
2. Capitalized terms not defined in this resolution have the meaning given to them in the Rules of the Incentive (Share-Based) Programme attached as Annex 1 to this resolution.

#### **§ 6.**

##### **Authorisation of the Supervisory Board and the Management Board**

1. The Supervisory Board is authorised to adopt any and all resolutions referred to in the Rules of the Incentive (Share-based) Programme, which forms Annex 1 to this resolution.
2. The Company's Management Board is authorised to perform all factual and legal actions in connection with implementing this resolution and the Incentive Programme which are not reserved for the Supervisory Board.

#### **§ 7.**

The resolution comes to force upon its adoption.



*Annex 1 to Resolution no. 19 of the Ordinary General Shareholders' Meeting of BEST S.A. of 30 June 2025 on establishing and determining the terms of the Company's Incentive Programme for the Members of the Company's Management Board, and on adopting the Rules of the Incentive (Share-based) Programme*

**RULES OF THE INCENTIVE (SHARE-BASED) PROGRAMME FOR THE MEMBERS OF THE MANAGEMENT BOARD OF BEST S.A.**

**FOR THE FINANCIAL YEARS 2025-2027**

The Rules define the terms and conditions on which members of the Company's Management Board can acquire rights to subscribe for shares and shares in the Company's increased share capital, as set out below.

**DEFINITIONS**

For the purposes of the Rules of the Incentive Programme, all capitalised terms have the meanings ascribed to them below:

<b>Shares</b>	means the subsequent series of shares to be issued by BEST in connection with implementing the Programme by way of a share capital increase within the authorised capital;
<b>BEST or Company</b>	means BEST S.A., having its registered office in Gdynia, KRS no. 0000017158;
<b>Issue Price/Price</b>	PLN 1 (in words: one zloty);
<b>Reference Date</b>	means 31 December of each Programme Financial Year;
<b>Vesting Date</b>	means the date referred to in IV(1) of the Rules;
<b>Group</b>	means the capital group consisting of BEST as the parent company and its subsidiaries, within the meaning of the accounting standards applicable to the Company;
<b>KPI</b>	means collections per FTE (Full Time Employment), calculated according to the formula in III.2 of the Rules;

<b>Maximum Share Pool</b>	means the maximum number of Shares to be awarded to the Programme Participants, i.e. up to 235,000 Shares;
<b>Programme Period</b>	the financial years 2025-2027;
<b>Incentive Programme/Programme</b>	means the incentive programme for members of the Management Board of BEST S.A., established and implemented based on Resolution no. 19 of the Ordinary General Shareholders' Meeting of BEST S.A. of 30/06/2025 on establishing and determining the terms of the Company's Incentive Programme for the Members of the Company's Management Board, and on adopting the Rules of the Incentive (Share-Based) Programme;
<b>Programme Financial Year</b>	means a financial year in the Programme Period, i.e. 2025, 2026 or 2027;
<b>Supervisory Board</b>	means the Supervisory Board of BEST;
<b>Rules</b>	means these Rules of the Incentive Programme;
<b>Professional Relationship</b>	means a legal relationship under which an Incentive Programme Participant holds a function in the Company's Management Board (including, but not limited to, appointment, employment contract, contract of commission, contract for specific work, etc.);
<b>Consolidated Financial Statements</b>	means the consolidated interim (annual) report prepared by the Issuer and published in accordance with Article 56(1)(2) of the Act of 29 July 2005 on public offering, terms of introducing financial instruments to organised trading and on public companies (Journal of Laws No. 184, item 1539, as amended);
<b>Resolution</b>	Resolution no. 19 of the Ordinary General Shareholders' Meeting of BEST S.A. of 30/06/2025 on establishing and determining the terms of the Company's Incentive Programme for the Members of the Company's Management Board, and on adopting the Rules of the Incentive (Share-Based) Programme;

<b>Participant(s)</b>	means any Participant or Participants of the Incentive Programme;
<b>Eligible Individual</b>	means an Incentive Programme Participant in respect of whom, as of the Vesting Date, there are no grounds for denying them the right to be allotted the Shares awarded to them under the Incentive Programme.

## **I. PURPOSE, PARTICIPANTS AND TERMS OF THE INCENTIVE PROGRAMME**

1. The purpose of the Incentive Programme is to provide additional mechanisms motivating members of the Company's Management Board to effectively manage the Company, take actions promoting a long-term value growth of the Company, its stable development and a long-term relationship between members of the Management Board and the Company, as well as to create a link between the remuneration of members of the Company's Management Board and the Company's financial performance achieved thanks to the actions of members of the Management Board.
2. The right to participate in the Incentive Programme is granted to persons who hold a position in the Company's Management Board during the Programme Period and to whom the Supervisory Board proposes participation in the Incentive Programme, where:
  - a. the proposal to participate in the Incentive Programme is made by the Supervisory Board within one month from the adoption date of the Resolution;
  - b. after the time referred to in 2(a) above, the Supervisory Board may propose participation in the Programme to new members of the Management Board who become members of the Company's Management Board during the respective Programme Financial Year.
3. The Programme shall be implemented by granting the Eligible Individuals the right to subscribe for the Company's shares after the end of each Programme Financial Year during the Programme Period, issued by way of an increase of the share capital within the limit of the authorised capital, on the terms and conditions set out in the Rules and provided that the requirements specified herein are met.
4. The Incentive Programme shall be implemented during the Programme Period.

## **II. MAXIMUM SHARE POOL**

1. The rights to the Shares shall be determined according to the terms set out in section III of the Rules, provided that the Company achieves the required level of KPI, as referred to in III(1) and (2) of the rules, and provided that there are no grounds for denying the right to acquire the Shares, as referred to in section VI of the Rules.
2. As part of implementing the Incentive Programme, the Company may issue a total of up to 235,000 (in words: two hundred and thirty-five thousand) Shares, and the availability of the Maximum Share Pool in each financial year of the Programme Period is as follows:

Programme Financial Year	2025	2026	2027	TOTAL
Maximum Share Pool	73,000	80,000	82,000	235,000

3. The Supervisory Board shall determine the number of Shares available to each Participant in each Financial Year as part of the Maximum Share Pool and shall inform the respective Participant of this number in the proposal to participate in the Incentive Programme. Subject to section 4 below, decreasing the maximum number of Shares which a Participant can obtain after accepting an invitation to participate in the Programme requires the Participant's consent.
4. The Supervisory Board has the right to change the number of Shares available to individual Participants at any time during the Programme up to the Vesting Date in consideration of the provisions of section III and VI of the Rules.
5. The number of Shares ultimately awarded to a Participant is calculated proportionately to the length of time the Participant has served on the Company's Management Board in a given Programme Financial Year, provided that the Participant held the function for at least six months in that Programme Financial Year.

### III. TERMS OF DETERMINING THE RIGHTS TO SHARES FOR THE PROGRAMME FINANCIAL YEAR

1. The expected level of KPI for each financial year of the Programme Period is to be determined by the Supervisory Board in separate resolutions.
2. The KPI is calculated by dividing:
  - 2.1. total repayments of claim portfolios in the Group (irrespective of the debt owner) in the Company's financial year as derived from the Consolidated Financial Statements – for the Programme Financial Year in question;
  - and
  - 2.2. the average number of active full-time equivalents employed in the Group entities (irrespective of the form of employment: employment contract, contract of mandate, B2B, management contract), converted into full-time equivalents, resulting from the data in the HR and payroll system of the Group entities; the average number of active full-time equivalents shall be calculated for each Financial Year of the Programme as the arithmetic average of the number of full-time equivalents for 12 months calculated as at the last day of each month (i.e. persons whose remuneration represents an expense for the Group entity on the last day of the month and who are not on long-term sick leave, parental leave, child care leave or unpaid leave).
3. The level of achievement of the KPIs for each Programme Financial Year is ascertained by the Supervisory Board on the basis of the Consolidated Audited Financial Statements audited by a statutory auditor, immediately after the Supervisory Board has considered the report in question.

4. The Supervisory Board may adjust the level of Cash KPI realisation for each financial year of the Programme Period by the result of material one-time and extraordinary events.
5. The number of Shares finally awarded to a given Participant within the number of Shares available for purchase for a given Participant (determined in accordance with section II.3) depends on the level of achievement of the KPIs according to the assumptions set out in the table below:

KPI achievement level	% of the number of Shares available for purchase by a given Participant
Below 90%	0%
[90% - 98%)	50%
[98% - 100%)	75%
100% or more	100%

6. The Supervisory Board has the right to award Shares not allotted in a given Programme Financial Year in subsequent financial years of the Programme Period.
7. In order for the Participants to be granted the right to acquire Shares for a particular Programme Financial Year, the following conditions must be met cumulatively:
  - a. achieving a KPI at the level determined in accordance with section 1 above, in consideration of sections 2 to 5 above;
  - b. absence of any of the Exclusion Criteria described in section VI of the Rules by the Reference Date.

#### IV. AWARDING OF SHARES

1. The vesting of the Shares to the Participants shall take place upon confirmation that the conditions for the vesting of the Shares have been met on the date referred to in III.3 (**'Vesting Date'**). The Vesting Date is the same for all Programme Participants, regardless of any early termination of participation in the Programme.
2. In the resolution referred to in section 1 above, the Supervisory Board shall: (i) assess the fulfilment of the requirements for granting rights to acquire Shares for the previous Financial Year (as of the

Reference Date), as referred to in III(1) and (2) above, including with respect to individual Participants;  
(ii) determine the number of Shares available to individual Participants.

3. The resolution referred to in section 1 above shall be delivered to the Participants.

## **V. ISSUES OF SHARES**

1. The Shares shall be issued with an exclusion of the pre-emptive right of existing shareholders.
2. The New Shares shall be offered by way of private subscription within the meaning of Article 431 § 2(1) of the Commercial Companies Code and shall only be taken up by Eligible Individuals.
3. The Participants shall be entitled to subscribe for the Shares allotted to them at an issue price amounting to the Issue Price.
4. The Supervisory Board or its member authorised by the Supervisory Board shall make a written proposal to Eligible Individuals to acquire the Shares in a number resulting from the resolution referred to in section IV(1) above.
5. In order to exercise their rights, the Eligible Individual submits a request to the Company for the acquisition of Shares. The request can be submitted within 1 (one) week from the day when the written acquisition proposal referred to in section 4 above is delivered to the Participant.
6. If an Eligible Individual requests to take up Shares, the Company will, within 1 (one) week from receiving the request, take all steps necessary for the Eligible Individual to take up the Shares, including providing the Eligible Individual with a statement form to take up the Shares and setting a deadline for the payment for the Shares, with the proviso that the due date for the payment cannot fall after the period for taking up the Shares referred to in section 8 below.
7. The Shares may only be effectively taken up if the Eligible Individual declares to take up the Shares in the form provided by the Company and covers the Shares with a contribution in cash by paying the Issue Price within the Share subscription period referred to in section 8 below.
8. The subscription period is 1 (one) week from the opening of the subscription. The proposal to the Participant shall expire if it is not accepted within the period specified in the proposal.
9. Taking up the Shares means submitting a declaration to take up the Shares on the provided form and paying the Issue Price for the Shares.
10. Together with the declaration on taking up the Shares, the Eligible Participant must submit a statement and authorise the Management Board to deposit the Shares in the securities deposit kept by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.), to take all steps necessary for their dematerialisation and for the admission and introduction of the Shares to trading on the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) as well as to commission an investment firm chosen by the Management Board to take actions in this respect at the Company's expense.

11. The Company's share capital shall be increased by an amount equal to the nominal value of the Shares subscribed for based on a resolution of the Management Board on increasing the share capital within the limits of the authorised capital.
12. Immediately after the allotment of the Shares and registration of the share capital increase, the Company shall conclude an agreement with the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) on the registration of the Shares in the depository for securities, dematerialisation of the Shares and on requesting the admission of the Shares to trading on the regulated market, and shall take any other steps necessary to implement resolutions of the Company's General Shareholders' Meeting related to the Incentive Programme.
13. The recording of the Shares on the securities accounts of the Participants, which is equivalent to the delivery of a Share certificate, means that the Participants acquire the rights vested with the Shares and means an increase the share capital of the Company by an amount equal to the nominal value of the Shares subscribed for as part of the share capital increase.
14. In the case of a split or reverse split of the Company's shares, the number of Shares which a Participant can acquire shall be increased/decreased in the same proportion as the split/reverse split of the Company's shares, subject to the applicable laws. The Issue Price shall be changed accordingly.

