

REPORT OF THE SUPERVISORY BOARD OF KRUK S.A. FOR 2024

Appendix to Resolution No. 10/2025 of the KRUK S.A. Supervisory Board of 27 March 2025

- I. Report on assessment of:
 - 1) the separate financial statements of KRUK S.A. for the financial year ended 31 December 2024;
 - 2) the consolidated financial statements of the KRUK Group for the financial year ended 31 December 2024;
 - 3) the Directors' Report on the operations of the KRUK Group and KRUK S.A. in 2024;
 - 4) the Management Board's proposal concerning distribution of profit or coverage of loss for 2024;
- II. Report on assessment of:
 - 1) the Company's standing on a consolidated basis, including assessment of the internal control, risk management and compliance systems and the internal audit function, and information about measures taken by the Supervisory Board to perform such assessment;
 - 2) the Company's compliance with the corporate governance principles and the manner of compliance with the disclosure obligations concerning compliance with the corporate governance principles defined in the Exchange Rules and the regulations on current and periodic reports to be published by issuers of securities, and information about measures taken by the Supervisory Board to perform such assessment;
 - 3) the validity of expenses incurred by the Company and the Group to sponsor cultural projects, sports, charitable organisations, the media, social organisations, trade unions, etc.;
 - 4) the degree of implementation of the diversity policy applicable to the Management Board and the Supervisory Board;
 - 5) the performance by the Management Board of its obligations under Art. 380¹ of the Commercial Companies Code;
 - 6) the manner in which the Management Board prepares and/or submits to the Supervisory Board information, documents, reports, and/or clarifications requested pursuant to Art. 382.4 of the Commercial Companies Code.
- III. Summary of the activity of the Supervisory Board and its committees in 2024.
- IV. Information on the aggregate amount of consideration payable by the Company for audits ordered by the Supervisory Board in the financial year under Art. 382¹ of the Commercial Companies Code.
- V. Resolutions passed and motions submitted to the General Meeting of KRUK S.A.

I. REPORT SUBMITTED IN ACCORDANCE WITH THE REQUIREMENTS OF ART. 382.3 OF THE COMMERCIAL COMPANIES CODE

With a view to fulfilling the obligation provided for in Art. 382.3 of the Commercial Companies Code and Articles 15.2.1 and 15.2.2 of the Company's Articles of Association, the Supervisory Board reviewed the following documents presented by the Company's Management Board:

- 1) the separate financial statements of KRUK S.A. for the financial year ended 31 December 2024;
- 2) the consolidated financial statements of the KRUK Group for the financial year ended 31 December 2024;
- 3) the Directors' Report on the operations of the KRUK Group and KRUK S.A. in 2024;
- 4) the auditor's report on the full-year separate financial statements of KRUK S.A. for the financial year ended 31 December 2024;
- 5) the auditor's report on the full-year consolidated financial statements of the KRUK Group for the financial year ended 31 December 2024.

1) Assessment of the separate financial statements of KRUK S.A. for the financial year ended 31 December 2024

By Resolution No. 47/2021, the Company's Supervisory Board appointed PricewaterhouseCoopers Polska Sp. z o.o. Audyt Sp.k. of Warsaw, entered in the list of statutory auditors of financial statements under Reg. No. 144, as the auditor to audit the full-year separate financial statements of KRUK S.A. and the full-year consolidated financial statements of the KRUK Group for the financial years 2022–2024. The Company's financial statements have been prepared in accordance with International Financial Reporting Standards and other applicable regulations.

The key financial statement figures for the reporting period 1 January – 31 December 2024:

Separate statement of profit or loss:

PLN '000	Note	1 Jan–31 Dec 2024	1 Jan–31 Dec 2023
Revenue from services	4.	417,923	226,461
Gain/(loss) on expected credit losses	4.	12,755	17,699
Interest income on debt portfolios measured at amortised cost	4.	17,419	16,620
Other income	4.	3,915	1,130
Other income/(expenses) from purchased debt portfolios	4.	(440)	(1,921)
Income including gain/(loss) on expected credit losses and other income/(expenses) from purchased debt portfolios		451,572	259,989
Share of profit/(loss) of equity-accounted investees	13.	1,011,127	1,192,612
Employee benefits expense	7.	(242,046)	(222,350)
Depreciation and amortisation	11.,12.	(27,767)	(25,965)
Services	5.	(102,447)	(74,596)
Other expenses	6.	(33,240)	(32,728)
		(405,500)	(355,639)
Finance income	8.	145,333	101,195
<i>including interest income on loans measured at amortised cost</i>	8.	<i>140,130</i>	<i>100,913</i>
Finance costs	8.	(248,161)	(172,146)
<i>including interest expense relating to lease liabilities</i>		<i>(1,174)</i>	<i>(1,996)</i>
Net finance costs		(102,828)	(70,951)
Profit/(loss) before tax		954,371	1,026,011
Income tax	9.	89,009	(42,077)
Net profit/(loss) for period		1,043,380	983,934
Earnings/(loss) per share			
Basic (PLN)	20.	53.95	50.93
Diluted (PLN)	20	50.94	48.37

Separate statement of financial position

PLN '000	Note	31 Dec 2024	31 Dec 2023
Assets			
Cash and cash equivalents	18.	9,110	227,643
Hedging instruments	22.	114,326	98,428
Trade receivables from related entities	17.	98,666	33,932
Trade receivables from other entities	17.	2,991	2,582
Other receivables	17.	7,687	11,664
Income tax receivable		2,716	16,232
Inventories	16.	9,979	14,562
Investments	14.	1,617,901	1,432,518
Equity-accounted investments in subsidiaries	13.	6,496,565	5,483,390
Property, plant and equipment	11.	31,049	35,348
Intangible assets	12.	22,639	29,427
Other assets		9,117	8,787
Total assets		8,422,746	7,394,513
Equity and liabilities			
Liabilities			
Trade and other payables	25.	36,477	35,452
Derivatives		105	-
Hedging instruments	22.	21,352	20,883
Employee benefit obligations	23.	42,746	38,196
Borrowings, other debt securities and leases	21.	3,706,354	3,265,472
Provisions	24.	3,522	40,810
Deferred tax liability	15.	113,864	202,307
Total liabilities		3,924,420	3,603,120
Equity			
Share capital	19.	19,382	19,319
Share premium	19.	374,097	358,506
Hedge reserve	22.	80,170	62,774
Translation reserve		(130,734)	(95,871)
Share of other comprehensive income of equity-accounted investees		(12,103)	(8,400)
Other capital reserves		188,654	171,847
Retained earnings		3,978,860	3,283,218
Total equity		4,498,326	3,791,393
Equity and liabilities		8,422,746	7,394,513

The separate statement of financial position should be read in conjunction with the notes to the separate financial statements, which form their integral part.

Separate statement of cash flows

PLN '000	Note	1 Jan–31 Dec 2024	1 Jan–31 Dec 2023
Cash flows from operating activities			
Net profit/(loss) for period		1,043,380	983,934
<i>Adjustments</i>			
Depreciation of property, plant and equipment	11.	16,686	15,191
Amortisation of intangible assets	12.	11,081	10,774
Net finance costs	8.	102,272	68,690
Share of (profit)/loss of equity-accounted investees	13.	(1,011,127)	(1,192,612)
(Gain)/loss on retirement/sale of property, plant and equipment	4.	284	(805)
Write-off of development work	6.	1,055	-
Equity-settled share-based payments	29.	16,807	21,951
Interest income	4.	(17,419)	(16,620)
Income tax	9.	(89,009)	42,077
Change in debt portfolios purchased	14.	(747)	(556)
Change in inventories	16.	4,583	612
Change in trade and other receivables	17.	(48,346)	5,585
Change in other assets		(330)	175
Change in trade and other payables, excluding financial liabilities	25.	911	9,232
Change in employee benefit obligations	23.	4,550	9,222
Change in provisions	24.	(10,341)	(397)
Interest received	4.	17,419	16,620
Tax paid/refunded		(16,945)	(30,049)
Net cash from operating activities		24,764	(56,976)
Cash flows from investing activities			
Interest received		100,865	46,658
Loans	14.	(540,808)	(1,034,534)
Sale of intangible assets and property, plant and equipment	11.,12.	5,788	743
Dividends received	13.	17,363	29,695
Proceeds from investments in subsidiaries	13.	141,420	364,612
Purchase of intangible assets and property, plant and equipment	11.,12.	(19,335)	(18,444)
Acquisition of shares in subsidiaries	13.	(190,296)	(236,358)
Repayments	14.	363,542	108,483
Net cash from investing activities		(121,461)	(739,145)
Cash flows from financing activities			
Proceeds from issue of debt securities	21.	373,724	1,560,639
Proceeds from issue of shares	19.	15,654	-
Increase in borrowings	21.	1,656,231	1,422,851
Repayment of borrowings	21.	(1,457,707)	(1,439,452)
Payments under finance lease contracts (principal)	21.	(19,097)	(18,931)
Dividends paid	20.	(347,738)	(289,782)
Redemption of debt securities	21.	(102,500)	(65,000)
Interest paid and received on hedging instruments		83,565	69,801
Interest paid		(323,968)	(238,370)
Net cash from financing activities		(121,836)	1,001,756
Total net cash flows		(218,533)	205,635

Appendix to Resolution No. 10/2025 of the Supervisory Board of KRUK S.A.

Cash and cash equivalents at beginning of period	227,643	22,008
Cash and cash equivalents at end of period	9,110	227,643
- effect of exchange rate fluctuations on cash held	(556)	(2,261)

The separate statement of cash flows should be read in conjunction with the notes to these separate financial statements, which form their integral part.

According to the auditor's report on the full-year separate financial statements of KRUK S.A. for the financial year ended 31 December 2024, the financial statements were prepared on the basis of properly maintained accounting records, comply with the form and content requirements set out in the laws applicable to the Company, and give a true and fair view of the Company's assets and financial position as at 31 December 2024, as well as its financial result for the financial year 1 January – 31 December 2024, in accordance with the principles set forth in the Polish Accounting Act, International Accounting Standards, International Financial Reporting Standards and related interpretations published in the form of regulations of the European Commission.

In view of the above, the Supervisory Board gives a positive assessment of the separate financial statements of KRUK S.A. for the financial year ended 31 December 2024.

2) Assessment of the consolidated financial statements of the KRUK Group for the financial year ended 31 December 2024

The consolidated financial statements of the KRUK Group for the financial year ended 31 December 2024 were prepared in accordance with International Financial Reporting Standards and other applicable laws.

The key financial statement figures for the reporting period 1 January – 31 December 2024:

Consolidated statement of profit or loss

<i>PLN '000</i>	Note	1 Jan–31 Dec 2024	1 Jan–31 Dec 2023
	5	2,127,739	1,723,731
Interest income on debt portfolios and loans measured at amortised cost			
	5	2,000	4,529
Interest income on loans measured at fair value			
Revenue from sale of debts and loans	5	15,209	7,305
Other income/(expenses) from purchased debt portfolios	5	(2,373)	(19,666)
Revenue from other services	5	58,633	59,221
Other income	5	9,953	21,614
	5	(461)	1
Change in investments measured at fair value			
Gain/(loss) on expected credit losses	5	696,853	795,845
		2,907,553	2,592,580
Operating income including gain/(loss) on expected credit losses, fair value measurement, and other income/expenses from purchased debt portfolios			
Employee benefits expense	9	(580,709)	(529,291)
Depreciation and amortisation	14.15	(62,479)	(58,297)
Court fees	7	(450,946)	(353,253)
Services	6	(320,215)	(245,290)
Other expenses	8	(80,770)	(79,291)
		(1,495,119)	(1,265,422)
Operating profit		1,412,434	1,327,158
Finance income	10	6,212	10,231
Finance costs	10	(408,241)	(299,915)
<i>including interest expense on lease liabilities</i>		(3,436)	(3,293)
Net finance costs		(402,029)	(289,684)
Profit before tax		1,010,405	1,037,474
Income tax	12	63,873	(53,273)
Net profit for period		1,074,278	984,201
Net profit attributable to:			
Owners of the Parent		1,073,954	983,934
Non-controlling interests		324	267
Net profit for period		1,074,278	984,201
Earnings per share			
Basic (PLN)	24	55.54	50.93
Diluted (PLN)	24	52.43	48.37

The consolidated statement of profit or loss should be read in conjunction with the notes to the consolidated financial statements, which form their integral part.

