

Warsaw, 8 January 2025

**Management Board**  
**KRUK Spółka Akcyjna**  
**of Wrocław**  
**ul. Wołowska 8**  
**51-116 Wrocław**

**SUBMISSION OF DRAFT RESOLUTIONS PROPOSED FOR ADOPTION UNDER ITEMS 8 AND 11 OF THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF KRUK SPÓŁKA AKCYJNA (THE “COMPANY”) CONVENED FOR 30 JANUARY 2025**

**REQUESTING SHAREHOLDER**

**Shareholder representing at least one-twentieth of KRUK Spółka Akcyjna’s share capital, entitled to submit a request pursuant to Art. 401.4 of the Commercial Companies Code**

Otwarty Fundusz Emerytalny PZU Złota Jesień, with its registered office in Warsaw (00-843) at Rondo Ignacego Daszyńskiego 4, entered in the Register of Pension Funds maintained by the Regional Court of Warsaw, 7th Civil, Family and Registry Division, under No. RFE 6, represented by: Powszechnie Towarzystwo Emerytalne PZU Spółka Akcyjna of Warsaw, entered in the Business Register of the National Court Register maintained by the District Court, 11th Commercial Division of the National Court Register, under No. KRS 0000040724,

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holding 989,865 (nine hundred and eighty-nine thousand, eight hundred and sixty-five) shares in KRUK Spółka Akcyjna, representing 5.11% of the Company’s share capital and carrying 989,865 votes at its General Meeting, accounting for 5.11% of the total voting rights,

(the certificate of shareholding is attached to the Shareholder’s request of 31 December 2024 to place matters on the agenda of the aforementioned EGM of the Company)

represented by:

Andrzej Sołdek – President of the Management Board

Arkadiusz Julke – Vice President of the Management Board

**CONTENT OF THE REQUEST**

The Requesting Shareholder proposes that the Extraordinary General Meeting of KRUK Spółka Akcyjna convened for 30 January 2025 adopt the draft resolutions attached to this letter, concerning the following agenda items:

“Item 8. Voting on a resolution to define the rules of an incentive scheme for the years 2025–2028, conditional increase in the Company’s share capital and issue of subscription warrants with the Company existing shareholders’ pre-emptive rights waived in whole with respect to the shares to be issued as part of the conditional share capital increase and subscription warrants, and amendments to the Articles of Association.” reading as set out in Appendix 1 to this letter;

“Item 11. Voting on a resolution to amend the Remuneration Policy for Members of the Management

Board and Supervisory Board of KRUK S.A. of Wrocław with regard to Section 2, Section 8, Section 9, Section 20 and Appendix 1.” reading as set out in Appendix 2 to this letter.

At the same time, pursuant to Art. 401.5 of the Commercial Companies Code, we reserve the right to propose further draft resolutions during the above-mentioned EGM of the Company.

## **STATEMENT OF REASONS**

Pursuant to Art. 401.4 of the Commercial Companies Code, a public company shareholder representing at least one-twentieth of the company’s share capital may, prior to the date of the General Meeting, submit to the company (in writing or by electronic means) draft resolutions concerning any matters which have been placed or are to be placed on the Meeting’s agenda. As a shareholder representing 5.11% of the Company’s share capital, Otwarty Fundusz Emerytalny PZU Złota Jesień hereby exercises its statutory right.

The draft resolution for item 8 of the agenda contains changes to the original draft, reducing the number of warrants offered within the basic pool to 581,448. As a result of this change, the maximum dilution rate for the shareholders will be reduced to 1 percentage point annually.

The draft resolution for item 11 of the agenda introduces a requirement that the criteria for the short-term bonus must differ from the criteria of the warrant-based incentive schemes in effect during the same period.

## **APPENDICES:**

Appendix 1 – Draft resolution to define the rules of an incentive scheme for the years 2025–2028, conditional increase in the Company’s share capital and issue of subscription warrants with the Company existing shareholders’ pre-emptive rights waived in whole with respect to the shares to be issued as part of the conditional share capital increase and subscription warrants, and amendments to the Articles of Association

Appendix 2 – Draft resolution to amend the Remuneration Policy for Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław with regard to Section 2, Section 8, Section 9, Section 20 and Appendix 1.

*Signatures:*

**Arkadiusz  
Julke** Signed with  
electronic signature  
by Arkadiusz Julke  
Date: 8 January  
2025  
11:57:34 +01’00’

**Andrzej  
Sołdek** Signed with  
electronic signature  
by Andrzej Sołdek  
Date: 9 January  
2025  
11:06:38 +01’00’