## **VI. FORFEITURE AND EXPIRY OF RIGHTS TO SHARES**

1. The Participant shall forfeit their right to Shares if, by the Vesting Date of each Financial Year in the Programme Period, any of the following occur:
  - a. the Participant ceases to hold their function in the Management Board as a result of resignation, except for a resignation on grounds of force majeure, especially serious illness of the Participant;
  - b. the Company terminates the Professional Relationship with the Participant (including dismissal from the Company's Management Board) due to a gross violation by the Participant of their obligations relating to their function in the Company's Management Board, the provisions of their contract or other acts governing the Professional Relationship; in particular, a gross violation means:
    - i. the Participant engaging in a competitive activity or any other culpable activity which is in conflict with the interests of the Company, its subsidiary or related party;
    - ii. culpably causing material damage to the Company's assets;
    - iii. wilfully jeopardising the interests, reputation or assets of the Company;
    - iv. culpably causing or putting the Company at risk of being deprived of any of its licenses, permits and approvals granted to it by the competent authorities.
2. In the event of death of a Participant, the rights to the Shares are not forfeited. The provision of section II(5) of the Rules applies accordingly.
3. The Supervisory Board shall confirm the loss of entitlement to the Shares in the situations referred to above by way of a resolution.

## **VII. TERMS OF SHARE PARTICIPATION IN DIVIDEND**

Shares acquired under the Programme participate in the dividend for the respective Financial Year, provided that they are registered on the holder's securities account by the record date specified in a resolution of the General Shareholders' Meeting on the distribution of the profit generated in that financial year.

## **VIII. RESTRICTION ON THE TRANSFERABILITY OF SHARES**

1. A Programme Participant who has taken up Shares undertakes not to dispose of them for a period of 6 months from the date of being awarded the Shares. In the event of a breach of this obligation, a Programme Participant disposing of Shares during the aforementioned period shall be required to pay the Company an amount equal to three times the difference between the stock exchange price of the Shares on the Vesting Date and the Issue Price within 7 days of the Company's request for payment.
2. Within 7 days of the date on which the Shares are recorded in the Participant's securities account, the Participant shall apply to the entity which maintains that account for the issue of a share certificate covering all the Shares taken up by the Participant under the Programme with an expiry date of 6 months and shall issue such certificate to the Company immediately upon receipt.

## **IX. FINAL PROVISIONS**

1. The Rules become effective upon the date of their adoption.
2. If the Rules are amended, the Supervisory Board shall inform the Participants in writing about the amendment.
3. Unless provided for otherwise in these Rules, all notices or correspondence related to these Rules must be delivered in person or sent by registered mail, to the Company's address or the last address of the Participant known to the Company.



DRAFT RESOLUTION CONCERNING ITEM 17 OF THE AGENDA:

**Resolution no. 20  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025**

**on the establishment and determination of the rules of the Company's Incentive Programme for key persons involved in the process of operational integration as part of the merger of BEST S.A. with Kredyt Inkaso S.A., including employees of companies belonging to the BEST S.A. Capital Group, and adoption of the Rules of the Incentive (Share-Based) Programme**

**§ 1.**

**Goals and motives for adopting the Incentive Programme**

Acting to create additional mechanisms to motivate key persons, including employees of companies belonging to the BEST S.A. Capital Group. (hereinafter: the '**Group**'), involved in the process of operational integration of BEST S.A. with Kredyt Inkaso S.A. (hereinafter: '**Operational Integration**'), to effectively, efficiently and optimally carry out the Operational Integration, the Ordinary General Meeting of Shareholders establishes an incentive programme (hereinafter: '**Programme**' or '**Incentive Programme**') for key persons, including employees of the companies belonging to the Group.

**§ 2.**

**Incentive Programme**

1. The Programme participants who fulfil the conditions set out herein shall be entitled to subscribe for a total of up to 60,000 (in words: sixty thousand) ordinary consecutive series shares in BEST S.A.'s share capital ('**New Shares**').
2. The New Shares shall be issued as part of the authorised capital with pre-emptive rights of existing shareholders being excluded.
3. The entitlement to take up the New Shares shall be conditional on the achievement of the Operational Integration-related common and individual objectives by a given Programme Participant at the level set out in the Programme Rules.

**§ 3.**

**Programme Participants**

The persons eligible to participate in the Incentive Programme are the individuals whom the Management Board of BEST S.A. proposes to participate in the Programme (hereinafter: '**Participants**').

**§ 4.**

**Implementation of the Incentive Programme**

1. The Programme shall run until the end of 2026.
2. The New Shares shall be offered for subscription to eligible individuals at an issue price of PLN 1 (in words: one zloty).

**§ 5.**

**Adoption of the Rules of the Incentive Programme**

The Company's Ordinary General Meeting of BEST S.A. adopts the Rules of the Incentive Programme, worded as per Annex 1 to this resolution.

**§ 6.**

**Authorisation of the Management Board**

The Management Board of BEST S.A. is authorised to perform all factual and legal actions in connection with implementing this resolution and the Incentive Programme.

**§ 7.**

The resolution comes to force upon its adoption.

*Annex 1 to Resolution No. 20 of 30 June 2025 of the Ordinary General Shareholders' Meeting of BEST S.A. on the establishment and determination of the rules of the Company's Incentive Programme for key persons involved in the process of operational integration as part of the merger of BEST S.A. with Kredyt Inkaso S.A., including employees of companies belonging to the BEST Capital Group, and adoption of the Rules of the Incentive (Share-Based) Programme*

*– Rules of the Incentive Programme*

## **REGULATIONS OF THE INCENTIVE PROGRAMME FOR KEY PERSONS INVOLVED IN THE PROCESS OF OPERATIONAL INTEGRATION OF BEST S.A. WITH KREDYT INKASO S.A., INCLUDING EMPLOYEES OF THE BEST CAPITAL GROUP**

These Rules of the Incentive Programme establish an incentive scheme for key persons involved in the operational integration as part of the merger of BEST S.A. and Kredyt Inkaso S.A., including employees of the companies of the BEST Capital Group, based on the possibility to take up shares in the increased share capital of the Company.

### **DEFINITIONS**

For the purposes of the Rules of the Incentive Programme, all capitalised terms have the meanings ascribed to them below:

<b>Shares</b>	means the shares to be issued by BEST in connection with the implementation of the Programme within the authorised capital;
<b>BEST or Company</b>	means BEST S.A., having its registered office in Gdynia, KRS no. 0000017158;
<b>Issue Price</b>	PLN 1 (in words: one zloty);
<b>Vesting Date</b>	means the date referred to in section 4.1 of the Rules, i.e. the date on which the Management Board of the Company adopts a resolution to grant/not grant the Eligible Individuals the rights to Shares;
<b>Cash EBITDA</b>	means the Group's operating profit resulting from the Consolidated Financial Statements plus amortisation, depreciation and repayments of purchased claims, less revenue from purchased claims;
<b>BEST Capital Group/Group</b>	means the capital group consisting of BEST as the parent company and its subsidiaries, according to the applicable accounting standards;

<b>KPI</b>	means the Key Performance Indicator (KPI) referred to in section 3.1 of the Rules, the achievement of which, inter alia, determines the granting of rights to Shares to the Programme Participants;
<b>Kredyt Inkaso</b>	means Kredyt Inkaso Spółka Akcyjna, having its registered office and address in Warsaw (02-676), ul. Postępu 21B, Warsaw, which, prior to its merger with BEST, was entered in the Register of Businesses maintained by the District Court for the Capital City of Warsaw, 13th Commercial Division of the National Court Register, under number 0000270672; statistical no. REGON 951078572, tax ID NIP 9222544099;
<b>Operational Integration</b>	means the operational integration of BEST and Kredyt Inkaso carried out following the legal merger of the aforementioned companies, meeting the criteria set out in section 3 of the Rules;
<b>Incentive Programme/Programme</b>	means the incentive programme for key persons involved in the Operational Integration, including employees of the BEST Group, established and implemented pursuant to Resolution No. 20 of the Ordinary General Meeting of BEST dated 30 June 2025;
<b>Participation Proposal</b>	means the invitation from the Management Board to candidates to participate in the Programme;
<b>Supervisory Board</b>	means the Supervisory Board of BEST;
<b>Quarterly Report</b>	means the interim (quarterly) report prepared by the Issuer and published in accordance with Article 56(1)(2) of the Act of 29 July 2005 on public offering, terms of introducing financial instruments to organised trading and on public companies (Journal of Laws No. 184, item 1539, as amended);
<b>Rules</b>	means these Rules of the Incentive Programme;
<b>Consolidated Financial Statements</b>	means the consolidated interim (annual) report prepared by the Issuer and published in accordance with Article 56(1)(2) of the Act of 29 July 2005 on public offering, terms of introducing financial instruments to organised trading and on public companies (Journal of Laws No. 184, item 1539, as amended);

<b>Professional Relationship</b>	means a legal relationship under which an Incentive Programme Participant holds a function, performs work or services for BEST or another company from BEST Capital Group (including, but not limited to, appointment, employment contract, contract of commission, contract for specific work, etc.), and based on which an Incentive Programme Participant is involved in work related to the Operational Integration;
<b>Participant(s)</b>	means Incentive Programme Participants, i.e. key persons in a Professional Relationship with Group companies who receive and accept a Participation Proposal;
<b>Eligible Individual</b>	means an Incentive Programme Participant in respect of whom, as of the Share acquisition date, there are no grounds for denying them the rights vested with the Shares awarded to them under the Incentive Programme;
<b>Collections per FTE (Full Time Employment) PL</b>	Calculated by dividing: <ul style="list-style-type: none"> <li>a) total repayments of claim portfolios for Q1 2026 on the Polish market (irrespective of claim owner) based on the Quarterly Report for Q1 2026; and</li> <li>b) the average number of active FTEs (i.e. persons whose remuneration constitutes a cost for the Company and whose continuous absence during the financial year does not exceed 30 days, in particular persons who are not on long-term sick leave, parental leave, child care leave or unpaid leave) employed in Polish entities of the Group (regardless of the form of employment: employment contract, contract of mandate, B2B, management contract) in terms of FTEs, based on data from the Company's HR and payroll system; the average number of active FTEs shall be calculated as half of the total number of active FTEs: (1) as at 31/12/2025 and (2) as at 31/03/2026.</li> </ul>
<b>Cash EBITDA per Share</b>	Cash EBITDA relative to the average number of shares of BEST S.A. Two-point average as at 31/12/2025 and 31/03/2026.
<b>Management Board</b>	means the Company's Management Board;

## **1. PURPOSE, PARTICIPANTS AND TERMS OF THE INCENTIVE PROGRAMME**

- 1.1. The Incentive Programme aims to create additional mechanisms to motivate key individuals involved in the Operational Integration process, including employees of BEST Group companies, to carry out Operational Integration effectively, efficiently and optimally through the efforts of the Participants.
- 1.2. The Incentive Programme is established and implemented based on Resolution No. 20 of the Ordinary General Meeting of BEST of 30 June 2025.
- 1.3. The right to participate in the Incentive Programme is granted to persons whom the Management Board proposes to invite in the Programme by submitting a Participation Proposal.
- 1.4. The Participation Proposal is made in writing. An individual eligible to participate in the Programme must declare their acceptance of the Participation Proposal in writing to the authority which made the Participation Proposal within 1 (one) month of receiving the Proposal.
- 1.5. The Participation Proposal specifies the maximum number of Shares that a given Participant may obtain (the 'Participant's Maximum Share Pool').
- 1.6. The Management Board has the right to change the Participant's Maximum Share Pool.
- 1.7. The Programme shall be implemented by granting eligible Participants the right to acquire the Company's Shares issued within the authorised capital according to the terms set out in the Programme Rules and at the Issue Price.
- 1.8. The right to participate in the Incentive Programme shall only be granted under a single Professional Relationship. The Participation Proposal shall specify the Professional Relationship under which a given person is invited to participate in the Programme.

## **2. MAXIMUM SHARE POOL**

- 2.1. The rights to the Shares shall be determined on the terms set out in section 3 of the Rules, provided that the Participant meets the KPIs referred to in section 3.1 of the Rules, and at the same time there are no grounds for forfeiting the right to acquire the Shares referred to in section 6 of the Rules.
- 2.2. As part of the Incentive Program, the Company may issue a total of up to 60,000 (in words: sixty thousand) Shares.
- 2.3. The Management Board shall determine the Participant's Maximum Share Pool and inform the Participant about it in the Participation Proposal.