Consolidated statement of financial position

PLN '000

	Note	31 Dec 2024	31 Dec 2023
Assets			
Cash and cash equivalents	21	214,790	388,461
Hedging instruments	26	114,326	98,428
Trade receivables	20	19,619	24,440
Other receivables	20	52,496	58,970
Income tax receivable		3,684	22,398
Inventories	18	12,556	15,038
Investments	17	11,003,183	9,091,893
Deferred tax asset	19	44,429	45,958
Property, plant and equipment	14	89,572	91,777
Goodwill	16	7,928	8,084
Other intangible assets	15	69,341	67,206
Other assets	22	16,955	15,852
Total assets		11,648,879	9,928,505
Equity and liabilities			
Liabilities			
Trade and other payables	28	231,823	220,448
Derivatives		105	-
Hedging instruments	26	36,742	32,614
Employee benefit obligations	27	85,775	76,469
Income tax payable		5,493	11,785
Borrowings, debt securities and leases	25	6,626,551	5,531,167
Provisions	29	19,896	62,905
Deferred tax liability	19	113,837	202,307
Total liabilities		7,120,222	6,137,695
Equity			
Share capital	23	19,382	19,319
Share premium		374,097	358,506
Hedge reserve	26	64,779	51,043
Measurement reserve (defined benefit plans)		3,374	3,331
Translation reserve		(130,734)	(95,871)
Other capital reserves		188,654	171,847
Retained earnings		4,009,434	3,283,218
Equity attributable to owners of the Parent		4,528,986	3,791,393
Non-controlling interests		(329)	(583)
Total equity		4,528,657	3,790,810
Total equity and liabilities		11,648,879	9,928,505

The consolidated statement of financial position should be read in conjunction with the notes to the consolidated financial statements, which form their integral part.

Consolidated statement of cash flows

PLN '000	Note	1 Jan–31 Dec 2024	1 Jan–31 Dec 2023
Cash flows from operating activities			
Net profit for period		1,074,278	984,201
<i>Adjustments</i>			
Depreciation of property, plant and equipment	14	36,834	35,698
Amortisation of intangible assets	15	25,645	22,599
Impairment losses on goodwill	16	-	8,003
Net finance costs		402,029	289,684
Write-off of development work		1,055	-
(Gain)/loss on sale of property, plant and equipment		199	(1,184)
(Gain)/loss on sale of subsidiaries	5	-	(15,103)
Equity-settled share-based payments	33	16,807	21,951
Interest income	5	(2,129,739)	(1,728,260)
Income tax	12	(63,873)	53,273
Change in loans	17	(84,777)	(48,685)
Change in debt portfolios purchased	17	(1,882,627)	(2,126,786)
Change in inventories	18	2,482	1,331
Change in trade and other receivables	20	11,295	(29,221)
Change in other assets	22	(1,103)	4,689
Change in trade and other payables	28	4,183	62,177
Change in employee benefit obligations	27	9,306	16,830
Change in provisions	29	(16,062)	(2,080)
Minority interest share of profit		(324)	(267)
Interest received		2,129,739	1,728,260
Income tax paid		(34,482)	(62,361)
Net cash from operating activities		(499,135)	(785,251)
Cash flows from investing activities			
Interest received	10	6,212	1,489
Sale of intangible assets and property, plant and equipment		559	1,029
Proceeds from sale of subsidiaries	16	-	16,777
Purchase of intangible assets and property, plant and equipment	14.15	(43,180)	(42,623)
Net cash from investing activities		(36,409)	(23,328)
Cash flows from financing activities			
Proceeds from issue of shares	23	15,654	-
Proceeds from issue of debt securities	25	373,724	1,560,639
Increase in borrowings	25	2,929,362	2,578,622
Repayment of borrowings	25	(2,073,886)	(2,455,207)
Payments under finance lease contracts	25	(34,556)	(37,729)
Payment of dividends	24	(347,844)	(289,934)
Redemption of debt securities	25	(102,500)	(65,000)
Interest received and paid on hedging instruments		94,609	74,564
Interest paid		(492,690)	(371,075)
Net cash from financing activities		361,873	994,880
Total net cash flows		(173,671)	186,301
Cash and cash equivalents at beginning of period		388,461	202,160
Cash and cash equivalents at end of period	21	214,790	388,461
<i>of which:</i>			
- effect of exchange rate fluctuations on cash held		3,299	(4,532)

The consolidated statement of financial position should be read in conjunction with the notes to these consolidated financial statements, which form their integral part.

According to the auditor's report on the full-year consolidated financial statements of the KRUK Group for the financial year ended 31 December 2024, the financial statements were prepared on the basis of properly maintained accounting records, comply with the form and content requirements set out in the laws applicable to the Company, and give a true and fair view of the KRUK Group's assets and financial position as at 31 December 2024, as well as its financial result for the financial year 1 January – 31 December 2024.

The financial statements comply with the accounting principles set forth in the International Accounting Standards, International Financial Reporting Standards and related interpretations published in the form of regulations of the European Commission and – to the extent not provided for in those Standards – with the requirements of the Polish Accounting Act and secondary legislation issued thereunder.

The Supervisory Board gives a positive assessment of the consolidated financial statements of the KRUK Group for the financial year ended 31 December 2024.

3) Assessment of the Directors' Report on the operations of the KRUK Group and KRUK S.A. in 2024

Having read the Directors' Report on the operations of the KRUK Group and KRUK S.A. in 2024, the Supervisory Board concludes that the Report contains all the elements required by the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated 29 March 2018, and meets all the requirements specified in Art. 49 of the Polish Accounting Act.

The Supervisory Board concludes that the Report presents fairly and clearly all the information relevant for the assessment of profitability and financial performance in the financial year as well as presenting a true and fair view of the economic events that occurred at the KRUK Group and KRUK S.A. in 2024 and had an effect on its operations, provides material information on the Group's and the Company's assets and financial position, and presents its development plans for the coming years.

In view of the foregoing, the Supervisory Board gives a positive assessment of the Directors' Report on the operations of the KRUK Group and KRUK S.A. in 2024.

4) Assessment of the Management Board's proposal on distribution of profit or coverage of loss for 2024

As at the date of this Report, the Management Board had not yet adopted a resolution on the proposed allocation of the Company's net profit for 2024.

II. REPORT ON ASSESSMENT OF:

- 1) the Company's standing on a consolidated basis, including assessment of the internal control, risk management and compliance systems and the internal audit function, and information about measures taken by the Supervisory Board to perform such assessment;
- 2) the Company's compliance with the corporate governance principles and the manner of compliance with the disclosure obligations concerning compliance with the corporate governance principles defined in the Exchange Rules and the regulations on current and periodic reports published by issuers of securities, and information about measures taken by the Supervisory Board to perform such assessment;
- 3) the validity of expenses incurred by the Company and the Group to sponsor cultural projects, sports, charitable organisations, the media, social organisations, trade unions, etc.;
- 4) the degree of implementation of the diversity policy applicable to the Management Board and the Supervisory Board;
- 5) the performance by the Management Board of its obligations under Art. 380¹ of the Commercial Companies Code;
- 6) the manner in which the Management Board prepares and/or submits to the Supervisory Board information, documents, reports, and/or clarifications requested pursuant to Art. 382.4 of the Commercial Companies Code.

1) Assessment of the Company's standing in 2024 on a consolidated basis, including assessment of the internal control, risk management and compliance systems and the internal audit function, and information about measures taken by the Supervisory Board to perform such assessment

In 2024, KRUK generated total revenue of PLN 452 million, an increase of 74% relative to 2023. Revenue from purchased debt portfolios decreased by 8%, while revenue from credit management services and from other services increased by 112% and 32%, respectively.

KRUK S.A. is the parent of the KRUK Group, and its financial and operating performance should be assessed in the context of the results achieved by the Group as a whole. In the past financial year, recoveries from debt portfolios purchased by the KRUK Group amounted to PLN 3,536 million (up 15% year on year), investment in debt portfolios totalled PLN 2,828 million (down 5% year on year), revenue reached PLN 2,908 million (up 12% year on year), and the Group's net profit came to PLN 1,074 million (up 9% year on year). These were the highest results ever recorded by the KRUK Group. In 2024, the KRUK Group recorded EBITDA of PLN 1,475 million, up 6% on 2023. At the same time, cash EBITDA in 2024 amounted to PLN 2,374 million, up 13% year on year. This growth was driven by a 15% year-on-year increase in recoveries from purchased debt portfolios.

The Supervisory Board gives a positive assessment of the activities of Company's Management Board in 2024, as well as of the results and current financial condition of the Company and the KRUK Group.

In the opinion of the Supervisory Board, the Company's risk management, internal control, compliance and internal audit systems are effective and fit the profile and scale of the Company's operations. In 2024, the Supervisory Board reviewed the effectiveness of the Group's internal-control, compliance and risk-management frameworks. As part of this review, the Board met the executives responsible for those control functions and received detailed reports in discharge of its oversight responsibilities. Having considered the evidence presented, the Supervisory Board is satisfied that the Company's internal control, risk management, compliance and internal audit systems are operating effectively. The internal control system is designed to ensure the fulfilment of adopted objectives regarding operational efficiency and effectiveness, and compliance with applicable laws, regulations and internal policies.

The risk management system in place ensures identification, analysis, assessment and monitoring of non-financial risks, supports decision-making processes and increases security of operations. Responsibility for defining risk management procedures, ensuring their implementation, and overseeing their application lies with the Management Board.

For the risk management system and the internal control system to function effectively, responsibilities and tasks have been identified and assigned to three independent lines within these systems:

1. 1st line – all operational units as Risk Owner
2. 2nd line – Compliance Area, Legal, Data Protection, Operational Risk and ESG Area, Cybersecurity Area,
3. 3rd line – Internal Audit Area.

In 2024, the Group continued efforts to develop its systems and functions across KRUK companies in Poland and abroad. Further development work was carried out on the Group's risk-management, internal-control and compliance systems, as well as on the internal-audit function across KRUK Group companies, in particular:

a) With regard to the risk management system:

- the Company's Management Board and Chief Executive Officer were kept informed of any materialised risks based on relevant thresholds adopted under the risk management system;
- work continued on the systematic identification, analysis and assessment of risks across the Group;
- initiatives were undertaken to raise organisation-wide awareness of the objectives and operation of the Group's risk-management system;
- climate-related risks, classified as operational risks, were incorporated into the Group's risk-management system;
- a risk-management maturity model was developed and the system's first maturity assessment was carried out;
- the composition of the Risk Monitoring Committee was realigned to the current organisational structure and its membership expanded to better address evolving risk-management needs and challenges;
- system requirements were defined, and implementation work commenced to develop a tool that supports the Group's risk-management processes; the implementation of the core module — dedicated to risk identification, analysis and assessment — has now been completed;
- a new tool was implemented to support the incident-management process and will ultimately be integrated with the IT incident-management workflow (integration is already complete in Poland).
- As part of the Group's GDPR strategy, the following actions were undertaken:
 - under the first pillar — reinforcing the principles of Privacy by Design and Privacy by Default — the KRUK Group developed IT tools and held its first Privacy by Design training sessions in 2024;
 - under the second pillar — engaging in dialogue with external industry bodies and supervisory authorities — the Group's Polish representatives participated in updating data-protection standards as members of a working group set up by the Polish Financial Companies Association (ZPF); also, employees of KRUK S.A. actively participated in consultations on draft legislation governing personal-data protection in the debt-collection sector and attended a meeting of the ZPF GDPR Working Group with the President of the Personal Data Protection Office (UODO); in Romania, the Data Protection Officer of KRUK Romania was elected chair of the personal-data-protection working group of the debt-collection industry association and represented its members at a meeting with the national data-protection authority;
 - under the third pillar — promoting a culture of personal-data protection — the Group not only delivered personal-data-protection training sessions across KRUK, but also published bulletins and newsletters on related topics;

- under the fourth pillar — focused on the effective delivery of the data-protection programme — the Group undertook: a major update to the procedure for managing relationships with data processors, thereby standardising the process across the KRUK Group; implementation of the GDPR control plan; and enhanced management of personal-data-processing risk incidents;
- under the fifth pillar — continuous enhancement of the Group's risk-based approach — the reporting year saw the deployment of a new tool to assess the risk of infringements of data subjects' rights and freedoms and the strengthening of process-assessment and control procedures, thereby improving the Group's ability to monitor and manage this risk;
- a double-materiality assessment was completed in preparation for the KRUK Group's 2024 sustainability reporting.
- b) With regard to the internal control system:
 - an Internal Control System Policy was developed and implemented, setting out the system's framework as well as the roles and responsibilities of its participants;
 - initiatives were undertaken to raise organisation-wide awareness of the objectives and operation of the internal control system;
 - control plans were developed and implemented across the Group's local debt-collection subsidiaries;
 - a risk-management maturity model was developed and the system's first maturity assessment was carried out;
 - system requirements were defined, and implementation work commenced to develop a tool that supports the Group's internal-control processes.
- c) With regard to the compliance system:
 - objectives were set for the compliance function and system, operationalised through practical measures defined in the Compliance Work Plan for the year;
 - efforts were continued to identify compliance risks within business processes and draw up compliance risk maps;
 - a framework was established for monitoring the regulatory landscape in respect of consumer and complaints matters;
 - the compliance risk-assessment framework applied in the ongoing compliance review process was amended, adding a fourth risk-rating level;
 - continued efforts were made to strengthen employee engagement with the compliance framework, including the implementation and updating of internal policies and staff training delivered via regularly issued bulletins and communications;
 - the compliance review standard for products, services and client communications was introduced or updated;
 - the whistleblowing policy was updated and the related rules for misconduct reporting and handling were revised;
 - compliance policies covering the whistleblowing channel and the mediation / prevention of conflicts, bullying, harassment and unequal treatment were developed and rolled out at InvestCapital (Malta), accompanied by staff training;
 - the risk descriptions for AML and governance—both of which the Compliance function owns—were updated;
 - work continued on embedding sanctions-risk management, including the development of an application for screening against sanctions lists and the issuance of a supporting internal procedure.