## **3. CONDITIONS FOR ESTABLISHING RIGHTS TO SHARES**

- 3.1. In order for a given Participant to be granted the rights to the Shares, the Participant must have fulfilled the KPI, which involves:
  - 3.1.1. achieving all Operational Integration objectives common to all Programme Participants, i.e.:
    - 3.1.1.1. completing the migration of operational data from Kredyt Inkaso to BEST by 17/08/2025 (or any other date approved by the Management Board if the Operational Integration schedule is changed); and
    - 3.1.1.2. completing the Operational Integration by 31/12/2025 (or any other date approved by the Management Board if the Operational Integration schedule is changed); and

- 3.1.1.3. achieving the Cash EBITDA per Share ratio to be determined by a resolution of the Management Board by the end of July 2025 and communicated to the Participants as soon as it is adopted; and
    - 3.1.1.4. achieving the Collections per FTE (Full Time Employment) PL to be determined by a resolution of the Management Board by the end of September 2025 and communicated to the Participants as soon as it is adopted;
  - 3.1.2. completing the individual goals and tasks assigned to the Participant as part of the Operational Integration by the Management Board, as communicated in the Participation Proposal.
- 3.2. Progress towards achieving the KPIs (hereinafter: '**KPI Progress**') is assessed by the Management Board by means of a resolution adopted within one month of the publication of the documents containing the data which allow the KPI Progress to be assessed, whereby:
  - 3.2.1. the common goals referred to in 3.1.1.1 and 3.1.1.2 must be met in full;
  - 3.2.2. 30% of the KPI Progress depends on achieving the KPI as per 3.1.1.3;
  - 3.2.3. 30% of the KPI Progress depends on achieving the KPI as per 3.1.1.4;
  - 3.2.4. 40% of the KPI Progress depends on achieving the individual goals as per 3.1.2.
- 3.3. The number of Shares to be offered to a particular Programme Participant for take-up is calculated by multiplying the KPI Progress by the Participant's Maximum Share Pool, whereby:
  - 3.3.1. if a Programme Participant is unavailable to perform the Professional Relationship for more than 15 calendar days, such periods shall be aggregated and (1) the sum of the days of unavailability shall be divided by (2) the days from the adoption date of the Programme to the date on which the Shares are awarded to a given Participant, and this ratio shall be multiplied by the KPI Progress and the Participant's Maximum Share Pool; holidays of

Programme Participants in excess of 15 days are not taken into account in the calculation described in the preceding sentence;

- 3.3.2. if the result of the calculation described above is not a whole number, the result shall be rounded down to the nearest whole number.

#### **4. TERMS AND CONDITIONS OF AWARDING RIGHTS TO SHARES**

- 4.1. Share rights shall be awarded to Participants on a one-time basis as soon as the progress towards achieving the KPI as per 3.2 above has been accounted for ('**Vesting Date**').
- 4.2. The Management Board shall adopt a resolution to award or not to award Share rights to the Participants.
- 4.3. The Vesting Date is the same for all Programme Participants.

#### **5. ISSUES OF SHARES**

- 5.1. The Shares shall be issued with an exclusion of the pre-emptive right of existing shareholders.
- 5.2. The New Shares shall be offered by way of private subscription within the meaning of Article 431 § 2(1) of the Commercial Companies Code and shall only be subscribed for by Eligible Individuals.
- 5.3. The Participants shall be entitled to subscribe for the Shares allotted to them at an issue price amounting to the Issue Price.
- 5.4. Immediately after the Vesting Date, the Management Board shall make a written proposal to the Eligible Individuals to take up the Shares in a number resulting from the resolution referred to in 4.2 above.
- 5.5. The Shares may only be effectively taken up if the Eligible Individual declares to take up the Shares in the form provided by the Company and covers the Shares with a contribution in cash by paying the Issue Price within the Share subscription period referred to in 5.6 below. Taking up the Shares means submitting a declaration to take up the Shares on the provided form and paying the Issue Price for the Shares.
- 5.6. The Share subscription period is 3 (three) months from the opening of the subscription. The proposal to the Participant shall expire if it is not accepted within the period specified in the proposal.
- 5.7. Together with the declaration on taking up the Shares, the Eligible Participant must submit a statement and authorise the Management Board to deposit the Shares in the securities deposit kept by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.), to take all steps necessary for their dematerialisation and for the admission and introduction of the Shares to trading on the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) as well as to commission an investment firm chosen by the Management Board to take actions in this respect at the Company's expense.
- 5.8. The recording of the Shares on the securities accounts of the Participants, which is equivalent to the delivery of a Share certificate, means that the Participants acquire the rights vested with the Shares and means an increase the share capital of the Company by an amount equal to the nominal value of the Shares subscribed for as part of the share capital increase.
- 5.9. In the case of a split or reverse split of the Company's shares, the number of Shares which a Participant can acquire shall be increased/decreased in the same proportion as the split/reverse split



of the Company's shares, subject to the applicable laws. The Issue Price shall be changed accordingly.

## 6. FORFEITURE OF RIGHTS TO SHARES

6.1. A Programme Participant shall forfeit the right to take up the Shares if, by the Vesting Date, any of the following occur:

- a) the Participant terminates the Professional Relationship by any mode, including termination of an employment contract by the Participant as an employee without notice under Article 55 of the Labour Code;
- b) a BEST Capital Group company terminates the Professional Relationship with the Participant due to a gross violation by the Participant of the provisions of their contract or other acts governing the Professional Relationship; in particular, the following are considered to be gross violations:
  - a. the Participant engaging in a competitive activity or any other culpable activity which is in conflict with the interests of the Company or a Group company;
  - b. culpably causing material damage to the assets of the Company or a Group company;
  - c. wilfully jeopardising the interests, reputation or assets of the Company or a Group company;
  - d. culpably causing or putting the Company or a Group company at risk of being deprived of any of its licenses, permits and approvals granted to it by the competent authorities.
- c) a Capital Group company being the Participant's employer terminates the Professional Relationship with the Participant according to Article 52 of the Labour Code (i.e. without notice, due to the employee's fault);

with the proviso that termination/ending of the Professional Relationship by mutual agreement of the parties or a change in the content of the Service Professional Relationship such that the Programme Participant concerned is no longer involved in the Operational Integration shall result in the forfeiture of the rights to take up the Shares, unless otherwise agreed by the parties.

- 6.2. The Management Board shall confirm the forfeiture/expiry of entitlement to the Shares in the situations referred to above by way of a resolution.
- 6.3. Shares not allotted to a Participant due to forfeiture of entitlement to Shares (in whole or in part) or a reduction in the number of Shares due to absences in the situation described in 3.3 of the Rules may be used by the Management Board to increase the Maximum Share Pool of another Participant in accordance with 1.6 of the Rules.

## 7. TERMS OF SHARE PARTICIPATION IN DIVIDEND

Shares acquired under the Programme participate in the dividend for the respective financial year, provided that they are registered on the holder's securities account by the record date specified in a

resolution of the General Shareholders' Meeting on the distribution of the profit generated in that financial year.

## **8. RESTRICTION ON THE TRANSFERABILITY OF SHARES**

- 8.1. A Programme Participant who has taken up Shares undertakes not to dispose of them for a period of 12 months from the date of taking up the Shares. In the event of a breach of this obligation, a Programme Participant disposing of Shares during the aforementioned period shall be required to pay the Company an amount equal to three times the difference between the stock exchange price of the Shares on the Vesting Date and the Issue Price within 7 days of the Company's request for payment.
- 8.2. Within 7 days of the date on which the Shares are recorded in the Participant's securities account, the Participant shall apply to the entity which maintains that account for the issue of a share certificate covering all the Shares taken up by the Participant under the Programme with an expiry date of 12 months from the date of taking up the Shares and shall issue such certificate to the Company immediately upon receipt.

## **9. FINAL PROVISIONS**

- 9.1. The Rules become effective upon the date of their adoption.
- 9.2. If the Rules are amended, the Management Board shall inform the Participants in writing about the amendment.
- 9.3. Unless provided for otherwise in these Rules, all notices or correspondence related to these Rules must be delivered in person or sent by registered mail, to the Company's address or the last address of the Participant known to the Company.

DRAFT RESOLUTION CONCERNING ITEM 18 OF THE AGENDA:

Resolution no. 21  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025

on amending the Company's Statute with respect to authorising the Company's Management Board to increase the share capital within the limits of the authorised capital, excluding the pre-emptive right of the existing shareholders.

Pursuant to Article 430 § 1 of the Commercial Companies Code, in connection with § 13(2)(1) of the Statute of BEST S.A.:

§ 1.

The Ordinary General Shareholders' Meeting of BEST S.A. ('Company') amends § 7b of the Company's Statute as follows:

*'§7b*

- 1. The Company's Management Board is authorised, by 30 June 2028, to increase the share capital by up to PLN 16,618,371.00 (sixteen million six hundred and eighteen thousand three hundred and seventy-one zlotys 00/100) (authorised capital). The Management Board may exercise its power by increasing the share capital on one or several consecutive occasions; however, shares may be acquired both in exchange for contributions in cash and contributions in-kind.*
- 2. The Management Board shall adopt resolutions on all matters related to increasing the Company's share capital within the authorised capital. In particular, the Management Board is authorised to:*
  - a. conclude agreements for investment underwriting, firm commitment underwriting or other agreements to ensure that the issue of shares is successful;*
  - b. adopt resolutions and take other steps to dematerialise shares and conclude agreements with Krajowy Depozyt Papierów Wartościowych S.A. for the registration of shares, rights to shares or pre-emptive rights;*
  - c. adopt resolutions and take other steps in connection with issuing shares by way of a public offering or applying for the admission of shares, rights to shares or pre-emptive rights on a regulated market.*
- 3. The Management Board's resolutions on setting the issue price and on issuing shares in return for contributions in kind require a consent of the Supervisory Board, with the proviso that:*
  - a. the issue price of up to 450,000 (in words: four hundred and fifty thousand) shares to be acquired by members of the Company's Management Board based on the Rules of the Incentive Programme adopted by way of Resolution no. 20 of the Company's Ordinary General Meeting of 29 June 2022 shall be PLN 1 (one zloty);*

- b. *the issue price of up to 235,000 (in words: two hundred and thirty-five thousand) shares to be acquired by members of the Company's Management Board based on the Rules of the Incentive Programme adopted by way of Resolution no. 19 of the Company's Ordinary General Meeting of 30 June 2025 shall be PLN 1 (one zloty);*
  - c. *The issue price of no more than 60,000 (in words: sixty thousand) shares to be taken up by key persons involved in the process of operational integration as part of the merger of BEST S.A. and Kredyt Inkaso S.A., including employees of the companies belonging to the BEST Capital Group under the Incentive Programme Rules adopted by the Ordinary General Meeting of the Company by way of Resolution No. 20 of 30 June 2025 shall be PLN 1 (one zloty);*
  - d. *the issue price of shares issued for purposes other than those referred to in (a), (b) or (c) above cannot be lower than the volume weighted average price of the Company's shares listed at Giełda Papierów Wartościowych w Warszawie S.A. in the last three months.*
4. *In the case of a share capital increase according to section 1, the Management Board is authorised to deprive the existing shareholders of their pre-emptive right in full or in part, with the Supervisory Board's consent.'*

## § 2.

The resolution is necessary in order to simplify and reduce the duration of the procedure of increasing the share capital, and to make it easier to obtain funds or assets to improve the Company's capital structure, implement the Company's strategy and further its growth in the most optimal way, taking into consideration special supervision on the part of the Supervisory Board. In addition, authorising the Management Board to increase the share capital within the limits of the authorised capital is intended to allow the implementation of:

- 1) the Incentive Programme for the Company's Management Board in the years 2022-2024, as per Resolution No. 20 of the Ordinary General Meeting of the Company of 29 June 2022. In the case of an issue of shares to be taken up as part of the Company's Incentive programme for the Management Board for the years 2022-2024, the issue price is specified in advance and corresponds to the amount set out in the resolution of the Company's Ordinary General Meeting referred to in the preceding sentence;
- 2) the Incentive Programme for the Management Board of the Company from 2025 to 2027, as per Resolution 19 of the Ordinary General Meeting of the Company dated 30 June 2025. In the case of the issue of shares to be taken up under the Incentive Programme referred to in the preceding sentence, the issue price has been indicated in advance and corresponds to the level set out in the resolution of the Ordinary General Meeting of the Company referred to in the preceding sentence;
- 3) the Incentive Programme for key persons involved in the process of operational integration as part of the merger of BEST S.A. and Kredyt Inkaso S.A., including employees of the companies belonging to the BEST Capital Group, to which the resolution of the Ordinary General Meeting of

the Company No. 20 of 30 June 2025 relates. In the case of an issue of shares to be taken up under the Incentive Programme referred to in the preceding sentence, the issue price has been indicated in advance and corresponds to the level specified in the resolution of the Ordinary General Meeting of the Company referred to in the preceding sentence.

A detailed opinion which justifies the authorisation of the Management Board of BEST S.A. to deprive the existing shareholders of the Company of the pre-emptive right to the shares issued as part of the authorised capital ('**New Shares**') and the proposed method for establishing the issue price for said shares, which the General Meeting fully agrees with, is included in Annex 1 to this resolution.

### **§ 3.**

The resolution comes into force upon its adoption, with the proviso that the amendment to the Company's Statute must be entered in the Register of Businesses of the National Court Register in order to be effective.

*Annex 1 to Resolution No. 21 of the Ordinary General Shareholders' Meeting of BEST S.A. of 30 June 2025 on amending the Company's Statute with respect to authorising the Company's Management Board to increase the share capital within the limits of the authorised capital, excluding the pre-emptive right of the existing shareholders*

**OPINION OF THE MANAGEMENT BOARD OF BEST S.A. HAVING ITS REGISTERED OFFICE IN GDYNIA ('COMPANY') TO JUSTIFY THE EXCLUSION OF THE COMPANY'S EXISTING SHAREHOLDERS FROM THE RIGHT TO SUBSCRIBE FOR THE NEW SHARES AND THE PROPOSED SHARE ISSUE PRICE**

The Management Board of the Company, acting on the basis of Article 433 § 2 of the Commercial Companies Code (Journal of Laws 2024.18, complete text: 05/01/2024; hereinafter '**CCC**'), hereby presents to the General Meeting of the Company an opinion justifying the withdrawal of the pre-emptive rights of the Company's existing shareholders to subscribe for the shares issued as part of the authorised capital ('**New Shares**') and justifying the amount of the proposed minimum issue price of the New Shares.

Pursuant to Resolution No. 20 of the Company's Ordinary General Meeting of 29 June 2022, the Company intends to issue up to 450,000 (in words: four hundred and fifty thousand) ordinary shares in the share capital of the Company ('**New Shares 1**') within the authorised capital. New Shares 1 will be offered by the Company's Supervisory Board on the basis of the Incentive Programme rules adopted by way of Resolution No. 20 of the Company's Ordinary General Meeting of 29 June 2022. The Company has already issued a portion of the New Shares 1 and New Shares 1 due for the final year of the Programme, i.e. 2024, remain to be issued. New Shares 1 for 2024 have not yet been issued due to the process of merging the Company with Kredyt Inkaso S.A. and the limitations related thereto, temporarily preventing the issue to be carried out before 28 June 2025, i.e. the date for which the current authorisation to issue shares under authorised capital is granted to the Management Board of the Company. In this part, covering the aforementioned Incentive Programme with this opinion is due to technical reasons and the need to enable the Management Board to account for the final year of the Programme.

Those entitled to take up New Shares 1 are the Management Board Members of the Company who meet the criteria set out in the Incentive Programme Rules as per the above-mentioned resolution.

According to draft resolution no. 19 of the Ordinary General Meeting of the Company convened on 30 June 2025 ('**OGM**'), the Company intends to issue up to 235,000 (in words: two hundred and thirty-five thousand) ordinary shares in the share capital of the Company ('**New Shares 2**') within the limits of the authorised capital. New Shares 2 will be offered by the Company's Supervisory Board based on the Rules of the Incentive Programme adopted by way of resolution no. 19 of the OGM.

The individuals eligible to take up New Shares 2 are the members of the Company's Management Board who meet the criteria set out in the Rules of the Incentive Programme.

According to draft resolution no. 20 of the OGM, the Company intends to issue up to 60,000 (in words: sixty thousand) ordinary shares in the share capital of the Company ('**New Shares 3**') within the limits of the authorised capital. New Shares 3 will be offered by the Company's Management Board based on the Rules of the Incentive Programme adopted by way of resolution no. 20 of the OGM. Those eligible to take up New Shares 3 will be the key persons involved in the process of operational integration as part of the merger of the Company with Kredyt Inkaso S.A., including employees of the companies belonging to the Company's Capital Group meeting the criteria specified in the Incentive Programme Rules.

It is in the interest of the Company to withdraw existing shareholders' pre-emptive rights in respect of New Shares 1, New Shares 2 and New Shares 3 and is justified by the fact that New Shares 1, New Shares 2 and New Shares 3 will be issued in order to implement the Incentive Programmes in the Company. In the opinion of the Management Board, the Incentive Programmes will be an effective mechanism for implementing the Company's long-term development policy.

Introducing and implementing the Incentive Programme, which includes the right to take up New Shares 1 and New Shares 2, should contribute to increasing the value of the Company by providing additional motivation for the Management Board Members to improve their performance and take action to achieve better results.

Introducing and implementing the Incentive Programme entitling to purchase New Shares 3 should contribute to the growth of the Company's value by providing additional motivation for key personnel involved in the process of operational integration as part of the merger of the Company with Kredyt Inkaso S.A., including employees of the companies of the BEST S.A. Capital Group to increase their effectiveness in this process.

The purpose of the issue of New Shares 1, New Shares 2 and New Shares 3 is to enable persons entitled under the Incentive Programmes to take up New Shares 1, New Shares 2 and New Shares 3, respectively, which is to be a form of reward for their contribution to the development of the Company (including, in particular, the process of merging the Company with Kredyt Inkaso S.A. and an incentive to undertake further actions to grow the Company's value). In order to reduce the financial barrier associated with the need for the Programme participants to purchase the Company's shares, New Shares 1, New Shares 2 and New Shares 3 will be offered to the participants at an issue price of PLN 1 (in words: one zloty).

Therefore, the Company's Management Board recommends to the General Meeting to pass the proposed resolution and to fully exclude the pre-emptive right to New Shares 1, New Shares 2 and New Shares 3.

Gdynia, 30 May 2025

DRAFT RESOLUTION CONCERNING ITEM 19 OF THE AGENDA:

**Resolution no. 22  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025**

**on amending resolution no. 23 of the Ordinary General Meeting of BEST S.A. of 29 June 2022 on (i) the issue of series D subscription warrants vested with the right to acquire series H shares, (ii) the conditional increase of the share capital, (iii) the exclusion of the pre-emptive right to series D subscription warrants and to series H shares, (iv) the authorisation of the Company's bodies, and (v) on amending the Company's Statute by way of a conditional increase of its share capital**

**§ 1.**

The Ordinary General Meeting of BEST S.A. resolves to amend Resolution No. 23 of the Ordinary General Meeting of BEST S.A. of 29 June 2022 on (i) the issue of series D subscription warrants with the right to subscribe for series H shares, (ii) the conditional share capital increase, (iii) the exclusion of the pre-emptive right to series D subscription warrants and the pre-emptive right to series H shares, the (iv) authorisation for the bodies of the Company, (v) the amendment to the Statute of the Company in respect of the conditional share capital increase of the Company, which was amended by Resolution No. 22 of the Ordinary General Meeting of 18 June 2024 in such a way that §1(12) of the aforementioned resolution shall read as follows:

*'§ 1(12)*

*The eligible individuals shall be able to exercise the right to subscribe for Series H Shares vested with the Warrants within 3 (three) months from the subscription opening date, with the proviso that the final date for the exercise of rights from the Warrants may in no case fall later than 31 December 2028. The right to subscribe for Series H Shares incorporated in the Warrants shall expire in the cases indicated in the Incentive Programme Rules.'*

**§ 2.**

In view of the amendment described in §1 above, the Ordinary General Meeting of BEST S.A. adopts the complete text of Resolution No. 23 of the Ordinary General Meeting of BEST S.A. of 29 June 2022 on: (i) the issue of series D subscription warrants vested with the right to acquire series H shares, (ii) the conditional increase of the share capital, (iii) the exclusion of the pre-emptive right to series D subscription warrants and to series H shares, (iv) the authorisation of the Company's bodies, and (v) on amending the Company's Statute by way of a conditional increase of its share capital.

**'Resolution no. 23  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2022**



on (i) the issue of series D subscription warrants vested with the right to acquire series H shares, (ii) the conditional increase of the share capital, (iii) the exclusion of the pre-emptive right to series D subscription warrants and to series H shares, (iv) the authorisation of the Company's bodies, and (v) on amending the Company's Statute by way of a conditional increase of its share capital.

Acting based on the provisions of Article 393(5), Article 431 §1 and Article 448 § 2(3) of the Commercial Companies Code, considering the adoption of resolution no. 22 of the Ordinary General Shareholders' Meeting of BEST S.A., having its registered office in Gdynia ('**Company**'), of 29 June 2022 on the principles of the Company's Incentive Programme for members of the management board of BEST S.A. and key personnel, including employees of BEST Capital Group companies, and the adoption of the Rules of the Incentive Programme ('**Incentive Programme**'), the Ordinary General Meeting of BEST S.A. resolves as follows:

## § 1

### Issue of subscription warrants

1. The Company shall issue up to 1,130,000 (in words: one million one hundred and thirty thousand) registered series D subscription warrants ('**Warrants**'), vested with the right to subscribe for up to 1,130,000 (in words: one million one hundred and thirty thousand) ordinary bearer series H shares in the Company's share capital ('**Series H Shares**').
2. The Warrants are issued for the purpose of conditionally increasing the share capital by up to PLN 1,130,000 (in words: one million one hundred and thirty thousand zlotys).
3. The Warrants are issued free of charge in dematerialised form as registered securities with a restriction on transferability, as explained in section 6 below.
4. Every Warrant is vested with the right to acquire one Series H Share at an issue price referred to in §2 section 6 of this resolution.
5. The Warrants are not convertible into bearer subscription warrants.
6. The Warrants are not transferable to third parties (anyone other than the Company). The Warrants can be inherited.
7. Only the persons specified in §3 of resolution no. 22 of the Ordinary General Shareholders' Meeting of the Company of 29 June 2022 on establishing the terms of the Company's Incentive Programme for members of the management board of BEST S.A. and key personnel, including employees of BEST Capital Group companies, and on adopting the Rules of the Incentive Programme ('**BEST Capital Group Incentive Programme Resolution**') who meet the conditions for the acquisition of the Warrants and who do not forfeit this entitlement according to the provisions of this Resolution and the Rules of the Incentive Programme (defined in section 8 below) are eligible to acquire the Warrants.
8. The detailed terms of acquisition and exercise of rights vested with the Warrants and division of the Warrants into tranches are set out in the Rules of the Incentive Programme attached as Annex 1 to the BEST Capital Group Incentive Programme Resolution ('**Rules of the Incentive Programme**').
9. The Rules of the Incentive Programme specify the dates on which each tranche of the Warrants can be issued.

10. Eligible individuals shall have the right to acquire the Warrants to which they are entitled within one month from the day on which they receive a proposal to acquire the Warrants free of charge for a given financial year of the Incentive Programme, provided that such individuals meet the conditions for being awarded the Warrants.
11. The Company's Management Board is authorised to identify the Warrants issued to the eligible individuals after the end of each year of the Incentive Programme with a consecutive tranche number (i.e. D1, D2, D3, et seq.).
12. The eligible individuals shall be able to exercise the right to subscribe for Series H Shares vested with the Warrants within 3 (three) months from the subscription opening date, with the proviso that the final date for the exercise of rights from the Warrants may in no case fall later than 31 December 2028. The right to subscribe for Series H Shares incorporated in the Warrants shall expire in the cases indicated in the Incentive Programme Rules.
13. According to this Resolution, the BEST Capital Group Incentive Programme Resolution and the applicable laws, the competent bodies of the Company are authorised to take all necessary steps related to issuing and allotting the Warrants, in particular to:
  - a. make proposals for the acquisition of the Warrants to the eligible persons;
  - b. accept statements on the acquisition of the Warrants;
  - c. deposit with Warrants with the National Deposit for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) and do anything necessary to dematerialise them;
  - d. take any other action necessary to implement the provisions of this resolution and the BEST Capital Group Incentive Programme Resolution.