During the year, the compliance systems at the Group's debt-collection subsidiaries were further developed, taking account of each subsidiary's maturity level and of a review of how far the Group's strategy and "must-have" requirements had been implemented.

d) With regard to the internal audit function:

- internal audits were carried out in line with the 2024 plan and its in-year updates;

- ongoing monitoring of post-audit and external recommendations was maintained;
- an independent external quality review of the internal audit function, performed by KPMG, confirmed full conformance with the International Standards for the Professional Practice of Internal Auditing and the IIA Code of Ethics;
- a review and self-assessment of the internal audit function was completed and a quality-improvement programme was drawn up;
- the internal-audit methodology within the adaptiveGRC system was further refined, and development commenced on a new module for tracking the implementation of recommendations;
- the risk matrix was updated and the risk-based internal audit plan for 2025 was prepared;
- progress on the development of the internal audit function was reported, and the Internal Audit Area development strategy for 2024–2027 was updated;
- regular reporting and information flows on audit results were ensured at Group-management level.

In the Supervisory Board's opinion, the Company appropriately identifies and monitors the significant risks inherent in its operations, with the aim of eliminating or mitigating threats to its business and financial position and preventing their future materialisation. The current design of the Company's risk-management system is considered appropriate and fit for purpose, and the Supervisory Board has given it a positive assessment.

In the opinion of the Supervisory Board, the Company's compliance system functions properly. A Compliance Area at the Group level and Compliance Department at KRUK S.A. were set up as independent organisational units responsible for coordinating compliance risk management. The adopted procedures and arrangements ensure compliance of the Group companies' operations with applicable internal and external regulations and enable proper management of any compliance risks identified within various processes run by each company.

The Supervisory Board gives a positive assessment of the Company's internal audit function. In 2024, the internal audit programme covered the critical processes, systems and functions of KRUK S.A. and the Group's key subsidiaries.

In line with adopted standards, the Company prepared an annual assessment of the effectiveness of the risk-management, compliance and internal-control systems and the internal audit function, in accordance with the Best Practice for WSE-Listed Companies, incorporating a maturity assessment of the Group's risk-management and internal-control frameworks.

2) Assessment of the Company's compliance with the corporate governance principles and the manner of compliance with the disclosure obligations concerning compliance with the corporate governance principles defined in the Exchange Rules and the regulations on current and periodic reports published by issuers of securities, and information about measures taken by the Supervisory Board to perform such assessment

The Supervisory Board of KRUK S.A. gives a positive assessment of the Company's compliance with the corporate governance principles and the manner of compliance with the disclosure obligations concerning compliance with the corporate governance principles defined in the Exchange Rules and the regulations on current and periodic reports published by issuers of securities.

Best Practice for WSE Listed Companies

Following adoption by the WSE Supervisory Board, by way of Resolution No. 13/1834/2021 of 29 March 2021, of the Best Practice for WSE Listed Companies 2021 (Best Practice 2021), the Management Board of the Company adopted, by way of Resolution No. 142/2021 of 26 July 2021, a statement of compliance with the Best Practice for WSE Listed Companies 2021 at KRUK S.A. The statement was subsequently updated by Resolution No. 54/2023 of 17 April 2023.

The Supervisory Board of the Company also declared its commitment to the corporate governance principles as set out in the Best Practice for WSE Listed Companies 2021, via Resolution No. 41/2021 of 29 July 2021. As regards the principles applicable to General Meetings, Company shareholders made a corresponding declaration in Resolution No. 7/2022 of the Extraordinary General Meeting of KRUK S.A. held on 16 November 2022.

Details on the Company's compliance with the Best Practice for WSE Listed Companies 2021, including all EBI reports, are available on the Company's corporate website at

<https://pl.kruk.eu/relacje-inwestorskie/o-spolce#dobre-praktyki-spek-notowanych-na-gpw>

The Company also complies with corporate governance requirements arising under:

- Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (the "MAR");
- Regulation the Polish Minister of Finance on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated 29 March 2018 ("Regulation on Current and Periodic Information");
- the Warsaw Stock Exchange Rules.

In order to be able to give its assessment, the Supervisory Board:

- reviewed all of the Company's periodic and current reports as they were released, concluding based on their analysis that the Company complied with all of the laws and regulations listed above;
- verified the declarations of compliance with the Best Practice for WSE Listed Companies 2021 as adopted by the Management Board and Supervisory Board, giving a positive assessment of the Management Board's clarifications on compliance with corporate governance principles, having found those clarifications to be exhaustive, relevant and valid. In addition, it reviewed the declaration of compliance with the corporate governance principles set out in the Best Practice for WSE Listed Companies 2021 made by the Company's General Meeting. In the Supervisory Board's opinion, the Company has fully satisfied its disclosure obligations in this area. The statement of compliance with the Best Practice for WSE Listed Companies 2021 is up to date, and clarifications on the principles that are not followed should be considered complete;
- verified the report on the Company's compliance with the Best Practice for WSE Listed Companies 2021, as published in the 'Best Practice for WSE Listed Companies' section of KRUK S.A.'s website (<https://pl.kruk.eu/relacje-inwestorskie/o-spolce#dobre-praktyki-spek-notowanych-na-gpw>).

The following documents and factors were also taken into account during the analysis of the Company's compliance with corporate governance principles in 2024:

- a) the Rules of Cooperation in the Fulfilment of Disclosure Requirements within the KRUK Group;
- b) full-year reports for 2024, published in 2025, containing the statement of compliance with the corporate governance standards set out in the Best Practice for WSE Listed Companies 2021, forming part of the Directors' Reports;
- c) interim reports published in 2024;
- d) EBI Current Reports No. 1/2021 of 29 July 2021 and No. 2/2023 of 17 April 2023: Information on compliance with Best Practice for WSE Listed Companies 2021 by KRUK Spółka Akcyjna;
- e) Current Reports No. 1 to No. 74 for the period 1 January – 31 December 2024;
- f) actual application by KRUK S.A. of the Best Practice rules and principles.

3) Assessment of the validity of expenses incurred by the Company and the Group to sponsor cultural projects, sports, charitable organisations, the media, social organisations, trade unions, etc.

In the opinion of the Supervisory Board, the Company pursues a reasonable sponsorship policy in line with the principles set forth in the Charitable Sponsorship Policy at the KRUK Group, as adopted and implemented by the Company. As specified in the document, the KRUK Group conducts charitable and sponsorship activities by providing in-kind and financial support to non-profit organisations, but also to the Group's clients and employees in need.

In 2024, KRUK S.A. allocated more than PLN 1.5 million of its budget to charitable and sponsorship initiatives. Of this amount, 54% (approximately PLN 827 thousand) was directed to sponsorship activities, while 46% (approximately PLN 692 thousand) supported charitable causes, including cash donations.

The Supervisory Board is satisfied that these expenditures were appropriate and aligned with Group objectives.

Since September 2024, KRUK S.A. has been working with the Ogólnopolski Operator Oświaty foundation to develop a joint financial-education programme for children. The initiative uses Photon AI educational robots to make learning about personal finance more engaging; KRUK has sponsored ten such devices. The project will run until the end of the 2024/25 school year. This programme also reinforces "Day without Debt," a social campaign launched by KRUK in 2009 and marked in Poland each year on 17 November. Day without Debt 2024 was marked not only in Poland but also in Romania and Italy, where the Group operates subsidiaries.

The Group continued to support social groups particularly vulnerable to excessive indebtedness. In 2024, KRUK S.A. partnered with the Fundacja Dobrych Inicjatyw on the First Christmas of Independence initiative, which helps young adults leaving children's homes and foster care transition to independent living. The Company funded essential furnishings for rented accommodation, vocational courses and annual scholarships.

KRUK representatives took an active part in national and European industry forums, including the inaugural Credit Management Forum of the Lewiatan Confederation, the ZPF Credit Management Congress, the ZPF Financial Institutions Congress and the European Economic Congress. They contributed to debates on youth financial education, equality and diversity, and broader sector issues. For several years the Company has supported the ZPF public-awareness campaign "Debt Collection? Everything Clear", aimed at promoting debt-management education among journalists and consumers alike. KRUK S.A. also sponsored the Bankier.pl Finance Forum, where students from the Wrocław University of Economics could actively attend discussions on financial literacy, money management, and investment strategies. KRUK's community support includes initiatives that counteract social divisions, foster dialogue, promote integration and collaboration among diverse groups, and assist marginalised and vulnerable communities, including advocacy efforts for people with disabilities. It also supports initiatives related to civic education, particularly in the context of fostering financial responsibility and shaping social attitudes. For the past two years, the Company has supported the Campus Polska event, which targets young people and encourages them to build their financial literacy and broaden their skills.

As part of its commitment to ethics and human rights advocacy, KRUK S.A. supported the mission-driven activities of the Garden of the Righteous Foundation, which commemorates and promotes the stories of individuals who saved lives in Europe and beyond or stood in defence of human freedom and dignity. Additionally, KRUK S.A. provided support to the Public Finance Institute Foundation (led by Professor Jerzy Hausner) in preparing the third edition of the report "Poland's Economic Credibility Index."

As part of its commitment to local communities, KRUK S.A. contributed to the SiePomaga foundation's "Entrepreneurs for Flood Victims" campaign, donating funds to assist those affected by the September 2024 floods in southern Poland. Additional support was directed to residents of Głucholazy. KRUK S.A.

also sponsored a Gazeta Wyborcza Wrocław initiative that provides therapy for children from flood-hit areas, helping them develop resilience and manage difficult emotions.

Prioritising the well-being of its clients, the Company provides free access to the Psychological Support Centre. Additionally, in 2024 KRUK S.A.'s support extended to the BloomPro Foundation's initiatives aimed at building mental resilience and protecting mental health among young people. As in previous years, KRUK S.A. acted as a sponsor of the "Bieg Firmowy" corporate relay—a charity run that promotes team cohesion and employee wellbeing while raising funds for beneficiaries of Fundacja Everest.

In 2024 KRUK S.A. partnered the "H2H Summit" in Karpacz, an event designed to promote the employment of people with disabilities in the Polish labour market. The Company made a donation to Fundacja Arterytorium to support its work in developing independent-living skills among people with disabilities.

To foster gender equality, collaboration and counter social polarisation, KRUK S.A. became a partner of the "Women and Men" social-dialogue series organised by Fundacja Nowej Wspólnoty.

KRUK S.A. also sponsored a number of cultural and media-integrity initiatives in 2024, including the Polityka Passports awards, the Góry Literary Festival, Newsweek's Teresa Torańska Awards Gala, Grand Press Photo and the Grand Press 2024 journalism awards.

A Christmas charity auction organised by Wonga.pl raised PLN 10,000 for the Children's Home in Równe. In addition, as part of Diversity Month—an initiative to raise awareness of inter-generational cooperation—Wonga.pl employees visited senior citizens at the Nowolipie Inter-generational Activity Centre.

Similar initiatives are pursued in the other countries where the KRUK Group operates.

In Italy, the Group was engaged in both sponsorship and charitable work.

In 2024, KRUK Italia further strengthened its commitment to social sustainability. KRUK Italia was the lead sponsor, for the fifth consecutive year, of the 10th "Run for Children", contributing EUR 5,000. The Company also sponsored La Spezia's flagship rowing event, Palio del Golfo, with a contribution of EUR 5,500. The sponsorship served a dual purpose: enhancing KRUK Italia's brand visibility in La Spezia, where the Company's largest Italian office is located, and providing financial support for an event of significant importance to the local community.

As part of its long-standing charitable partnership with Sorriso Francese—an association that provides shelter and support to children facing challenging family or social circumstances—KRUK Italia donated a further EUR 4,000.

In total, KRUK Italia allocated EUR 14,500 to charitable and sponsorship activities.

In 2024, KRUK Espana continued to expand its involvement in charitable and sponsorship projects, strengthening its commitment to corporate social responsibility, inclusivity and support for local communities. All initiatives were aligned with the KRUK Group Charitable Sponsorship Policy, with a focus on solidarity, diversity and financial inclusion.

Total spend on sponsorship and charitable activity was EUR 12,736.88, of which EUR 10,465 was donated to charitable causes. Beneficiaries included the Spanish Federation of Food Banks and residents affected by flooding in Valencia.

Spend on sponsorship initiatives was EUR 2,271.88. In addition, KRUK Espana signed the Diversity Charter of the Fundación para la Diversidad, underscoring its commitment to promoting inclusion and equal opportunities. The Company also supported charitable sports initiatives designed to encourage employee physical activity. KRUK Espana subsidised the rental of sports facilities and the purchase of equipment to make the programme widely accessible.

KRUK Romania is committed to promoting financial responsibility, supporting community initiatives and advancing financial education among young people. Its key 2024 projects reflect these priorities.

As part of its mission to bring financial knowledge to Generation Z, KRUK Romania sponsored events for the "I Want to Be an Entrepreneur" community. The Company continues to back the "Smart Loans" financial-education programme, delivered by the NGO Junior Achievement Romania together with KRUK mentors, which seeks to raise financial-literacy levels in public schools. A total of EUR 10,000 was allocated to the programme in 2024.

In addition, KRUK Romania lends its support to the R&esponsABIL financial education programme, now in its fifth edition. The project supports young people aged 16–24 from disadvantaged backgrounds, helping them build independence and financial responsibility and improving their employment prospects. In 2024, the initiative received EUR 10,000 in funding. Another key undertaking was sponsorship of the first “I Love to Learn” festival for children and parents. Organised by RUBIK SCHOOL in partnership with KRUK mentors, the event promotes alternative learning methods and financial awareness. The Company allocated EUR 9,000 to this festival. Since 2021, KRUK Romania has supported teachers through the MERITO Community, a platform of talented Romanian educators committed to raising educational standards through innovation and transformation. KRUK provides continuing-education programmes—including financial-literacy modules—and recognises teachers’ achievements in driving educational change. Funding for this project totalled EUR 10,000 in 2024. The purpose of these flagship sponsorship initiatives—and other financial-education projects to which EUR 52,300 was allocated in 2024—is to generate positive social impact by promoting financial literacy and fostering a more sustainable future for all Romanians.

In 2024, KRUK Romania also supported the Romanian Red Cross, contributing EUR 21,500 to help individuals with serious illnesses who lack the means to fund treatment and care.

In total, KRUK Romania committed EUR 186,881 to charitable and sponsorship activity during the year. These initiatives reaffirm the Company’s ongoing commitment to financial responsibility, community support and education.

In 2024, the KRUK Group did not provide any financial or in-kind support to political causes or organisations.

The Supervisory Board gives a positive assessment of the Group's charitable and sponsorship activities, which are intended to help those in need and to promote healthy financial and environmental attitudes in the context of excessive consumerism. Such activities are always carried out in accordance with applicable environmental laws, regulations and standards. In the Supervisory Board’s opinion, those activities are aligned with the core values embraced by the Company and fully reflect the KRUK Group’s commitment to helping those in need and to financial education of local communities. Such efforts are also intended to foster the Company’s image as a socially and environmentally responsible organisation and a competitive employer.

4) Assessment of the degree of implementation of the diversity policy applicable to the Management Board and the Supervisory Board

KRUK S.A. and its Group subsidiaries have adopted a Diversity and Inclusion Policy. Its first version was introduced in 2015, with the latest update made on 25 August 2024.

The Diversity and Inclusion Policy applies to all employees and non-employee workers across the KRUK Group, regardless of the basis of their employment or engagement. All employees and non-employee workers within the Group, including the managerial team and Management Board, are required to familiarise themselves with and adhere to the Policy. Any breaches of the Diversity and Inclusion Policy can be reported through the whistleblowing channel designated for the respective Group entity. The Policy is subject to review at least once a year to account for legal changes, reflect organisational developments, and assess the relevance of its outlined processes.

Since 2024, the implementation of the Diversity and Inclusion Policy and the coordination of efforts to foster a diverse, equitable and inclusive workplace have been overseen by the Group Diversity, Equity & Inclusion Lead, supported by the central Human Resources Area team, reporting to the Chief Investment Officer (CIO) of KRUK S.A. The CIO supervises the execution of DEI-related initiatives, ensures the Policy’s effective implementation, and actively promotes DEI values across the KRUK Group, alongside the Management Board.

The Diversity and Inclusion Policy provides a framework within which goals are set and pursued in the following key areas:

- diversity management, encompassing aspects such as gender, age, disability, physical and mental health, race, origin, ethnicity, nationality, religion, belief (or lack thereof), political views, sexual orientation, gender identity, family status, neurodiversity, educational background, and life experiences,
- ensuring equal opportunities, defined as fair and just treatment of all individuals within the organisation to provide equitable access to resources regardless of any naturally occurring differences,
- promoting inclusive practices throughout the KRUK Group, understood as deliberate actions that encourage collaboration, ensuring that everyone feels included, and proactively combat social barriers and all forms of exclusion.

The Diversity and Inclusion Policy sets out the following key goals:

- raising awareness of diversity, equal opportunities, and inclusivity in the workplace;
- fostering and promoting equal opportunities at the KRUK Group;
- effectively managing diversity and inclusivity across various aspects of employment, including recruitment, hiring, remuneration, professional development, promotions, employee benefits, internal and external communication, engagement surveys, data monitoring and reporting, and protection against unjustified dismissal.

As part of its commitment to the Diversity and Inclusion Policy, the KRUK Group ensures that:

- job postings are written in inclusive language, with interview invitations based solely on candidates' qualifications and experience;
- the organisation actively works to increase employment opportunities for individuals with disabilities by reducing recruitment barriers, reaching out to a wider pool of candidates, and ensuring accessibility throughout the hiring process;
- the KRUK Group is committed to providing equal access to learning and professional development opportunities for all employees. This is achieved through an open catalogue of training programmes, available to all employees regardless of their position within the Group, and a variety of educational initiatives, including webinars, workshops, and internal communication articles, tailored to different roles, including leadership positions.

The KRUK Group regularly monitors pay disparities, with a particular focus on the gender pay gap (both adjusted and unadjusted). Accordingly, gender-based pay analyses are carried out across all organisational units and job positions within the Group to ensure that any observed differences in remuneration are based solely on objective factors such as the nature of the work performed, individual performance, competencies, and professional experience.

The Group actively monitors a number of DEI indicators, with a focus on gender distribution (particularly on the management and supervisory bodies, among managerial staff and in leadership positions), access to promotions, pay gap, use of parental and caregiving leave, the number of employees returning to work after extended absences, percentage of employees with disabilities, age diversity, ethnic and cultural diversity, reported cases of discrimination, and the number of employees who have completed mandatory DEI (Diversity, Equity, and Inclusion) training.

The implementation of the DEI Policy is further supported by: the KRUK Group's Business Strategy (including its Mission, Vision and Values), the KRUK Group's Code of Ethics and the KRUK Group's Human Rights Policy.

Key diversity, equity, and inclusion (DEI) indicators:

- gender balance: the current workforce consists of 63% female and 37% male employees, with women holding 57% of director positions.
- in line with the principles of gender equality and equal employment opportunities, in 2024 women were at the helm of the Company's subsidiaries in five out of its seven European geographies, representing in aggregate 57% of the management staff. At the Head Office level, out of 23 Heads of Department 12 are women (52% of the total).

- inclusion of employees with disabilities (2.3% of total workforce at the end of 2024; 4% in Italy, 2.6% in Poland, 1.9% in Spain, 0.2% in Romania and 2.3% in the Czech Republic).
- closing of the gender pay gap (0.6% for the entire Group in 2024).
- gender representation on the corporate boards – women currently hold 42% of all positions on the KRUK S.A. Management Board and Supervisory Board, above the 40% target. Women represent 20% and 57%, respectively, of the KRUK S.A. Management Board and Supervisory Board.
- awareness of DEI principles among personnel – 85% of employees and non-employee workers across the Group completed DEI training by the fourth quarter of 2024.

In the employee engagement survey (covering KRUK S.A., KRUK TFI, Novum and Raven, KRUK España, KRUK Italia, AgeCredit, KRUK Romania, Rocapital IFN, KRUK Italia S.r.l., KRUK Tech S.r.l., Biroul de Detectivi particulari Corbul and Invest Capital), 92% of the respondents positively assessed the Group's DEI efforts.

In 2024, the KRUK Group employed over 3,500 people, representing 30 different nationalities. In that year, the Group celebrated its multicultural workforce and shared values of inclusion and collaboration during the European Diversity Month.

Building on our strong ethical approach and core values of respect, accountability, and cooperation, KRUK organised its first-ever global internal communication campaign for the Pride Month in 2024. The initiative featured a dedicated LGBTQ+ workplace inclusion guide, provided by the CIO to every manager at the KRUK Group, awareness campaigns and local events across various markets.

To further promote workplace accessibility and inclusion for people with disabilities, KRUK observed the Disability Pride Month in July, providing the Group's employees and other workers with a comprehensive guide on disability rights aligned with local regulations via internal communication channels. In December 2024, experiential workshops were held at the Head Office in Wrocław, featuring interactive stations to help gain a deeper understanding of challenges faced by individuals with visual, auditory, and mobility impairments, as well as age-related limitations. The workshops were attended by employees of Polish companies, the Head Office, as well as guests from Romania and Spain. To support daily workplace integration, local disability ambassadors have been appointed in each country, whose role is to enhance internal accessibility and support our employees in overcoming barriers.

Other initiatives throughout the year included internal communications and guides on parenting programmes, neurodiversity, multicultural collaboration, and mental health. Additionally, mental-health support programmes are in place in Poland, Romania, Spain, Italy and the Czech Republic, providing professional assistance to employees experiencing crises.

KRUK S.A. has been a signatory to the Polish Diversity Charter since 2013, with its principles upheld across all Group companies. Additionally, Wonga joined the Polish signatories in 2018. In the same year, KRUK Romania became a signatory to the Romanian Diversity Charter, while KRUK España signed the Spanish Charter in 2024. To further its commitment to workplace diversity, equity and inclusion awareness, KRUK has partnered with a number of organisations, including: 30% Club Poland – aimed at increasing the representation of women on corporate boards.

As at the date of this Report, KRUK S.A. did not have in place a diversity policy that would be directly applicable to Members of its Management or Supervisory Board. However, work to develop such a policy was under way.

In 2024, out of the 12 Members of the Company's Management Board and Supervisory Board, five were women, representing 42% of their total composition.

MANAGEMENT BOARD

The President of the Management Board is appointed and removed by the Supervisory Board. The Supervisory Board appoints other Members of the Management Board at the President of the

Management Board's request. The Management Board is composed exclusively of persons having adequate experience, professional background, expertise and skills to further the interests of the Company and its shareholders. In the Supervisory Board's opinion, Members of the Management Board are appointed with due regard to the principle of diversity, understood primarily as diverse professional experience, educational backgrounds and expertise. In the Supervisory Board's opinion, each Member of the Management Board is knowledgeable about the Company's business and has different individual competences in such fields as finance, financial reporting and risk management. In 2024, the Company's Management Board comprised five Members, including one woman and four men. Thus, women represented 20% of its total membership, and men – 80%. The members of the Management Board have diverse educational backgrounds, translating into a high level of competence and expertise in various disciplines, including law, economics, management and engineering.

As at 31 December 2024, the composition of the Management Board was as follows:

Piotr Krupa – President of the Management Board, Chief Executive Officer (CEO)

He has oversight of the Strategy & Transformation function, Internal Audit, Corporate Governance. A graduate of the Faculty of Law and Administration of the University of Wrocław, he has completed training for judges and is a qualified legal counsel.

He is actively engaged in economic stability, climate action, and civil society initiatives. Previously, he was a Supervisory Board member of the Association of Financial Companies in Poland (ZPF) (2006–2012). Since 2019, he has chaired the Board of the Wrocław University of Economics and Business. He is a member of the Programme Advisory Council of the United Nations Global Compact Network Poland, supporting efforts to develop and implement strategies, mission and goals for the UN Global Compact Poland and the 2030 Agenda. Until September 2024, he served as one of the representatives on the Issuers' Council appointed by the Warsaw Stock Exchange (GPW). In 2024, he joined 30% Club Poland, supporting its mission to increase female representation in executive roles within listed Polish companies. He actively participates in conferences and events focused on the receivables-management industry and socio-economic developments.