## **§ 2**

### **Conditional share capital increase**

In connection with Article 448 § 4 of the Commercial Companies Code, the Company's Ordinary General Meeting decides to conditionally increase the Company's share capital by issuing Series H Shares, i.e.:

1. The Company's share capital is conditionally increased by up to PLN 1,130,000 (in words: one million one hundred and thirty thousand zlotys).
2. The conditional increase of the Company's share capital referred to in §2 section 1 will be effected by issuing up to 1,130,000 (in words: one million one hundred and thirty thousand) ordinary bearer series H shares with a nominal value of PLN 1.00 (in words: one zloty) each.
3. The purpose of the conditional share capital increase is to grant rights to subscribe for Series H Shares to holders of registered Series D subscription warrants (subsequent tranches), as per the provisions of this resolution and Articles 448-452 of the Commercial Companies Code.
4. The right to subscribe for Series H Shares may be exercised by the holders of the Warrants under the conditions set out in § 1 of this resolution.
5. The right to acquire Series H Shares shall only be vested in the eligible persons who hold the Warrants, i.e. the persons covered by the Incentive Programme established based on the BEST Capital Group Incentive Programme Resolution, according to this resolution and the Rules of the Incentive Programme.
6. The issue price of the Series H Shares shall be PLN 25.00 (twenty-five).

7. Series H Shares shall be acquired only for contributions in cash.
8. Series H shares shall be subscribed for according to the procedure set out in Article 451 of the Commercial Companies Code, i.e. by way of written statements to be submitted on forms prepared by the Company.
9. Series H Shares shall participate in the dividend to be paid in the financial year in which the shares are issued, provided that they are registered on the holder's securities account by the record date specified in the resolution of the General Shareholders' Meeting on the distribution of the profit generated in the financial year. Shares issued after the record date referred to in the previous sentence shall participate in the dividend to be paid in the following financial year. The Shares referred to in the first and second sentence shall also participate in dividends to be paid in subsequent financial years respectively.
10. The Company's Management Board is authorised to:
  - a. define detailed rules for accepting statements on subscription for Series H Shares, in particular the places and dates for submitting said statements, sign agreements with entities authorised to accept statements on exercising the right to subscribe for Series H Shares;
  - b. submit to the registration court the data required under Article 452 of the Commercial Companies Code.

### **§ 3**

In the case of a split or reverse split of the Company's shares, the number of Series H Shares which eligible individuals can acquire under the Warrants shall be increased/decreased in the same proportion as the split/reverse split of the Company's shares, subject to the applicable laws. The issue price of Series H Shares shall be changed accordingly.

### **§ 4**

#### **Exclusion of pre-emptive right**

1. In the Company's interest, in respect of Series D Warrants, the pre-emptive right to Series D Warrants awarded to the existing shareholders of the Company is fully excluded.
2. The opinion of the Company's Management Board justifying the exclusion of the pre-emptive right and the free issue of the Warrants, drawn up according to Article 433 §2 of the Commercial Companies Code, is attached to this resolution.
3. In the Company's interest, in respect of Series H Shares, the pre-emptive right to Series H Shares awarded to the existing shareholders of the Company is fully excluded.
4. The opinion of the Company's Management Board justifying the exclusion of the pre-emptive right and the issue price of Series H Shares, drawn up according to Article 433 §2 of the Commercial Companies Code, is attached to this resolution.

### **§ 5**

#### **Authorisation of the Company's authorities**

1. The Company's Ordinary General Meeting hereby resolves to apply for admission and introduction to trading on the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A., 'GPW')

- of Series H Shares to be issued as part of the conditional share capital increase specified in this resolution.
2. Series H Shares will be dematerialised within the meaning of the Act on Trading in Financial Instruments of 29 July 2005 (complete text; Journal of Laws of 2022, item 861, as amended) (**'Trading Act'**) and the Company will apply for their admission and introduction to trading on the GPW.
  3. Considering the above, the Company's Ordinary General Meeting agrees to the following:
    - a. depositing of Series H Shares in a securities deposit kept in the territory of the Republic of Poland by an investment firm, the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.; **'KDPW'**) or a company delegated by the KDPW to perform actions involving keeping the deposit of securities;
    - b. dematerialisation of Series H Shares within the meaning of the Trading Act;
    - c. applying for admission and introduction of Series H Shares to trading on the GPW.
  4. The Company's Management Board is authorised to:
    - a. take any actions to dematerialise Series H Shares, in particular submit Series H Shares to the securities deposit referred to in section 3(a) above, and conclude with the KDPW an agreement for the registration of said Series H Shares with the securities deposit;
    - b. take all steps necessary to obtain admission and introduction of Series H Shares to trading on the GPW, including to file appropriate applications and notices; and
    - c. perform any other action necessary to perform the provisions of this resolution.
  5. The Management Board is authorised to entrust a selected investment firm with performing specific actions related to the issue and registration of Series H Shares with the securities deposit and their admission to trading on the GPW.

## § 6

### Amendment to the Company's Statute

The Company's Ordinary General Meeting, considering inter alia, the conditional increase of the Company's share capital specified in this resolution, decides to amend § 7a of the Company's Statute by giving it the following wording:

#### *§ 7a*

1. *The Company's conditional share capital amounts to no more than PLN 1,898,000 (in words: one million eight hundred and ninety-eight thousand zlotys) and is divided into no more than 108,000 (in words: one hundred and eight thousand) ordinary series C bearer shares with a nominal value of PLN 1.00 (in words: one zloty) each, 630,000 (in words: six hundred and thirty thousand) series E ordinary bearer shares with a nominal value of PLN 1.00 (in words: one zloty) each, 30,000 (in words: thirty thousand) series F ordinary bearer shares with a nominal value of PLN 1.00 (in words: one zloty) each and 1,130,000 (in words: one million one hundred and thirty thousand) series H ordinary bearer shares with a nominal value of PLN 1.00 (in words: one zloty) each.*
2. *The purpose of the conditional increase of the Company's share capital referred to in §7a section 1 is to grant the right to acquire series C, E and F shares to the holders of the subscription warrants issued by the Company based on Resolution No. 2 of the Company's Extraordinary General Meeting of 16 November 2015, amended with Resolution No. 6 of the Company's Extraordinary General Meeting of*

*25 March 2016, Resolution No. 7 of the Company's Extraordinary General Meeting of 25 March 2016 and Resolution No. 5 of the Company's Extraordinary General Meeting of 27 October 2016.*

- 3. In addition, the purpose of the conditional increase of the Company's share capital referred to in § 7a section 1 is to grant the right to subscribe for series H shares to the holders of subscription warrants issued by the Company based on resolution no. 23 of the Company's Ordinary General Meeting of 29 June 2022".*

### **§ 3.**

The resolution comes to force upon its adoption.

DRAFT RESOLUTION CONCERNING ITEM 20 OF THE AGENDA:

**Resolution no. 23  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025  
on amending the Company's Statute**

Acting based on Article 430 § 1 of the Commercial Companies Code and §13(2)(1) of BEST S.A.'s Statute:

**§1.**

The Ordinary General Meeting of BEST S.A. amends BEST S.A.'s Statute so that §7a of the Statute shall read as follows:

*§ 7a*

- 1. The Company's conditional share capital amounts to no more than PLN 1,130,000 (in words: one million one hundred and thirty thousand zlotys) and is divided into no more than 1,130,000 (in words: one million one hundred and thirty thousand) series H ordinary bearer shares with a nominal value of PLN 1.00 (in words: one zloty) each.*
- 2. The purpose of the conditional increase of the Company's share capital referred to in § 7a section 1 is to grant the right to subscribe for series H shares to the holders of subscription warrants issued by the Company based on resolution no. 23 of the Company's Ordinary General Meeting of 29 June 2022.'*

**§ 2.**

The resolution comes into force upon its adoption, with the proviso that the amendment to BEST S.A.'s Statute must be entered in the Register of Businesses of the National Court Register in order to be effective.

DRAFT RESOLUTION CONCERNING ITEM 21 OF THE AGENDA:

**Resolution no. 24  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025  
on drawing up a complete text of the Company's Statute**

Pursuant to Article 430 § 1 of the Commercial Companies Code, in connection with § 13(2)(1) of the Statute of BEST S.A.:

**§ 1.**

The Ordinary General Meeting of BEST S.A, considering the amendments to the Statute of BEST S.A. made by the Ordinary General Meeting of BEST S.A. on 30 June 2025 pursuant to Resolutions No. 21/2025 and 23/2025, hereby adopts a complete text of the Statute of BEST S.A. in the wording attached as Annex 1 hereto.

**§ 2.**

The resolution comes into force upon its adoption, with the proviso that the amendment to BEST S.A.'s Statute must be entered in the Register of Businesses of the National Court Register in order to be effective.

## **STATUTE OF BEST SPÓŁKA AKCYJNA**

### **I. General provisions**

#### **§1**

1. The Company's business name is BEST Spółka Akcyjna.
2. The Company may use the abbreviated name BEST S.A.

#### **§2**

The Company's founders are:

- 1) Wojciech Gawdzik;
- 2) Jerzy Wiesław Łukomski;
- 3) Malwina Łukomska.

#### **§3**

1. The Company's registered office is in Gdynia.
2. The Company may operate in the territory of the Republic of Poland and abroad.

#### **§4**

The Company may establish, operate and close branches, agencies and other organisational units.

#### **§5**

The Company's financial year is the same as the calendar year.

### **II. Object and scope of the Company's activity**

#### **§6**

According to the Polish Classification of Activity (PKD), the Company's activity consists in:

- 1) construction of residential and non-residential buildings (PKD 41.2);
- 2) software, IT consulting and related activities (PKD 62);
- 3) financial services, except insurance and retirement funds (PKD 64);
- 4) insurance, reinsurance and pension funds, except statutory social insurance (PKD 65);



- 5) activities to support financial services, insurance and pension funds (PKD 66);
- 6) real property market services (PKD 68);
- 7) legal services (PKD 69.10.Z);
- 8) accounting, bookkeeping and tax consulting (PKD 69.20.Z);
- 9) activities of head offices and holdings, excluding financial holdings (PKD 70.10.Z);
- 10) business and other management consultancy activities (PKD 70.22.Z);
- 11) rental and leasehold of passenger cars and vans (PKD 77.11.Z);
- 12) rental and leasehold of other motor vehicles, except motorcycles (PKD 77.12.Z);
- 13) rental and leasehold of other machinery, equipment and tangible goods (PKD 77.3);
- 14) office administration and other support services for economic activity (PKD 82);
- 15) education (PKD 85);
- 16) other individual services (PKD 96).

### III. Share capital

#### §7

1. The Company's share capital amounts to PLN 28,480,549.00 (in words: twenty-eight million four hundred and eighty thousand five hundred and forty-nine zlotys 00/100) and is divided into 28,480,549 (in words: twenty-eight million four hundred and eighty thousand five hundred and forty-nine) shares with a nominal value of PLN 1 (one zloty) each.
2. There are registered or bearer shares.
3. Based on type and the rights attached to them, the Company's shares are grouped as follows:
  - a) 1,680,000 (in words: one million six hundred eighty thousand) series A preference registered shares;
  - b) 18,164,705 (in words: eighteen million, one hundred and sixty-four thousand, seven hundred and five) series B bearer shares;
  - c) 108,000 (in words: one hundred eighty thousand) series C bearer shares;
  - d) 1,362,957 (in words: one million three hundred sixty-two thousand nine hundred fifty-seven) series D bearer shares;
  - e) 407,400 (in words: four hundred and seven thousand four hundred) series E bearer shares;
  - f) 690,652 (in words: six hundred ninety thousand six hundred fifty-two) series G bearer shares.
  - g) 128,500 (in words: one hundred and twenty-eight thousand five hundred) series I bearer shares;
  - h) 109,800 (in words: one hundred and nine thousand eight hundred) series J bearer shares;
  - i) 5,828,535 (in words: five million eight hundred and twenty-eight thousand five hundred and thirty-five) series K bearer shares.
4. The series A shares were fully paid for with an in-kind contribution of Przedsiębiorstwo Handlowe BEST in Gdynia to the Company.
5. The series B shares were paid for partially with an in-kind contribution to the Company of Przedsiębiorstwo Handlowe BEST in Gdynia and an in-kind contribution of the assets of Trzeci Polski Fundusz Rozwoju Sp. z o.o. as a result of that company's business combination with BEST S.A., and partially with cash.
6. The Series C Shares were paid for in full with a contribution in cash.