Adam Łodygowski – Member of the Management Board, Chief Data & Technology Officer (CDTO)

He is responsible for supervising IT, Debt Portfolio Valuation, Statistical Methods Development, Cybersecurity and IT International Procurement, Core System. He graduated from the Poznań University of Technology and University of Hanover with a Master's degree in Engineering, specialising in numerical methods in civil engineering. Moreover, he holds a Master's degree in financial mathematics from Louisiana State University, which also awarded him a doctoral degree in engineering for his work on the application of computational and numerical methods in civil engineering.

Mr. Łodygowski began his professional career in finance in 2011 at UniCredit in London. In 2016–2020, he worked for Credit Suisse in Wrocław. In 2018, he was appointed to lead an analytical and technological group in Poland, supporting key business lines and technological solutions in the area of quantitative analysis, risk management, and derivatives valuation. He joined KRUK S.A. in 2020. He is responsible, among other things, for the valuation of debt portfolios across all geographies, development and delivery of the Group's digital transition strategy, ensuring effective IT support for the Group companies, as well as data processing and modelling.

Piotr Kowalewski – Member of the Management Board, Chief Operating Officer (COO)

He supervises Analytical Strategy, Customer Service, Insights and Behavioural Strategy, Digital Transformation, Brand Marketing & Communications, Data & Workflow, Legal & Automation Tools.

Mr. Kowalewski's remit encompasses areas related to servicing purchased debt portfolios.

He graduated from the Wrocław University of Economics, majoring in Econometrics for Managers, as well as from the Wrocław University of Science and Technology, with a major in Computer Science and Management. He also completed a post-graduate programme in Business Psychology at the WSB University. He joined KRUK S.A. in 2004.

Urszula Okarma – Member of the Management Board, Chief Investment Officer (CIO)

She oversees NPL Investment Strategy, Legal, Data Protection, Operational Risk & ESG, Compliance, and Human Resources. Ms. Okarma's remit encompasses product strategy, investment policy, legal support, compliance, GDPR, and operational risk management at the KRUK Group.

She graduated from the Wrocław University of Economics and Business, Faculty of National Economy, majoring in Finance and Banking. She joined KRUK S.A. in 2002. She is a strong advocate for gender equality within KRUK. Through her leadership in developing DEI initiatives within the KRUK Group, she actively promotes good market practices in diversity and inclusion.

Michał Zasepa – Member of the Management Board, Chief Financial Officer (CFO)

He is primarily responsible for supervising Controlling and Liquidity Management, Investor Relations and Development, Group Accounting and Taxation. Mr. Zasepa's remit encompasses finance, investor relations, financing, and M&A transactions.

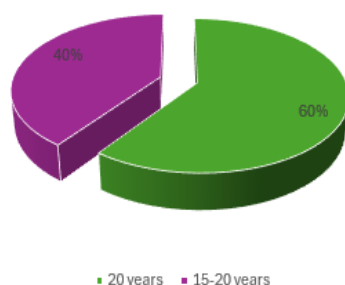
He graduated from the Warsaw School of Economics with a major in Management and Marketing and completed scholarship programmes at the University of Wisconsin (Stefan Batory Foundation scholarship) and the Stockholm School of Economics. He joined KRUK S.A. in 2010.

In the Supervisory Board's opinion, through their education, including various courses and training programmes, and career paths, Members of the Management Board have acquired specialist expertise in corporate management, finance, investor relations, analysis, business strategy management, HR management, risk management, ESG, new technologies and digitalisation.

All Members of the Management Board are Polish nationals.

Overview of the diversity profile of the KRUK S.A. Management Board:

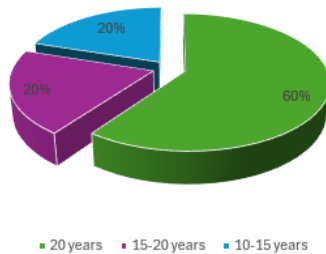
Members of the Management Board
Professional Experience



1. Overall professional experience of Management Board members:

As at 31 December 2024, 60% of the Management Board members had more than 20 years' professional experience, 40% had 15–20 years' professional experience.

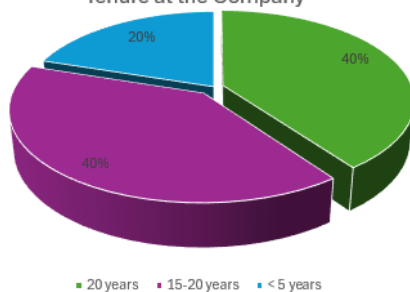
Members of the Management Board
Sector-specific experience



2. Sector-specific experience of Management Board members:

As at 31 December 2024, 60% of the Management Board members had more than 20 years' sector experience, 20% had 15–20 years' sector experience, and 20% had 10–15 years' sector experience.

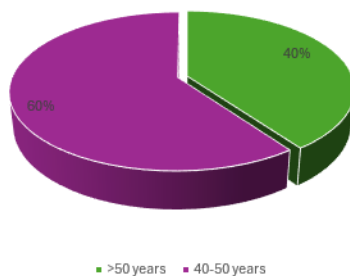
Members of the Management Board
Tenure at the Company



3. Tenure with KRUK S.A.:

As at 31 December 2024, 40% of the Management Board members had more than 20 years' service with the Company, 40% had 15–20 years' service, and 20% had fewer than 5 years' service.

Members of the Management Board
Age profile



4. Age profile:

As at 31 December 2024, 60% of the Management Board members were aged 40–50, and 40% were over 50.

SUPERVISORY BOARD

Members of the Supervisory Board are appointed by the Company's General Meeting from among candidates having adequate experience, professional background, expertise and skills to further the interests of the Company and its shareholders.

The Supervisory Board comprises seven Members, including four women and three men. Thus, women represent 57% of its total membership, and men – 43%.

In the Supervisory Board's opinion, the composition of the Supervisory Board reflects the Company's commitment to ensuring the greatest possible diversity of its Members in terms of professional experience, skills and expertise. The Supervisory Board believes that its Members educational backgrounds, including numerous undergraduate and postgraduate degree programmes and other training, certificate and diploma courses completed at Polish and foreign universities, and in particular their professional experience, complement the knowledge and experience of the Management Board Members.

As at 31 December 2024, the Supervisory Board consisted of:

Ewa Radkowska-Świętoń holds a degree in Finance and Banking from the Warsaw School of Economics. She is certified as CFA (Chartered Financial Analyst) and FRM (Financial Risk Manager). In the past, she was President of the Management Board of Skarbiec Towarzystwo Funduszy Inwestycyjnych S.A. and Vice President and then President of the Management Board of Skarbiec Holding S.A. (a company listed on the WSE). In 2008–2017, she served as Member of the Management Board and then Vice President of Nationale Nederlanden Powszechnie Towarzystwo Emerytalne S.A., where she was responsible for investments and corporate governance of the largest Polish open-ended pension fund. She also worked as fund manager at Aviva Investors Polska S.A. and ING TFI S.A. (currently NN Investment Partners), and as equity research analyst at Bank Handlowy S.A.’s Equity Transactions Centre. She is currently an independent member of the Supervisory Board and Chair of the Audit Committee at Ipopema Securities S.A., an independent member of the Supervisory Board and a member of the Audit Committee at Studenac Group S.A., a member of the Capital Market Benchmarks Supervisory Committee at GPW Benchmark S.A., and a member of the Risk Committee at KDPW_CCP S.A. She serves as President of the Association of Independent Supervisory Board Members, an expert at the Institute for Sustainable Development and Environment at Lazarski University, and a co-director of the postgraduate programme “Professional Supervisory Board” at Kozminski University. Since 2019, she has been an independent Member of the Supervisory Board at KRUK S.A., and as of 27 August 2024, she has served as Chair of the Supervisory Board. She is also a member of the Audit Committee and Chair of the Remuneration and Appointments Committee at KRUK S.A.

Compliance with criteria:

- Independent: YES
- Expertise:
 - Finance / Accounting: YES
 - Accounting / Financial reporting: YES
 - Industry knowledge: YES

Katarzyna Beuch graduated from the Wrocław University of Economics and Business with a degree in Management and Computer Science and completed a post-graduate programme in financial risk management and asset-liability management in banking. She has held ACCA qualifications since 2000 (FCCA since 2005). She began her professional career at Bank Zachodni at the Assets, Equity, and Liabilities Management Department. Ms. Beuch has ten years’ experience in auditing financial statements of public companies, including banks and insurance companies (Ernst & Young Audyt; 1996-2006). In 2006–2012, she led the consolidated reporting and finance functions, including as CFO, at Getin Holding S.A., where she gained extensive experience in integration and transformation processes as well as acquisitions, mergers, and demergers in the period of the company’s intensive growth. In 2014–2016, she headed the Accounting and Tax Department of Santander Consumer Bank S.A., and in 2016–2018 she served as Head of Corporate Control and Economic Analyses at KGHM S.A. Since 2020, she has been Chief Financial Officer at Benefit Systems S.A., where she oversees controlling, group reporting (including consolidation, stock exchange reporting, and ESG taxonomy compliance), and the Shared Services Centre. She has authored publications on the application of International Financial Reporting Standards. She has served as independent supervisory board member at a range of companies, including as Chair of the Audit Committee at KRUK S.A. (since 2013), as Chair of the Audit Committee at ATM Grupa S.A. (since 2020), and as member of the Audit Committee of WP Holding S.A. (since 2021).

Compliance with criteria:

- Independent: YES
- Expertise:
 - Finance / Accounting: YES

- Accounting / Financial reporting: YES
- Industry knowledge: YES

Izabela Felczak-Poturnicka is a graduate of the Faculty of Economics of the Lazarski University of Commerce and Law in Warsaw. She also completed doctoral studies in Management and Finance and a postgraduate programme in company valuation methods at the Warsaw School of Economics. Since 2005 she has been a member of the Information and Research Centre of the Public Finance and Tax Law of Central and Eastern European Countries at the Faculty of Law of the University of Białystok. She has authored and co-authored academic papers in economics. She has over 20 years' professional experience in corporate governance of commercial companies and in capital-markets transactions, gained in senior roles within financial institutions and central-government bodies.

She has 18 years' experience working on corporate supervisory boards of various companies, including names listed on the Warsaw Stock Exchange, such as: PKN ORLEN S.A., Enea S.A., Polski Holding Nieruchomości S.A. (as Chair of the Supervisory Board), PZU Zdrowie S.A., Jastrzębska Spółka Węglowa S.A., ZEW Niedzica S.A., MERAZET S.A., Z.Ch. ZACHEM S.A., and MERITUM BANK ICB S.A.

She was appointed to the Supervisory Board of KRUK S.A. in 2022.

Compliance with criteria:

- Independent: YES
- Expertise:
 - Finance / Accounting: YES
 - Accounting / Financial reporting: YES
 - Industry knowledge: YES

Krzysztof Kawalec graduated from the Faculty of Organisation and Management at the Łódź University of Technology (having earned a Master of Science/Engineer degree in Business Administration). He completed a post-graduate Enterprise Value Management programme at the Warsaw School of Economics, and a post-graduate course in Management Accounting and Controlling at the same school. He also completed an MBA programme at PAM Center of the University of Łódź, University of Maryland. In 1998–2001, he worked as Manager at (International Fast Food Polska Sp. z o.o.) of Warsaw. In 2001–2002, he headed the Contracts Department at Magellan S.A. In 2002–2003, he was a Member of the Company's Management Board and the CFO. In 2003, he was appointed Vice President of the Company's Management Board and Chief Operating Officer, and he served as President of the Management Board of Magellan S.A. from 1 July 2008. Since 2018, he has been President of the Management Board of BFF Polska S.A., member of the BFF Banking Group listed on Borsa Italiana. Currently, he also serves as Head of the BFF Bank SpA Branch in Poland. He is a member of the Supervisory Boards of BFF Slovakia s.r.o. and BFF MedFinance s.r.o. operating in Slovakia and the Czech Republic. Since 2009, he has been involved in KRUK S.A. and the KRUK Group as a Member of the Supervisory Board of KRUK S.A. and a Member of the Supervisory Board of KRUK TFI S.A. Since 2022, he has also served as Deputy Chair of the Supervisory Board of KRUK S.A.

Compliance with criteria:

- Independent: NO
- Expertise:
 - Finance / Accounting: YES
 - Accounting / Financial reporting: YES
 - Industry knowledge: YES

Beata Stelmach holds a degree from the Faculty of Finance and Statistics of the Higher School of Planning and Statistics in Warsaw (now the Warsaw School of Economics). She has also completed MBA programmes at Calgary University and INSEAD. She has been a capital and financial markets professional for many years, having worked for the Polish Securities and Exchange Commission from the very beginning of Poland's transition to free-market economy; as a consultant to the World Bank,

she has advised on the establishment of capital markets in other countries. She has served on the management boards of capital market entities, including Intrum Justitia TFI S.A. and MCI Capital TFI S.A. She was President of the Polish Association of Listed Companies, where she currently chairs the Supervisory Board. She has sat on the Supervisory Boards of Bank BPH S.A., HSBC Bank Polska S.A., Bank Millennium S.A., Stalexport Autostrada S.A., and others. Her management experience extends beyond the financial sector. From 2001 to 2005, she was a member of the executive leadership team at Prokom Software S.A. From 2013 to 2018, she served as CEO and Director General for Poland and the Baltic States at General Electric. In 2018–2020, she worked as an SVP at Leonardo Helicopters and President of the Management Board of PZL Świdnik S.A. From 2011 to 2013, she was Undersecretary of State at the Ministry of Foreign Affairs, responsible for global economic policy and public and cultural diplomacy. Ms. Stelmach has completed a range of specialist training courses, including in financial instruments at New York Institute of Finance, as well as in artificial intelligence at Oxford University. She was awarded with the Knight's Cross of the Order of Polonia Restituta in recognition of her outstanding diplomatic service and achievements in professional work and diplomatic activities for Poland. She is involved in various social outreach initiatives, including economic education of children. For many years, she has supported efforts to increase the activity and role of women in economic and social life. Ms Stelmach was appointed as Member of the Supervisory Board of KRUK S.A. in 2022.

Compliance with criteria:

- Independent: YES
- Expertise:
 - Finance / Accounting: YES
 - Accounting / Financial reporting: YES
 - Industry knowledge: YES

Piotr Stępiak graduated from Guelph University, Canada as BA, double major in Economics and in Management; ESC Rouen, France; Purdue University, U.S., as EMBA, and Purdue University, U.S., as MSM. Mr. Stępiak has extensive professional experience. In 2001–2004, he was Vice President of the Management Board, Retail Banking, at LUKAS Bank. From 2005 to 2008, he held the position of President of the Management Board at Getin Holding S.A.

Currently, he is a member of the Board of Directors of BFF Banking Group and Chair of the Supervisory Board of BFF Polska S.A., where he also sits on the Risk and Control Committee and the Appointment Committee. He also serves as Chair of the Supervisory Board and a member of the Audit Committee and the Nomination and Remuneration Committee at VRG S.A. and is a member of the Supervisory Board and the Nomination and Remuneration Committee at Grupa Kęty S.A. Since 2008, he has been a Member of the Supervisory Board at KRUK S.A., and from 2013 to 27 August 2024, he served as Chair of the Supervisory Board. He is also a member of the Company's Audit Committee.

As part of his roles, he is involved in the activities of the Risk and Control Committee, providing ESG-related recommendations to the Board of Directors.

Compliance with criteria:

- Independent: NO
- Expertise:
 - Finance / Accounting: YES
 - Accounting / Financial reporting: YES
 - Industry knowledge: YES

Piotr Szczepiórkowski is a graduate of the Faculty of Chemical and Process Engineering at the Warsaw University of Technology. He has extensive experience in pension systems, asset management, capital markets, and serving as an independent supervisory board member. During his professional career, he completed a training programme and successfully passed all the 14 exams to obtain the ACCA qualification and the Executive Management Development courses organised by CEDEP (Fontainebleau), Columbia University, and Wharton School of Business. He holds an investment adviser

licence (No. 136) and is a member of the Polish Association of Actuaries and CFA Society Poland (CFA Charterholder). He has worked at the Ministry of Finance (Department of Financial Institutions) and Bank Gospodarstwa Krajowego (Treasury Department). From 1993 to 2015, he was involved with Commercial Union Polska (Aviva Polska), where he progressed from the Financial Department of Aviva Towarzystwo Ubezpieczeń na Życie to Vice President of the Management Board. Between 2001 and 2008, he served as President of the Management Board of PTE. In 2008–2015, he was Vice President of the Management Board of Aviva Towarzystwo Ubezpieczeń na Życie. Currently, he serves on the Supervisory Boards of several WSE-listed companies, including FM Forte S.A., Decora S.A., and Octava S.A. Additionally, he is a member of the Supervisory Board and Chair of the Audit Committee at ZEW Kogeneracja S.A. and Ipopema TFI S.A. Mr Szczepiórkowski was appointed to the Supervisory Board of KRUK S.A. in 2019 and now serves as an independent member of its Audit Committee and a member of its Remuneration and Appointments Committee.

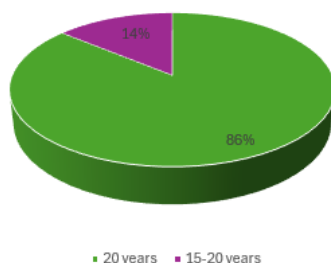
Compliance with criteria:

- Independent: YES
- Expertise:
 - Finance / Accounting: YES
 - Accounting / Financial reporting: YES
 - Industry knowledge: YES

As of 31 December 2024 and as of the date of this Report, all members of the Supervisory Board hold Polish citizenship.

Overview of the diversity profile of the KRUK S.A. Supervisory Board:

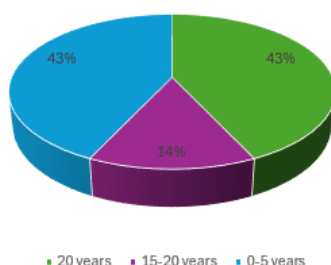
Members of the Supervisory Board
Professional Experience



1. Overall professional experience of Supervisory Board members:

As at 31 December 2024, 86% of the Supervisory Board had more than 20 years' professional experience, while the remaining 14% had between 15 and 20 years' experience.

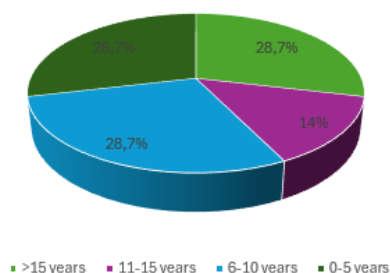
Members of the Supervisory Board
Sector-specific experience



2. Sector-specific experience of Supervisory Board members:

As at 31 December 2024, 43% of the Supervisory Board members had 0–5 years' experience in the sector; 14% reported 15–20 years' sector experience; and the remaining 43% had more than 20 years' experience.

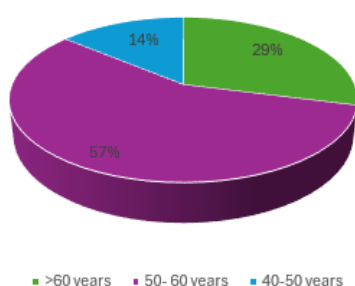
Members of the Supervisory Board
Tenure at the Company



3. Tenure with KRUK S.A.:

As at 31 December 2024, 28.7% of Supervisory Board members had 0–5 years' service with the Company; a further 28.7% had 6–10 years; 14% had 11–15 years; and the remaining 28.7% had more than 15 years' tenure.

Members of the Supervisory Board
Age profile



4. Age profile:

In 2024, 14% of Supervisory Board members were aged 40–50, 57% were 50–60, and 29% were over 60.

Following the resignation of Beata Stelmach from the Supervisory Board of KRUK S.A., effective 29 January 2025, the Extraordinary General Meeting held on 30 January 2025 appointed Dominika Bettman to the Supervisory Board.

Dominika Bettman is a graduate of the Faculty of Foreign Trade at the SGH Warsaw School of Economics, and she completed the IESE Advanced Management Program in Barcelona. She will serve as General Manager of Microsoft Poland until the end of February 2025. Previously, she was the long-standing CEO and CFO at Siemens Sp. z o.o. She is a member of the Supervisory Board of Santander Bank Polska, President of the Council of the SGH Warsaw School of Economics, and a member of the programme boards for the European Economic Congress (EEC), the Open Eyes Economy Summit (OEES), and the European Forum for New Ideas (EFNI). Ms. Bettman is a manager with 30 years of experience and digital technology leader. She is the author of the books "Technologiczne Magnolie" and "Technologiczne Magnolie 2.0." An advocate for digital transformation and sustainable, responsible business practices, Mentor of C-level female managers.

A strong proponent of diversity and inclusive leadership, Ms. Bettman is actively engaged in initiatives that support the professional development of women, particularly in STEM fields. On the Supervisory Board of KRUK S.A. since 2025.

Compliance with criteria:

- Independent: YES
- Expertise:
 - Finance / Accounting: YES
 - Accounting / Financial reporting: YES
 - Industry knowledge: YES

5) Assessment of the performance by the Management Board of its obligations under Art. 380¹ of the Commercial Companies Code

In order to ensure the Supervisory Board's ability to function properly, effectively exercising its powers and the duty of supervision, the Management Board provided it with ongoing access to accurate and complete information about the Company. Such information allowed the Supervisory Board to objectively and comprehensively assess the Company's standing and to develop a complete and accurate information base facilitating efficient cooperation between the two corporate bodies.

Pursuant to Art. 380¹ of the Commercial Companies Code and Art. 9.11 of the Company's Articles of Association, the Management Board duly provided the necessary information, in particular on:

- 1) resolutions passed by the Management Board and the matters resolved on;
- 2) condition of the Company and other companies of the KRUK Group, including with respect to their assets, and any material circumstances relating to the management of the Company, including, without limitation, its operations, capital projects and human resources;
- 3) progress in the delivery of the Company's and the Group's pre-defined business development objectives, including any deviations from their delivery plans and reasons for such deviations;
- 4) transactions and other events or circumstances which had, or were likely to have, a material effect on the Company's assets, profitability or liquidity;
- 5) changes in matters previously communicated to the Supervisory Board if such changes had, or were likely to have, a material effect on the Company's condition.

The Management Board provided exhaustive information within the scope specified above at each Supervisory Board meeting, as part of materials submitted to Members of the Supervisory Board in connection with a meeting's agenda, upon each request of the Supervisory Board or in the event of circumstances justifying the provision of such information.

In view of the foregoing, the Supervisory Board gives a positive assessment of the performance by the Management Board of its obligations under Art. 380¹ of the Commercial Companies Code.

6) Assessment of the manner in which the Management Board prepares and/or submits to the Supervisory Board information, documents, reports, and/or clarifications requested pursuant to Art. 382.4 of the Commercial Companies Code

In order to ensure the Supervisory Board's ability to properly perform its duties and access pertinent data, the Management Board provided it with effective and adequate access to all information related to the Company's condition. In particular, the Supervisory Board was able to freely scrutinise the Company's documents, review the Company's assets and request any necessary information, documents, reports or clarifications concerning the Company, with a particular emphasis on its operations and assets. At each Supervisory Board meeting and, additionally, upon request from the Supervisory Board and as needed, the Management Board provided exhaustive information on areas of specific interest to the Supervisory Board. This included, in particular, ensuring regular access to information and data concerning the Company's condition, significant events, planned activities and development objectives. The Management Board effectively collaborated with the Supervisory Board, ensuring a smooth information flow between the two corporate bodies and preventing any asymmetries in the exchange of information. In view of the foregoing, the Supervisory Board gives a positive assessment of the manner in which the Management Board prepares and/or submits to the

Supervisory Board information, documents, reports, and/or clarifications requested pursuant to Art. 382.4 of the Commercial Companies Code.

III. SUMMARY OF THE ACTIVITY OF THE SUPERVISORY BOARD AND ITS COMMITTEES IN 2024

COMPOSITION OF THE SUPERVISORY BOARD OF KRUK S.A. IN 2024

The composition of the Supervisory Board remained unchanged between 1 January and 31 December 2024. On 27 August 2024, there was a change in the Chair of the Supervisory Board.

Between 1 January and 27 August 2024, the Supervisory Board comprised the following members (with their respective roles):

- | | |
|-------------------------------|---------------------------------------|
| 1) Piotr Stępnia | Chair of the Supervisory Board |
| 2) Krzysztof Kawalec | Deputy Chair of the Supervisory Board |
| 3) Katarzyna Beuch | Member of the Supervisory Board |
| 4) Izabela Felczak-Poturnicka | Member of the Supervisory Board |
| 5) Ewa Radkowska-Świętoń | Member of the Supervisory Board |
| 6) Beata Stelmach | Member of the Supervisory Board |
| 7) Piotr Szczepiórkowski | Member of the Supervisory Board |

On 27 August 2024, following Piotr Stępnia's resignation as Chair of the Supervisory Board, the Supervisory Board appointed Ewa Radkowska-Świętoń to the role.

Accordingly, from 27 August to 31 December 2024, the composition of the Supervisory Board was as follows:

- | | |
|-------------------------------|---------------------------------------|
| 1) Ewa Radkowska-Świętoń | Chair of the Supervisory Board |
| 2) Krzysztof Kawalec | Deputy Chair of the Supervisory Board |
| 3) Katarzyna Beuch | Member of the Supervisory Board |
| 4) Izabela Felczak-Poturnicka | Member of the Supervisory Board |
| 5) Beata Stelmach | Member of the Supervisory Board |
| 6) Piotr Stępnia | Member of the Supervisory Board |
| 7) Piotr Szczepiórkowski | Member of the Supervisory Board |

The composition of the Supervisory Board remained unchanged until 29 January 2025.