7. The series D shares were paid for in full with a contribution in cash.
8. The Series E Shares were paid for in full with a contribution in cash.
9. The Series G Shares were paid for in full with a contribution in cash.
10. The Series I Shares were paid for in full with a contribution in cash.
11. The Series J Shares were paid for in full with a contribution in cash.
12. The series K shares have been fully covered by the assets of Kredyt Inkaso S.A. as a result of the merger of that company with BEST S.A.

#### § 7a

1. The Company's conditional share capital amounts to no more than PLN 1,130,000 (in words: one million one hundred and thirty thousand zlotys) and is divided into no more than 1,130,000 (in words: one million one hundred and thirty thousand) series H ordinary bearer shares with a nominal value of PLN 1.00 (in words: one zloty) each.
2. The purpose of the conditional increase of the Company's share capital referred to in § 7a(1) is to grant the right to subscribe for series H shares to the holders of subscription warrants issued by the Company based on resolution no. 23 of the Company's Ordinary General Meeting of 29 June 2022.

#### §7b

1. The Company's Management Board is authorised, by 30 June 2028, to increase the share capital by up to PLN 16,618,371.00 (sixteen million six hundred and eighteen thousand three hundred and seventy-one zlotys 00/100) (authorised capital). The Management Board may exercise its power by increasing the share capital on one or several consecutive occasions; however, shares may be acquired both in exchange for contributions in cash and contributions in-kind.
2. The Management Board shall adopt resolutions on all matters related to increasing the Company's share capital within the authorised capital. In particular, the Management Board is authorised to:
  - a. conclude agreements for investment underwriting, firm commitment underwriting or other agreements to ensure that the issue of shares is successful;
  - b. adopt resolutions and take other steps to dematerialise shares and conclude agreements with Krajowy Depozyt Papierów Wartościowych S.A. for the registration of shares, rights to shares or pre-emptive rights;
  - c. adopt resolutions and take other steps in connection with issuing shares by way of a public offering or applying for the admission of shares, rights to shares or pre-emptive rights on a regulated market.
3. The Management Board's resolutions on setting the issue price and on issuing shares in return for contributions in kind require a consent of the Supervisory Board, with the proviso that:
  - a. the issue price of up to 450,000 (in words: four hundred and fifty thousand) shares to be acquired by members of the Company's Management Board based on the Rules of the Incentive Programme adopted by way of Resolution no. 20 of the Company's Ordinary General Meeting of 29 June 2022 shall be PLN 1 (one zloty);
  - b. the issue price of up to 235,000 (in words: two hundred and thirty-five thousand) shares to be acquired by members of the Company's Management Board based on the Rules of the Incentive

Programme adopted by way of Resolution no. 19 of the Company's Ordinary General Meeting of 30 June 2025 shall be PLN 1 (one zloty);

- c. The issue price of no more than 60,000 (in words: sixty thousand) shares to be taken up by key persons involved in the process of operational integration as part of the merger of BEST S.A. and Kredyt Inkaso S.A., including employees of the companies belonging to the BEST Capital Group under the Incentive Programme Rules adopted by the Ordinary General Meeting of the Company by way of Resolution No. 20 of 30 June 2025 shall be PLN 1 (one zloty);
  - d. the issue price of shares issued for purposes other than those referred to in (a), (b) or (c) above cannot be lower than the volume weighted average price of the Company's shares listed at Giełda Papierów Wartościowych w Warszawie S.A. in the last three months.
4. In the case of a share capital increase according to section 1, the Management Board is authorised to deprive the existing shareholders of their pre-emptive right in full or in part, with the Supervisory Board's consent.

#### §8

Before the Company was registered, the share capital had been paid for in the following amounts:

- 1) Wojciech Gawdzik made an in-kind contribution to the Company in the form of Przedsiębiorstwo Handlowe BEST, having its registered office in Gdynia, and acquired 500,000 shares with a total value of PLN 2,000,000;
- 2) Malwina Łukomska made a cash contribution to the Company in the amount of PLN 4 and acquired one share with a value of PLN 4;
- 3) Jerzy Łukomski made a cash contribution to the Company in the amount of PLN 4 and acquired one share with a value of PLN 4.

#### §9

The Company's series A registered shares carry a voting preference, i.e. one share is vested with five votes at the General Meeting.

#### §10

- 1. The shares may be redeemed.
- 2. The redemption of shares requires consent of the shareholder whose shares are to be redeemed.
- 3. Detailed terms and procedure for redeeming shares with a shareholder's consent shall be each time laid down in a resolution of the General Meeting, in particular the legal basis for the redemption, the amount of remuneration due to the holder of the shares to be redeemed or a statement of reasons for redeeming the shares without remuneration, and the mode of decreasing the Company's share capital.
- 4. In the event that any rights vested with the Company's series A registered shares are seized by way of administrative or court enforcement proceedings or if they become a part of bankruptcy estate and, following a disposal of such rights under the applicable laws, they are not acquired by a shareholder, a holder of series A shares or a person designated by the Company's Supervisory Board, such shares shall be redeemed without a resolution of the general meeting within 60 days from the day when the Company receives a notification on the acquisition of rights from such shares by a person other than a shareholder, a holder of series A shares or a person designated by the Company's Supervisory Board.

#### §10a

- 1. The Company's capitals consist of: share capital, supplementary capital and reserve capital (if any).

2. The supplementary capital is formed from annual charges amounting to at least 8% of the profit for a financial year until the capital reaches at least one third of the share capital. Funds from other sources can also contribute towards this capital.
3. Reserve capitals can be formed independently of the Company's supplementary capital from charges against profit for a financial year in an amount specified by the General Meeting. Funds from other sources can also contribute towards these capitals.

#### **IV. Company authorities**

##### **§11**

The Company authorities are:

- 1) General Meeting,
- 2) Supervisory Board,
- 3) Management Board.

#### **V. General Meeting**

##### **§12**

1. The General Meeting shall be convened as an ordinary or extraordinary meeting.
2. The General Meeting shall be held at the Company's registered office, in Warsaw, Gdańsk, Sopot or another place specified in the announcement of the convening of the General Meeting.

##### **§13**

1. The Ordinary General Meeting shall:
  - 1) examine and approve the Company's management report and financial statements for the previous financial year, and the financial statements of the Company's capital group;
  - 2) adopt resolutions on profit allocation or loss coverage;
  - 3) acknowledge the fulfilment of duties by members of the Company's authorities.
2. The following matters shall also require a resolution of the General Meeting:
  - 1) amendments to the Company's statute and adoption of its complete text;
  - 2) decision on compensation claims for damage done when incorporating, managing or supervising the Company;
  - 3) selling or leasing out the enterprise or its organised part and establishing a limited property right thereon;
  - 4) increasing or decreasing the Company's share capital;
  - 5) issuing convertible bonds and bonds with pre-emptive rights;
  - 6) redeeming shares and determining the detailed conditions of such redemption;
  - 7) merger, de-merger or liquidation of the Company, appointment of liquidators and decision on the manner of conducting liquidation;
  - 8) appointment and dismissal of Supervisory Board members, subject to § 14(3) of the Statute;
  - 9) setting out the principles for remuneration and the remuneration amount for members of the Supervisory Board;

- 10) any other matters which are reserved for the General Meeting under the applicable laws and this Statute;
  - 11) seeking the admission of the Company's shares to trading on an alternative market or on a regulated market other than the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A.;
3. For as long as the Company's shareholder WPEF VI Holding 5 B.V. holds shares representing at least 10% (ten per cent) of the Company's share capital, but no longer than until the date falling 5 years after the registration by the registry court of the merger of the Company with Kredyt Inkaso S.A., resolutions of the General Meeting of the Company on the following matters may not be passed if a vote 'against' is cast by WPEF VI Holding 5 B.V.:
- 1) an increase in the Company's share capital through the issue of new shares in the Company, excluding:
    - i. an increase of the Company's share capital with retention of the preemptive right;
    - ii. an increase in the Company's share capital through the issue of new shares in the Company to be offered in a public offering that also includes the existing shares in the Company held by the Company's shareholder WPEF VI Holding 5 B.V.; or
    - iii. an increase in the Company's share capital through the issue of up to 826,250 (eight hundred and twenty-six thousand, two hundred and fifty) shares in the Company for the purpose of offering them to members of the Management Board, employees or associates of the Company or other entities within the Company's capital group, as well as partners of partnerships within the Company's capital group, as part of incentive programmes;
  - 2) issue of convertible bonds or bonds with preemptive rights, warrants or, if a resolution of the General Meeting is required by law, other financial instruments convertible into the Company's shares;
  - 3) merger, demerger, transformation or liquidation of the Company, except for a merger of the Company with a company in which all shares are held directly or indirectly by the Company;
  - 4) withdrawal of the Company's shares from trading on the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A.;
  - 5) *seeking the admission of the Company's shares to trading on an alternative market or on a regulated market other than the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A.;*
  - 6) disposal of the Company's business or an organised part thereof to an entity outside the Company's capital group; or
  - 7) an amendment to the Company's Statute concerning § 13(3)(1)-(6) and § 14(3) of the Statute.

## VI. Supervisory Board

### §14

1. The Supervisory Board is composed of five to seven members who are appointed and dismissed by the General Meeting for a joint term of office of 3 years, subject to item 3 below.
2. Prior to any changes in the composition of the Supervisory Board, the General Meeting determines the exact number of the Supervisory Board members in a resolution.

3. For as long as the Company's shareholder WPEF VI Holding 5 B.V. holds shares representing at least 10% (ten per cent) of the Company's share capital, but no longer than until the date falling 5 years after the registration of the merger of the Company with Kredyt Inkaso S.A. by the registry court, it shall have the personal power to appoint, dismiss and suspend 1 (one) member of the Supervisory Board.

#### §15

The Supervisory Board appoints a Chairman and a Vice-Chairman from among its members. The appointment is by an absolute majority of votes cast in a secret ballot by the attending Supervisory Board members.

#### §16

The Supervisory Board acts based on its Rules which lay down its organisation and procedures. To be effective, any amendments to the Rules of the Supervisory Board must be approved by the General Meeting.

#### §17

(deleted)

#### §18

1. The Members of the Supervisory Board can participate in adopting the Supervisory Board's resolutions through voting in writing via another member of the Supervisory Board.
2. The Supervisory Board can adopt resolutions by written ballot or using means of telecommunication.

#### §19

The resolutions of the Supervisory Board are adopted by an absolute majority of votes. In the event of a tied vote, the Chairman of the Supervisory Board has the casting vote.

#### §20

1. The Supervisory Board exercises continuous supervision over all areas of the Company's activity.
2. Responsibilities specific to the Supervisory Board include:
  - 1) assessing the Company's management report and financial statements, and the financial statements of the Company's capital group for the previous financial year for their compliance with the books, documents and facts;
  - 2) assessing the Management Board's proposals concerning the allocation of profit or coverage of loss;
  - 3) filing an annual written report to the General Meeting concerning the results of the assessment referred to in items 1 and 2;
  - 4) suspending from service, for important reasons, any or all Members of the Management Board as well as delegating Members of the Supervisory Board, for a period not longer than three months, to temporarily perform duties of Members of the Management Board who have been dismissed, resigned or are unable to perform their duties for other reasons;
  - 5) setting out the principles for remuneration and the remuneration amount for members of the Supervisory Board;
  - 6) expressing consent to members of the Management Board becoming involved in competitive businesses or participating in a competitive company;

- 7) appointing an entity authorised to audit the financial statements of the Company and of its capital group, and selecting an entity authorised to attest sustainability reporting.
- 8) appointing and dismissing Members of the Management Board, including the President or the Vice-Presidents of the Management Board;
- 9) approving the following:
  - a) establishing a foreign operation;
  - b) concluding loan and borrowing agreements, and issuing bonds whose value exceeds the equivalent of 20% of the Company's equity;
  - c) incurring liabilities other than those referred to in item b) before whose value exceeds the equivalent of 20% of the Company's equity; no consent is required for actions taken as part of ordinary management, such as in particular any operations consisting in the trade in claims;
  - d) establishing securities, guarantees and sureties whose value exceeds the equivalent of 20% of the Company's equity;
  - e) disposing of or encumbering, under one or more legal transactions, tangible assets whose net book value exceeds the equivalent of 20% of the Company's equity;
  - f) acquiring and disposing of real property or a share in real property, perpetual usufruct title or a share in perpetual usufruct title; the acquisition and disposal of real property or a share in real property, perpetual usufruct title or a share in perpetual usufruct title representing the assets of the Company's debtor for an amount not exceeding 20% of the Company's equity may be performed by the Management Board based on its resolution without the supervisory Board's consent;
  - g) incorporating commercial law companies.
3. For the actions referred to in section 2(9) letters b) - e), no consent is required if the other party to the transaction is an entity related to BEST S.A. within the meaning of International Accounting Standard 24, and the transaction is a typical transaction concluded by BEST S.A. as part of its operating activity or the transaction is within the limits specified in a budget approved by the Supervisory Board.
4. The amount of equity referred to in section 2(9) before shall be determined based on the recent financial statements of the Company published in accordance with separate laws.
5. The Supervisory Board's responsibilities also include taking steps to build a positive market image of the Company, in particular through the participation of the Members of the Supervisory Board in public debates on internal control systems, business ethics and protecting consumer rights.

## VII. Management Board

### §21

1. The Company's Management Board is composed of one to six members who are appointed and dismissed by the Supervisory Board, on a proposal of the President of the Management Board, for a joint term of office of three years. The number of the members of the Management Board is to be specified by the Supervisory Board according to the proposal of the President of the Management

Board. When appointing a member to the Company's Management Board, the Supervisory Board also determines their function (e.g. President, Vice-President or Member of the Management Board), according to the proposal of the President of the Management Board.

2. If the President of the Management Board does not submit any of the proposals referred to in section 1 before, the Supervisory Board shall have the right to act on its own initiative in that regard.

#### §22

1. The Management Board acts based on its adopted Rules. The Rules of the Management Board lay down the Management Board's procedures as well as detailed responsibilities of the President of the Management Board and a detailed decision-making procedure of the Management Board. To be effective, any amendments to the Rules of the Management Board must be approved by the Supervisory Board.
2. The Management Board is obliged to receive the Supervisory Board's consent to the actions referred to in §20(2)(9) of the Company's Statute. The consent can be expressed retroactively, within 2 months from the date of a transaction.

#### §23

The resolutions of the Management Board are adopted by an absolute majority of votes. In the event of a tied vote, the President of the Management Board shall have the casting vote.

#### §24

1. Representations on behalf of the Company require cooperation of two members of the Management Board or joint action of a member of the Management Board and a proxy.
2. Members of the Management Board may represent the other party to a legal transaction which they conclude on behalf of the Company as its management board or attorneys, provided that the other party and the company are members of the same capital group, as stipulated by the accounting laws.

### VIII. Final provisions

#### §25

1. The first joint term of office of the Management Board begins on the date of the General Meeting which approves the Company's financial statements for 2009.
2. The first joint term of office of the Supervisory Board begins on the date of the General Meeting which approves the Company's financial statements for 2010.
3. The term of office of Supervisory Board members appointed in 2010 is one year and ends on the date of the General Meeting which approves the Company's financial statements for 2010.



DRAFT RESOLUTION CONCERNING ITEM 22 OF THE AGENDA:

**Resolution no. 25  
of the Ordinary General Meeting of BEST S.A.  
of 30 June 2025  
on revising the Remuneration Policy for Members of the Management Board and the Supervisory Board**

Pursuant to Article 90d(1) of the Act on public offering, terms of introducing financial instruments to organised trading and on public companies:

**§ 1.**

The Ordinary General Meeting of BEST S.A. revises the Remuneration Policy for the Members of the Management Board and the Supervisory Board of BEST S.A. ('Policy') in such a way that:

1. §4 of the Policy is amended as follows:

*'§4*

*The remuneration of the Management Board members consists of:*

- 1) fixed monthly remuneration specified in the act of appointment or another document being the basis for the relationship between a member of the Management Board and BEST;*
- 2) the right to participate in incentive programmes, where eligible members of the Management Board have the right to acquire BEST's shares issued: (i) as part of a conditional increase of the share capital in the exercise of rights from subscription warrants; or (ii) as part of a share capital increase within the limits of the authorised capital;*
- 3) variable remuneration, paid in the form of an annual cash bonus whose terms and conditions shall be set out in the Rules established for subsequent financial years;*
- 4) bonuses, additional remuneration and other monetary and non-monetary benefits referred to in §9.'*

2. §6 of the Policy is amended as follows:

*'§6*

- 1. The amount of fixed remuneration (§4(1)) is determined by the Supervisory Board by way of a resolution detailing the rules for determining, calculating and paying the remuneration in consideration of the provisions of the Policy.*
- 2. The terms of incentive programmes (§4(2)) shall be specified by the resolutions of the GSM or by the resolutions of BEST's bodies authorised to take specific factual or legal actions based on the resolutions of the GSM.*
- 3. The terms and conditions for variable remuneration paid in the form of an annual cash bonus (§4(3)) shall be determined by the Supervisory Board in the resolutions establishing the Rules for subsequent financial years.*

4. *The amount as well as terms and conditions of paying the bonus and the additional benefits referred to in §9 are determined by the Supervisory Board by way of a resolution detailing the Rules for determining, calculating and paying the remuneration in consideration of the provisions of the Policy.'*

3. §8 of the Policy is amended as follows:

*'§8*

*Principles for the structuring of incentive programmes and variable remuneration for members of the management board*

1. *The principles of incentive programmes for Management Board members (§4(2)) and their role in total remuneration are intended to take into account the medium and long-term interests of BEST as well as full commitment of a member of the Management Board to their function, and to motivate them to achieve KPIs.*
2. *It is not possible to determine the share of remuneration for members of the Management Board under the incentive programmes referred to in §4(2) in the total remuneration of members of the Management Board at the time of adopting the Policy.*
3. *The terms of incentive programmes for members of the Management Board (§4(2)) shall be determined according to §6(2) of the Policy. Detailed rules of incentive programmes resulting from resolutions of the General Shareholders' Meeting or resolutions of the bodies of BEST authorised to take certain actual or legal actions based on resolutions of the General Shareholders' Meeting shall be annexed to the Policy.*
4. *The share of the variable part of the remuneration (§4(3)) in the total remuneration is intended to take into account the medium- and long-term interests of BEST and a Management Board Member's full commitment to their role, as well as to incentivise the achievement of KPIs.*
5. *The variable remuneration (§4(3)) for a Management Board Member may not exceed 200% of their annual fixed remuneration (§4(1)) for the last calendar year ended.*
6. *The principles for structuring the variable remuneration for Management Board Members (§4(3)) shall be determined in accordance with §6(3) of the Policy. The rules established by the Supervisory Board for the following financial years shall be annexed to the Policy.'*

4. §9(1)(1) of the Policy is amended as follows:

*'§9(1)(1)*

1. *discretionary bonuses, in particular for non-financial activities, such as CSR or resulting from the implementation of tasks that go beyond the scope of ordinary activities of the Company's Management Board, paid at the discretion of the Supervisory Board, whose total amount in any calendar year may not exceed 300% of the annual fixed remuneration (§4(1)) of a member of the Management Board for the last calendar year ended;'*

5. § 10(1) of the Policy is amended as follows:

*‘§ 10(1)*

- 1. The Supervisory Board shall be composed of five to seven members, who shall be appointed and dismissed, subject to §14(3) of the Company's Statute, by the GSM for a joint term of office of 3 years.’*

6. § 10(2) of the Policy is amended as follows:

*‘§ 10(2)*

- 2. An appointment relationship with members of the Supervisory Board is terminated due to:*
- 1) end of the term of office;*
  - 2) dismissal;*
  - 3) resignation by a member of the Supervisory Board;*
  - 4) death.’*

7. § 13(1) of the Policy is amended as follows:

*‘§ 13(1)*

- 1. The implementation of the Policy shall be reviewed at least once a year by BEST's organisational unit responsible for the Compliance area.’*

8. § 13(2) of the Policy is amended as follows:

*‘§ 13(2)*

- 2. Based on the review referred to in item 1 above, BEST's organisational unit responsible for the Compliance area shall prepare a written report on the implementation status of the Policy. The Report shall be submitted to the Supervisory Board of BEST.’*

**§ 2.**

To the remaining extent, the Policy is unchanged.

**§ 3.**

The Ordinary General Meeting of BEST S.A. adopts a complete text of the Policy in consideration of the above amendments and in the wording set out in Annex 1 to this resolution.

**§ 4.**

The resolution comes to force upon its adoption.

*Annex 1 to resolution no. 25 of the Ordinary General Shareholders' Meeting of BEST S.A. of 30 June 2025 on revising the Remuneration Policy for members of the Management Board and the Supervisory Board*

REMUNERATION POLICY  
FOR MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD OF BEST S.A.

Version 4  
of 30 June 2025

## Chapter I

### General provisions

#### § 1

1. This Policy describes the rules for remunerating members of the Management Board and the Supervisory Board of BEST.
2. The Remuneration Policy and the criteria for awarding variable remuneration components are in line with the Company's strategy, which sets the directions for business operations.

#### § 2

For the purposes of this Policy, the following terms shall have the meanings ascribed to them below:

- 1) **BEST or Company** – BEST S.A., with its registered office in Gdynia, entered into the register of businesses of the National Court Register, maintained by the District Court Gdańsk-North in Gdańsk, 8th Commercial Department of the National Court Register, under no. KRS 0000017158; tax ID (NIP): 585-00-11-412;
- 2) **BEST Capital Group** – means the capital group formed by BEST as the parent company together with its subsidiaries within the meaning of the International Accounting Standards and the International Financial Reporting Standards adopted based on Regulation (EC) No. 1606/2002 of the European Parliament and of the Council on the application of international accounting standards (OJ L 243 of 11/09/2002), and based on implementing regulations of the European Commission;
- 3) **KPI** – financial and non-financial key performance indicators whose achievement determines whether members of the Management Board are awarded variable remuneration components. The KPI are established for each year by the Supervisory Board by way of a resolution;
- 4) **Policy** – this Remuneration Policy for members of the Management Board and the Supervisory Board of BEST S.A.;
- 5) **Act** – Act of 29 July 2005 on public offering, terms of introducing financial instruments to organised trading and on public companies;
- 6) **GSM** – General Shareholders' Meeting of BEST.

## Chapter II

### Rules and structure of remunerating members of the Management Board

#### § 3

1. The members of the Management Board perform their function in the Management Board of BEST based on an act of appointment.
2. The Company's Management Board is composed of one to six members who are appointed and dismissed by the Supervisory Board, on a proposal of the President of the Management Board, for a joint term of office of three years. The number of the members of the Management Board is to be specified by the Supervisory Board according to the proposal of the President of the Management Board. When appointing a member to the Company's Management Board, the Supervisory Board also

determines their function (e.g. President, Vice-President or Member of the Management Board), according to the proposal of the President of the Management Board, or, if the President of the Management Board does not submit a proposal, according to its own decision.

3. An appointment relationship (expiry of the mandate) with a member of the Management Board is terminated due to:
  - 1) end of the term of office;
  - 2) dismissal by the Supervisory Board;
  - 3) resignation by a member of the Management Board;
  - 4) death.

#### **§ 4**

The remuneration of the Management Board members consists of:

- 1) fixed monthly remuneration specified in the act of appointment or another document being the basis for the relationship between a member of the Management Board and BEST;
- 2) the right to participate in incentive programmes, where eligible members of the Management Board have the right to acquire BEST's shares issued: (i) as part of a conditional increase of the share capital in the exercise of rights from subscription warrants; or (ii) as part of a share capital increase within the limits of the authorised capital;
- 3) variable remuneration, paid in the form of an annual cash bonus whose terms and conditions shall be set out in the Rules established for subsequent financial years;
- 4) bonuses, additional remuneration and other monetary and non-monetary benefits referred to in §9.

#### **§ 5**

1. The principles of remuneration of members of the Management Board of BEST provided for in the Policy contribute to implementing the strategy and goals of the Company by:
  - 1) making the variable remuneration of members of the Management Board contingent upon the KPI performance, with the KPI being essentially the same as those applied for BEST's employees;
  - 2) setting the amount of the fixed remuneration for holding a function in the Management Board at a level ensuring commitment of a member of the Management Board to the Company and maintaining continuity of strategy, as well as limiting the risk that a member of the Management Board might take actions that harm the Company's interests;
  - 3) focusing on long-term cooperation in order to enable the implementation of the Company's long-term strategy by appointing members of the Management Board for a 3-year term.
2. The amount of remuneration of the Management Board members corresponds to the size of BEST Capital Group and remains in a reasonable relation to the economic results of BEST Capital Group.

#### **§ 6**

1. The amount of fixed remuneration (§4(1)) shall be determined by the Supervisory Board by way of a resolution detailing the rules for determining, calculating and paying the remuneration in consideration of the provisions of the Policy.