On 22 January 2025, Beata Stelmach tendered her resignation from the Board, effective 29 January 2025. On 30 January 2025, the Extraordinary General Meeting of KRUK S.A. appointed Dominika Bettman to the Supervisory Board. Following this change, with effect from 30 January 2025, the composition of the Supervisory Board is as follows:

- | | |
|-------------------------------|---------------------------------------|
| 1) Ewa Radkowska-Świętoń | Chair of the Supervisory Board |
| 2) Krzysztof Kawalec | Deputy Chair of the Supervisory Board |
| 3) Katarzyna Beuch | Member of the Supervisory Board |
| 4) Dominika Bettman | Member of the Supervisory Board |
| 5) Izabela Felczak-Poturnicka | Member of the Supervisory Board |

6) Piotr Stępiak	Member of the Supervisory Board
7) Piotr Szczepiórkowski	Member of the Supervisory Board

The above composition did not change as at the date of this Report.

Biographical notes of Members of the Supervisory Board are presented in Section II.4 *Assessment of the degree of implementation of the diversity policy applicable to the Management Board and the Supervisory Board* of this Report and are also available in the Investor Relations section of KRUK S.A.'s corporate website.

Members of the Supervisory Board, at least once a year, submit to the Supervisory Board and to the Management Board declarations on meeting the independence criterion as defined in the Polish Act on Statutory Auditors, Audit Firms, and Public Oversight of 11 May 2017 (Dz.U. of 2017, item 1089, as amended; the "Statutory Auditors Act"), and on the absence of any actual and material links between them and any shareholders holding 5% or more of total voting rights in the Company.

According to the declarations completed and submitted by the Members of the Supervisory Board, in 2024 the following Members met the independence criterion stipulated in the documents listed above:

- Katarzyna Beuch
- Izabela Felczak-Poturnicka
- Ewa Radkowska-Świętoń
- Piotr Szczepiórkowski
- Beata Stelmach (member of the Supervisory Board until 29 January 2025)

Dominika Bettman, appointed to the Supervisory Board by the Extraordinary General Meeting on 30 January 2025, likewise submitted a declaration confirming that she met the independence criterion. Piotr Stępiak and Krzysztof Kawalec submitted declarations to the effect that they did not satisfy the independence criterion, having served on the Supervisory Board of KRUK S.A. for more than 12 years. All of the Supervisory Board Members represented that they do not have any actual or material links with a shareholder holding 5% or more of total voting rights in the Company. Declarations submitted by Members of the Supervisory Board are reviewed annually.

Between 1 January and 31 December 2024, the Supervisory Board comprised seven members—four women and three men. Subsequent changes to its composition after 31 December 2024 did not alter this gender mix. As at the date of publication of this Report, the Supervisory Board still comprises four women and three men, meaning women account for 57% and men for 43% of its membership.

Detailed information on the composition of the Supervisory Board and its diversity is presented in Section II.4 *Assessment of the degree of implementation of the diversity policy applicable to the Management Board and the Supervisory Board* of this Report.

ACTIVITIES OF THE SUPERVISORY BOARD OF KRUK S.A. IN 2024

In 2024, the Supervisory Board acted in accordance with the remit and procedures provided for the Commercial Companies Code, the Company's Articles of Association, and the Rules of Procedure for the Supervisory Board. In 2024, the Supervisory Board met five times – in March, May, August, October and December. All meetings were held at the Company's registered office, with some participants joining via real-time remote communication. In addition, the Supervisory Board met on an as-needed basis via conference calls to discuss the regular agenda and address any emerging matters.

Throughout the financial year 2024, all Members of the Supervisory Board were actively engaged in its proceedings, devoting the necessary time to discharge their responsibilities and participating in both

the scheduled meetings and extra conference calls. The Supervisory Board kept in regular communication with the Company's Management Board and its auditor

A breakdown of each Supervisory Board Member's attendance at the 2024 meetings is detailed in the table below.

Table 1. Attendance at Supervisory Board meetings in 2024

Name	Ewa Radkowska-Swiętoń	Krzysztof Kawalec	Katarzyna Beuch	Izabela Felczak-Poturnicka	Piotr Stępnia	Beata Stelmach	Piotr Szczepiórkowski
Attendance/number of meetings held	5/5	5/5	5/5	4/5	5/5	5/5	5/5

In 2024, the Supervisory Board discussed, among other things, the following matters:

- economic, financial and operating results of the Company and the Group companies;
- changes to the financial plan for 2024 and the financial plan for 2025;
- the Company's operations in the previous and current financial year;
- adoption of the Report of the Supervisory Board, as referred to in Art. 382.2 3.3 of the Commercial Companies Code;
- adoption of the Report on Remuneration of Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław for 2023;
- appointment of an auditor to prepare the auditor's assessment of the Remuneration Report;
- selection and appointment of the auditor to audit the financial statements of KRUK S.A. and the KRUK Group for the 2025–2027 financial years, and selection and appointment of an auditor to provide assurance on the Group's sustainability reporting
- assessment of the financial statements of KRUK S.A. and the KRUK Group, and the Directors' Report on the operations of the KRUK Group and KRUK S.A. in 2023;
- providing opinions on resolutions to be voted on by the Company's Annual General Meeting;
- providing opinions on resolutions to be voted on by the Company's Extraordinary General Meeting;
- review of the remuneration of KRUK S.A.'s Management Board members and adjustments to Management Board remuneration;;
- review and recommendation of amendments to the document entitled "Remuneration Policy for Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław";
- allocation of warrants to Members of the Management Board under the Group's incentive plan;
- assessment of the report on compliance of transactions with related parties with the arm's length principle;
- operation of the KRUK Group's internal audit function and the findings of KPMG's independent review of that function;
- recommending the appointment of an independent auditor to conduct a review of the internal audit function;
- legislative changes and their possible impact on the operations of the Company and its subsidiaries;
- approval of risk appetite and a worst case scenario, in accordance with the currency risk management policy at the KRUK Group;
- review of the AML risk identification and assessment update;
- further development of the Company and the Group;
- digital transformation;
- Analytics Strategy at the KRUK Group;
- Cybersecurity Strategy;

- IT activities at the Company and the Group;
- stock-exchange reporting and management of inside information;
- review and recommendation of amendments to the Articles of Association and to the Rules of Procedure of the Supervisory Board of KRUK S.A.;
- KRUK Group strategy for 2025–2029;
- succession plans for KRUK Management Board members;
- HR strategy framework for 2025–2030 across the KRUK Group;
- performance of other ongoing tasks assigned to the Supervisory Board under the Company's Articles of Association.

In 2024, the Supervisory Board passed 31 resolutions, of which:

- 21 were adopted at meetings of the Supervisory Board,
- 10 were adopted by written ballot.

As part of supervision over the Company's day-to-day operations, the Supervisory Board regularly analysed the financial position and operating results, taking into account the effect of the digitalisation and digital transformation.

The Supervisory Board exercises ongoing oversight of the Company's operations, in particular through:

- analysing materials received from the Management Board;
- obtaining information and detailed clarifications from the Management Board Members and other employees during meetings of the Supervisory Board and its committees;
- ongoing engagement with the Group Head of Internal Audit, the Group Head of Compliance, and other managers responsible for key areas across the Company and the Group;
- activities of the Audit Committee;
- activities of the Remuneration and Appointments Committee;
- activities of the Finance and Budget Committee;
- activities described in the section of this Report concerning assessment of the Company's compliance with corporate governance rules and principles and disclosure obligations;
- analysing the findings of reviews and audits of financial and accounting documentation and financial statements prepared on its basis by the statutory auditor;
- monitoring the financial audit function and cooperating with the audit firm auditing the financial statements of the Company and the Group.

In accordance with the Rules of Procedure for the Supervisory Board, the Supervisory Board has the following committees:

- the Audit Committee,
- the Remuneration and Appointments Committee, and
- Finance and Budget Committee.

Table 2. Supervisory Board and its committees as at 31 December 2024

Full name	Gender	Position on the Supervisory Board	Independent*	Finance/accounting**	Accounting/financial reporting***	Industry expertise****
Ewa Radkowska-Świętoń	F	Chair	✓	✓	✓	✓
Krzysztof Kawalec	M	Deputy Chair	x	✓	✓	✓
Katarzyna Beuch	F	Member	✓	✓	✓	✓
Izabela Felczak-Poturnicka	F	Member	✓	✓	✓	✓
Beata Stelmach	F	Member	✓	✓	✓	✓
Piotr Stępnia	M	Member	x	✓	✓	✓
Piotr Szczepiórkowski	M	Member	✓	✓	✓	✓

Gender representation on the governing body: 57% women and 43% men

* Satisfaction of independence criterion under the Statutory Auditors Act

** Experience in finance and accounting of listed companies

*** Knowledge and skills in financial accounting or auditing

**** Expertise specific to the industry

Table 3. Supervisory Board and its committees as of the date of the Report.

Full name	Gender	Position on the Supervisory Board	Independent*	Finance/accounting**	Accounting/financial reporting***	Industry expertise****
Ewa Radkowska-Świętoń	F	Chair	✓	✓	✓	✓
Krzysztof Kawalec	M	Deputy Chair	x	✓	✓	✓
Dominika Bettman	F	Member	✓	✓	✓	✓
Katarzyna Beuch	F	Member	✓	✓	✓	✓
Izabela Felczak-Poturnicka	F	Member	✓	✓	✓	✓
Piotr Stępnia	M	Member	x	✓	✓	✓
Piotr Szczepiórkowski	M	Member	✓	✓	✓	✓

Gender representation on the governing body: 57% women and 43% men

* Satisfaction of independence criterion under the Statutory Auditors Act

** Experience in finance and accounting of listed companies

*** Knowledge and skills in financial accounting or auditing

**** Expertise specific to the industry

The composition of the Committees and their activities in 2024 are discussed below in this Report.

In performing its duties, the Supervisory Board used information and documents provided by the Management Board. In the opinion of the Supervisory Board, cooperation with the Management Board was efficient and satisfactory. The Supervisory Board meetings were attended by all its Members. In 2024, the attendance of Supervisory Board meetings was in excess of 97%.

All Members of the Supervisory Board have appropriate knowledge and qualifications necessary to perform their duties, taking into account the nature of the Company's and the KRUK Group's business. In accordance with the requirements imposed on companies by the Statutory Auditors Act, as well as

by the Best Practice for WSE Listed Companies, all seven Members of the Supervisory Board have knowledge and skills in the field of accounting or auditing of financial statements, and have the expertise and skills specific to the industry in which the Company operates.

The current composition of the Supervisory Board reflects the Company's care to ensure the greatest possible diversity of its Members in terms of professional experience, knowledge, skills and gender. Thanks to the extensive knowledge and skills of its Members, the Supervisory Board is able to ensure objectivity of its views and assessments of the Company's situation.

Therefore, the Supervisory Board recommends that its Members be granted liability discharge for the financial year 2024.

REPORT ON THE WORK OF THE SUPERVISORY BOARD COMMITTEES

Report on the work of the Audit Committee

The Audit Committee consists of at least three members. The majority of the Audit Committee members, including its chairperson, should be independent members within the meaning of the Statutory Auditors Act. The Audit Committee should include at least one member with knowledge and skills in accounting or auditing. Members of the Audit Committee should have the knowledge of and skills relevant for the industry in which the Company operates.

The primary objective of the Audit Committee is to assist the Supervisory Board in exercising financial supervision over the Company and provide it with authoritative information and opinions enabling the Supervisory Board to make appropriate decisions on financial reporting, internal control and risk management.

The Audit Committee's responsibilities include in particular:

- 1) monitoring of:
 - a) the financial reporting process;
 - b) the effectiveness of internal control and risk management systems as well as internal audit systems in place at the Company, including effectiveness of the financial reporting process,
 - c) the performance of financial audit activities, in particular an audit conducted by the audit firm, taking into account all recommendations and findings of the Audit Oversight Commission resulting from audits carried out at the audit firm;
- 2) controlling and monitoring of the independence of the statutory auditor and the audit firm, in particular when the audit firm provides non-audit services;
- 3) informing the Supervisory Board about the results of the audit and explaining how the audit has contributed to the integrity of financial reporting in a public-interest entity and what was the role of the Audit Committee in the audit process;
- 4) assessing the independence of the qualified auditor and giving consent to the provision by the auditor of permitted non-audit services to the Company;
- 5) developing a policy for selecting an audit firm to conduct the audit;
- 6) developing a policy for providing permitted non-audit services by the audit firm carrying out the audit, entities related to the audit firm or a member of the audit firm's network;
- 7) determining the procedure for selecting an audit firm by the Company;
- 8) presenting to the Supervisory Board the recommendation referred to in Article 16(2) of Regulation No. 537/2014, in accordance with the policies referred to in items 5 and 6 above;
- 9) submitting recommendations aimed at ensuring the integrity of the financial reporting process in the Company.