2. The terms of incentive programmes (§4(2)) shall be specified by the resolutions of the GSM or by the resolutions of BEST's bodies authorised to take specific factual or legal actions based on the resolutions of the GSM.
3. The terms and conditions for variable remuneration paid in the form of an annual cash bonus (§4(3)) shall be determined by the Supervisory Board in the resolutions establishing the Rules for subsequent financial years.
4. The amount and rules of paying the bonus and the additional benefits referred to in §9 shall be determined by the Supervisory Board by way of a resolution detailing the rules for determining, calculating and paying the remuneration in consideration of the provisions of the Policy.

## **§ 7**

### **Rules for the fixed remuneration for members of the Management Board**

1. The fixed remuneration is tied to a person's professional experience, skills required for the position and the responsibilities assigned.
2. The fixed remuneration for members of the Management Board may vary depending on the function performed in the Management Board by a person.
3. The fixed remuneration does not exceed the maximum amounts presented in market reports for the financial services sector.
4. The annual fixed remuneration for members of the Management Board may not exceed 15 times the average annual base salary of BEST's employees who are not members of the Management Board or the Supervisory Board calculated for the last calendar year preceding the payment of the remuneration.

## **§ 8**

### **Principles for the structuring of incentive programmes and variable remuneration for members of the Management Board**

1. The principles of incentive programmes for Management Board members (§4(2)) and their role in total remuneration are intended to take into account the medium and long-term interests of BEST as well as full commitment of a member of the Management Board to their function, and to motivate them to achieve KPIs.
2. It is not possible to determine the share of remuneration for members of the Management Board under the incentive programmes referred to in §4(2) in the total remuneration of members of the Management Board at the time of adopting the Policy.
3. The terms of incentive programmes for members of the Management Board (§4(2)) shall be determined according to §6(2) of the Policy. Detailed rules of incentive programmes resulting from resolutions of the General Shareholders' Meeting or resolutions of the bodies of BEST authorised to take certain actual or legal actions based on resolutions of the General Shareholders' Meeting shall be annexed to the Policy.
4. The share of the variable part of the remuneration (§4(3)) in the total remuneration is intended to take into account the medium- and long-term interests of BEST and a Management Board Member's full commitment to their role, as well as to incentivise the achievement of KPIs.

5. The variable remuneration (§4(3)) for a Management Board Member may not exceed 200% of their annual fixed remuneration (§4(1)) for the last calendar year ended.
6. The principles for structuring the variable remuneration for Management Board Members (§4(3)) shall be determined in accordance with §6(3) of the Policy. The rules established by the Supervisory Board for the following financial years shall be annexed to the Policy.

## **§ 9**

### **Rules for other remuneration components for members of the Management Board**

1. The members of the Management Board are entitled to additional benefits:
  - 1) discretionary bonuses, in particular for non-financial activities, such as CSR or resulting from the implementation of tasks that go beyond the scope of ordinary activities of the Company's Management Board, paid at the discretion of the Supervisory Board, whose total amount in any calendar year may not exceed 300% of the annual fixed remuneration (§4(1)) of a member of the Management Board for the last calendar year ended;
  - 2) co-financing of healthcare up to 50% of the average annual base remuneration of BEST employees who are not members of the Management Board or the Supervisory Board calculated for the last calendar year;
  - 3) co-financing of the MyBenefit programme or its successor programme according to the same principles as those applicable to BEST's employees;
  - 4) being able to use company cars for business-related and private purposes;
  - 5) being able to use company phones for business-related and private purposes;
  - 6) additional insurance in connection with the function performed in the Management Board.
2. In addition, the Company bears the costs of the members of the Management Board due to:
  - 1) participation in training courses, seminars and industry conferences with consent of another member of the Management Board;
  - 2) business travel;
  - 3) other measures to improve qualifications, knowledge and skills necessary or reasonable to perform the function of a member of the Company's Management Board with consent of another member of the Management Board;

according to the rules applicable at the Company.
3. In the event that the mandate of a Management Board member expires, only if:
  - 1) the member is dismissed from the Management Board of BEST;
  - 2) dies;
  - 3) the mandate expires pursuant to Article 369 § 4 of the Commercial Companies Code (at the latest on the day of the GSM approving the financial statements for the last full financial year when the member of the Management Board performed their function);

the member of the Management Board (or their heirs where applicable) shall be entitled to severance pay in the amount of 3-month fixed remuneration due for holding the position of a member of the Management Board.
4. If a member of the Management Board has performed their function for more than 10 years and:
  - 1) the member is dismissed from the Management Board of BEST;



- 2) the member's mandate expires as a result of the end of their term of office and in the absence of appointment for another term despite standing as candidate;  
the member is entitled to severance pay in the amount calculated by multiplying each commenced year when they were a member of the Management Board (after 10 years of performing this function) by the annual fixed remuneration (§4(1)) of the member of the Management Board for the last ended calendar year.
5. The severance pay referred to in item 3 above shall not apply if a member of the Management Board resigns or is dismissed for acting to the detriment of BEST or another entity of BEST Capital Group.

### **Chapter III**

#### **Rules and structure of remunerating members of the Supervisory Board**

##### **§ 10**

1. The Supervisory Board shall be composed of five to seven members, who shall be appointed and dismissed, subject to §14(3) of the Company's Statute, by the GSM for a joint term of office of 3 years.
2. An appointment relationship with members of the Supervisory Board is terminated due to:
  - 1) end of the term of office;
  - 2) dismissal;
  - 3) resignation by a member of the Supervisory Board;
  - 4) death.
3. The members of the Supervisory Board receive fixed monthly remuneration regardless of the frequency of formally convened meetings. Establishing a fixed remuneration for members of the Supervisory Board ensures its stable functioning as a supervisory body and allows its members to exercise oversight over the current operations of the Company and the activities of the Management Board and its members with due care and without any unnecessary risk.
4. The remuneration of the members of the Supervisory Board is not dependent on the results of BEST or BEST Capital Group. The amount remuneration for individual members of the Supervisory Board depends on the function performed in the structure of the Supervisory Board.
5. The annual fixed remuneration for members of the Supervisory Board may not exceed 3 times the average annual base salary of BEST's employees who are not members of the Management Board or the Supervisory Board for the last calendar year preceding the payment of the remuneration.
6. The members of BEST's Supervisory Board do not receive any variable remuneration components.
7. Detailed rules and the amount of remuneration of members of the Supervisory Board are determined by the GSM by way of a resolution.
8. The members of the Supervisory Board are entitled to an additional consideration in the form of insurance related to their function in the Supervisory Board.
9. In addition, the Company bears the costs of the members of the Supervisory Board participating in the work of the Supervisory Board and its committees.

## **Chapter IV**

### **Temporary abandoning of the Policy**

#### **§ 11**

1. If necessary for achieving the Company's long-term interests and financial stability, or ensuring its profitability, the Supervisory Board can adopt a resolution on temporarily abandoning the Policy.
2. The Remuneration Policy can be temporarily abandoned in the event of sudden and unfavourable circumstances for BEST or BEST Capital Group which lead to a significant decrease of BEST Capital Group's net profit for a given financial year or a decrease in the Group's revenues in subsequent years.
3. The option to abandon the Policy as per items 1 and 2 above does not apply to the consideration referred to in §9(4).

## **Chapter V**

### **Rules for adopting and reviewing the Policy**

#### **§ 12**

1. The Policy is adopted by the GSM and reviewed on a regular basis, at least once every 4 years.
2. A significant amendment to the Policy necessitates a resolution of the GSM.
3. An amendment to the Policy that is not significant is adopted by way of a resolution of the Management Board.
4. Management Board:
  - 1) is responsible for developing, updating and implementing the Policy and the related documents;
  - 2) introduces amendments to the Policy that are not considered as significant;
  - 3) provides the Supervisory Board with information necessary to verify the Policy and its application, in particular with regard to the data covered by the report within a time enabling the preparation of a report in accordance with the Act.
5. The tasks of the Supervisory Board with regard to establishing and implementing the Policy are:
  - 1) submitting recommendations to the Management Board concerning the effectiveness of the provisions of the Policy and any amendments, as requested by the Supervisory Board;
  - 2) verifying each year whether the provisions of the Policy comply with the Act.

## **Chapter VI**

### **Verification of Policy implementation**

#### **§ 13**

1. The implementation of the Policy shall be reviewed at least once a year by BEST's organisational unit responsible for the Compliance area.
2. Based on the review referred to in item 1 above, BEST's organisational unit responsible for the Compliance area shall prepare a written report on the implementation status of the Policy. The Report is submitted to the Supervisory Board of BEST.
3. The Supervisory Board approves, implements and supervises the Policy in consideration of the need to ensure adequate and prudent risk management in BEST.

4. The Supervisory Board prepares an annual remuneration report presenting a comprehensive overview of remuneration, including all benefits and considerations in any form whatsoever, received by or due to individual members of the Management Board and the Supervisory Board in the last financial year in accordance with the Policy, and submits the report to the GSM.

## **Chapter VII**

### **Managing conflicts of interests**

#### **§14**

1. Any individual to whom this Policy applies is obliged to inform the Management Board about any existing or potential conflict between their interests and the interests of BEST Capital Group. Anyone affected by an existing or potential conflict of interests is required to abstain from taking the floor in any discussion or from voting on a resolution concerning this Policy. In particular, a conflict of interests may occur if:
  - 1) an individual to whom this Policy applies may obtain a benefit or avoid a loss concerning their remuneration as a result of a loss being incurred by BEST Capital Group;
  - 2) the financial interest of an individual to whom this Policy applies expressed in the amount or terms of remuneration is in conflict with the interest of BEST Capital Group.
2. Activities as part of the process of managing conflicts of interests are performed in accordance with the internal regulations in force at BEST.

## **Chapter VIII**

### **Final provisions**

#### **§ 15**

There are no early retirement or supplementary pension programmes in the Company, except for the right to participate in the Employee Capital Plans on general principles.



**SUBSTANTIATION**  
**of the draft resolutions to be discussed during**  
**the Ordinary General Meeting of BEST S.A., having its registered office in Gdynia,**  
**on 30 June 2025**

**The Management Board of BEST S.A. hereby presents the substantiation of the draft resolutions for the next Ordinary General Meeting:**

The resolutions on the matters specified in items 2, 4 and 5 of the proposed agenda are standard procedural resolutions adopted during the Ordinary General Meeting.

The resolutions on the matters specified in items 9-15 of the proposed agenda concern the exercise of the rights and obligations of the Ordinary General Meeting under Article 393(1), Article 395 § 2(1)-(3), Article 395 § 2<sup>1</sup> and Article 395 § 5 of the Commercial Companies Code.

The resolutions on matters covered by items 16-18 of the proposed agenda concern the establishment and implementation by the Company of two Incentive Programmes intended for (i) members of the Management Board of the Company and (ii) key persons involved in the process of operational integration as part of the merger of BEST S.A. with Kredyt Inkaso S.A., including employees of the BEST Capital Group companies. In the opinion of the Management Board, the incentive programmes shall be an effective mechanism for implementing the Company's long-term development policy. Implementing and executing the programmes should contribute to growing the Company's value by providing additional motivation for the Company's and Capital Group's managers to increase their efficiency and take steps aimed at achieving better performance.

The resolution on item 19 of the proposed agenda is intended to clarify the maximum date on which the rights under the series D subscription warrants issued pursuant to resolution No. 23 of the Ordinary General Meeting of BEST S.A. of 29 June 2022 may be exercised.

The resolution on item 20 of the proposed agenda seeks to remove from the Company's Statute the historical data relating to the conditional share capital increase in connection with ended Incentive Programmes under which subscription warrants were issued incorporating the right to take up shares.

The resolution on item 21 of the proposed agenda is to draw up a complete text of the Company's Statute, including the amendments to the Statute if adopted by the General Meeting.

The resolution on item 22 of the proposed agenda is intended to revise the Remuneration Policy for members of the Management Board and the Supervisory Board, following the annual Policy review. The revision includes, among other things, the introduction of the possibility of granting Management Board members variable remuneration paid in the form of an annual cash bonus.

The proposed amendments to BEST S.A.'s Statutes included in the agenda of the Ordinary General Meeting are outlined in detail in draft resolutions no. 21 and no. 23.

In consideration of the above, we propose that the resolutions be adopted as recommended by the Management Board.

Gdynia, 30 May 2025