In the period 1 January–31 December 2024, the Audit Committee was composed of:

- Katarzyna Beuch – Chair of the Committee, independent Member of the Supervisory Board;
- Ewa Radkowska-Świętoń – Member of the Committee, independent Member of the Supervisory Board;

- Piotr Stępniaak – Member of the Committee, non-independent Member of the Supervisory Board;
- Piotr Szczepiórkowski – Member of the Committee, non-independent Member of the Supervisory Board.

As at the issue date of this Report, there were no changes to the composition of the Audit Committee.

As at the date of preparation and approval of this Report, three of the four current members of the Audit Committee of the Supervisory Board of KRUK S.A., i.e., Audit Committee Chair Katarzyna Beuch and Committee members Ewa Radkowska-Świętoń and Piotr Szczepiórkowski, meet the independence criteria set out in the Statutory Auditors Act. All members of the Audit Committee have knowledge and skills in accounting or auditing as well as the knowledge of and skills relevant for the industry in which the Company operates, which they gathered in the course of education and professional career.

Biographical notes of members of the Audit Committee, highlighting their expertise and professional experience, are presented in Section II.4 *Assessment of the degree of implementation of the diversity policy applicable to the Management Board and the Supervisory Board* of this Report and are also available in the Investor Relations section of KRUK S.A.'s corporate website (<https://pl.kruk.eu/relacje-inwestorskie/o-spolce/rada-nadzorcza>).

Beyond executing its statutory duties, in 2024 the Audit Committee specifically focused on:

- analysis of the results of the audit of the 2023 full-year report;
- discussion of the supplementary report for the Audit Committee for 2023;
- analysis of the results of review of the interim financial statements;
- analysis and evaluation of the effectiveness of the Company's internal control and internal audit system, including a summary of internal audit findings from 2023;
- discussion of the report on delivery of the Internal Audit Plan for 2023, including the implementation status of recommendations and self-assessment of the internal audit quality for 2023;
- review of progress against the 2024 internal audit plan and the extent to which post-audit recommendations have been implemented;
- findings of KPMG's independent review of the Company's internal audit function;
- evaluation of delivery of the internal audit development strategy for 2021–2023 and discussion of the internal audit development strategy for 2024–2027;
- the internal audit plan for 2025;
- review of the Report on the annual assessment of the performance of the risk management, compliance, and internal control systems and of the internal audit function in 2023;
- review of the 2023 Compliance Report, covering key compliance functions, delivery of the conflicts of interest management policy, and a summary of reports submitted through the whistleblowing channel and the Consultation and Mediation Team;
- discussion of incident management and whistleblower protection measures;
- risk management within the Company and the Group;
- discussion of portfolio revaluation and the valuation methodology;
- review of the status of post-audit recommendations related to cloud computing and cybersecurity;
- pre-authorisation of non-audit services for 2024 and approval of the non-audit service report for 2023;
- the process of selecting the auditor to audit the Company's and the Group's financial statements for the 2025–2027 financial years, and preparing a recommendation to the Supervisory Board in that regard;
- discussion of regulatory and tax audits at the Group and significant litigation;

- review and discussion of tax-related matters, including legislative changes affecting the operations of the KRUK Group companies;
- EU sustainable activities taxonomy reporting;
- reviewing legislative amendments;
- routine assessment of related-party transactions.

The Audit Committee operated based on the adopted meeting schedule and work plan. In 2024, the Audit Committee met four times, ensuring the execution of its statutory duties. All meetings of the Audit Committee are recorded in minutes. Additionally, the Audit Committee conducted its ongoing activities via ad-hoc conference calls. All members actively participated in its work, attending every meeting and ad-hoc conference call as necessary. Katarzyna Beuch, Ewa Radkowska-Świętoń, Piotr Stępnia, and Piotr Szczepiórkowski had a 100% attendance rate at all meetings.

Meetings of the Audit Committee in 2024 were held in a hybrid format, combining in-person discussions with remote participation via telecommunication tools.

Report on the work of the Remuneration and Appointments Committee

The Remuneration and Appointments Committee is composed of at least three members, including at least one member with knowledge and experience in the area of remuneration policy; the majority of the Remuneration and Appointments Committee members should be independent members of the Supervisory Board.

In the period 1 January–31 December 2024, the Remuneration and Appointments Committee was composed of:

- Ewa Radkowska-Świętoń – Chair of the Committee, independent Member of the Supervisory Board;
- Krzysztof Kawalec – Member of the Committee, non-independent Member of the Supervisory Board;
- Piotr Szczepiórkowski – Member of the Committee, non-independent Member of the Supervisory Board.

The above composition of the Committee remained unchanged as at the date of this Report.

Two of the three members of the Remuneration and Appointments Committee, i.e. Ewa Radkowska-Świętoń, who chairs the Committee, and member of the Committee Piotr Szczepiórkowski, meet the independence criteria.

The Remuneration and Appointments Committee's responsibilities include in particular:

- 1) planning of the remuneration policy for the Management Board Members;
- 2) alignment of the Management Board Members' remuneration with the Company's long-term interests and financial performance;
- 3) recommendation of candidates to the Management Board to the Supervisory Board;
- 4) periodic assessment of the structure, number of Members, composition and performance of the Management Board, and, where needed, recommendation of changes in this respect to the Supervisory Board, and
- 5) submission of a periodic assessment of the skills, knowledge and experience of the individual Management Board Members to the Supervisory Board.

In 2024, the Remuneration and Appointments Committee was primarily engaged in:

- preparing a Report on Remuneration of Members of the Management Board and Supervisory Board of KRUK S.A. for 2023, which involved collaborating with the Company, the Audit Committee, a legal adviser, the auditor evaluating the Report. The conclusions of the Report were subsequently presented to the entire Supervisory Board;
- appointing an auditor to assess the Report on Remuneration of Members of the Management Board and Supervisory Board of KRUK S.A. for 2024;

- consulting on amendments to the Remuneration Policy for Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław, and assessing the Management Board’s proposal pertaining thereto;
- consulting on proposed terms of the Company’s 2025-2028 incentive scheme and amendments to the Articles of Association;
- consulting on a draft resolution of the Supervisory Board concerning the fulfilment of conditions for the allotment of subscription warrants and allotment of Tranche 3 subscription warrants to Management Board under the 2021–2024 Management Stock Option Plan;
- consulting on amendments to the 2021–2024 Management Stock Option Plan;
- HR strategy for the KRUK Group;
- planning for succession at the Company, with particular focus on succession plans for Management Board members;
- review of the executive pay across the KRUK Group.

As part of the Remuneration and Nominations Committee’s review of executive pay benchmarks for the KRUK Group, the Supervisory Board—acting on the Committee’s recommendations—resolved to adjust the remuneration of the Company’s Management Board. The Committee considers the KRUK Group a leading European player in its sector and therefore believes it appropriate to realign the peer group, given the lack of suitable reference points among Polish-listed companies. The benchmarking process launched in 2024 to align Management Board pay with remuneration levels at international peers warranted a material adjustment to Management Board remuneration in March 2024. When setting the increases, the Committee took into account the absence of performance-related bonuses in the current remuneration structure, a feature that distinguishes KRUK from its industry peers. The Committee also began monitoring the remuneration of the General Managers responsible for the Group’s operations in each market.

Members of the Committee were discussing their business at meetings held using means of remote communication and via conference calls held to discuss a specific matter. All Members of the Committee were involved in the Committee’s work, attending meetings and conference calls.

Report on the work of the Finance and Budget Committee

In the period 1 January–31 December 2024, the Finance and Budget Committee was composed of:

- Beata Stelmach – Chair of the Committee, independent Member of the Supervisory Board;
- Krzysztof Kawalec – Member of the Committee, non-independent Member of the Supervisory Board;
- Ewa Radkowska-Świętoń – Member of the Committee, independent Member of the Supervisory Board.

Following her resignation from the Supervisory Board of KRUK S.A., effective 29 January 2025, Beata Stelmach ceased to serve on the Finance and Budget Committee and stepped down as its Chair. As at the date of this Report, the composition of the Committee remained unchanged.

The Finance and Budget Committee’s responsibilities include in particular:

- 1) ongoing analysis of the Company’s financial performance and condition;
- 2) drafting budget resolutions, providing opinions and assessing draft resolutions of the Supervisory Board on matters related to the Company’s finances;
- 3) supporting oversight over the implementation of the Company’s budget;
- 4) matters related to the operation of the Company’s cash, credit and tax systems, as well as its financial plans, budgets and property insurance contracts.

In 2024, the Finance and Budget Committee focused primarily on matters related to the Company’s and the Group’s budgets, as well as financial matters related to the Company’s operations. Members of the Finance and Budget Committee, acting within their remit, met with the Management Board on a monthly basis to review and monitor the Company’s and the Group’s current achievements and financial performance. In addition, they reviewed the business plan and were consulted to provide

opinions on proposed changes to the KRUK Group's financial plan for 2024 and draft budget for 2025. The Finance and Budget Committee held meetings using means of remote communication as well as holding consultations in the form of conference calls. All members of the Committee were involved in the Committee's work, attending meetings and conference calls.

IV. INFORMATION ON THE AGGREGATE AMOUNT OF CONSIDERATION PAYABLE BY THE COMPANY FOR ANY AUDITS ORDERED BY THE SUPERVISORY BOARD IN THE FINANCIAL YEAR UNDER ART. 382¹ OF THE COMMERCIAL COMPANIES CODE

In 2024, the Supervisory Board did not exercise its right to have, at the Company's expense, a third-party adviser of its choice examine a specific aspect of the Company's business or assets.

V. ADOPTED RESOLUTIONS AND MOTIONS TO THE GENERAL MEETING

With regard to the above Report, on 27 March 2025 the Supervisory Board passed the following resolutions:

- 1) Resolution No. 5/2025 on making representations to the effect that the audit firm auditing the separate and consolidated full-year financial statements has been appointed in accordance with applicable laws, including those regarding the appointment and the procedure for appointment of an audit firm, that the laws governing appointment, composition and operation of the audit committee are complied with, and that the audit committee performed the audit committee tasks provided for in the applicable regulations;
- 2) Resolution No. 6/2025 on assessment of the separate financial statements of KRUK S.A. for the financial year ended 31 December 2024;
- 3) Resolution No. 7/2025 on assessment of the consolidated financial statements of the KRUK Group for the financial year ended 31 December 2024;
- 4) Resolution No. 8/2025 on assessment of the Directors' Report on the operations of the KRUK Group and KRUK S.A. in 2024;
- 5) Resolution No. 9/2025 on assessment of the Directors' Reports on the operations of the KRUK Group and KRUK S.A. in 2024 and on assessment of the separate and consolidated financial statements for the financial year ended 31 December 2024, in terms of their completeness, accuracy and consistency with the underlying accounting records and supporting documents;
- 6) Resolution No. 10/2025 concerning adoption of the Report of the KRUK S.A. Supervisory Board for 2024;
- 7) Resolution No. 12/2025 concerning adoption of the Report on Remuneration of Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław for 2024;
- 8) Resolutions No. 13/2025 – 17/2025 on motions to the KRUK S.A. General Meeting concerning grant of liability discharge to the KRUK S.A. Management Board President and Members;

In view of the forgoing and in accordance with the Management Board's proposal, the Supervisory Board gives a positive opinion on and recommends that the General Meeting:

- 1) approve the separate financial statements of KRUK S.A. for the financial year ended 31 December 2024;
- 2) approve the consolidated financial statements of the KRUK Group for the financial year ended 31 December 2024;
- 3) approve the Directors' Report on the operations of the KRUK Group and KRUK S.A. in 2024;
- 4) provide an opinion on the Report on Remuneration of Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław for 2024;
- 5) grant liability discharge to the President and Members of the Company's Management Board for 2024;
- 6) grant liability discharge to Members of the Supervisory Board for 2024.

This Report was prepared and authorised by the Supervisory Board with the following composition:

Ewa Radkowska-Świętoń	Chair of the Supervisory Board
Krzysztof Kawalec	Deputy Chair of the Supervisory Board
Dominika Bettman	Member of the Supervisory Board
Katarzyna Beuch	Member of the Supervisory Board
Izabela Felczak-Poturnicka	Member of the Supervisory Board
Piotr Stępnia	Member of the Supervisory Board
Piotr Szczepiórkowski	Member of the Supervisory Board