

*Draft resolution submitted by shareholder Piotr Krupa under item 14) of the agenda*

**Resolution No. .../2026  
of the Annual General Meeting of KRUK S.A.  
of Wrocław, dated 26 May 2026**

concerning appointment to the Supervisory Board of the new term

Acting pursuant to Article 385(1) of the Commercial Companies Code and Article 11.2 of the Articles of Association of KRUK S.A., the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

Acting pursuant to the *Suitability Policy for the Management Board and the Supervisory Board of KRUK S.A.*, taking into account the *Competency profile for members of the Supervisory Board of KRUK S.A.* adopted by the Supervisory Board, and having considered and compared the qualifications of the nominated candidates, the Annual General Meeting of KRUK S.A. hereby resolves to appoint ..... to the Supervisory Board of KRUK S.A. of the new term, effective 26 May 2026.

Section 2

This Resolution shall become effective as of its date, provided that the candidate is among the five candidates who have received the highest number of votes cast in favour of their appointment.

**STATEMENT OF REASONS:**

*In accordance with Article 11.2 of the Company's Articles of Association, powers vested in the General Meeting include the appointment of Supervisory Board members. The General Meeting needs to resolve to appoint a new Supervisory Board in view of the expiry of the three-year term of the existing Supervisory Board, appointed for three full financial years, as determined in accordance with Article 369(1) and 369(4) in conjunction with Article 386(2) of the Commercial Companies Code.*

*Pursuant to Article 11.1 of the Company's Articles of Association, the Supervisory Board consists of 5 (five) or 7 (seven) members. In accordance with the draft resolution to determine the number of members of the Supervisory Board of KRUK S.A. for the next term, published by the Company in Current Report No. 16/2026 of 23 April 2026, the Supervisory Board of the new term is to consist of seven members. On 8 May 2026, the Company received a statement from the authorised shareholder Piotr Krupa on the exercise of his special appointment right under Article 11.5 and Article 11.8 of the Company's Articles of Association and on the appointment, effective 26 May 2026, of Piotr Stępniaak and Krzysztof Kawalec to the Supervisory Board of the new term. Accordingly, the agenda of this General Meeting will include the appointment of five out of the seven members of the Supervisory Board. On 14 May 2026, the Company received from Allianz Polska Otwarty Fundusz Emerytalny, represented by PTE Allianz Polska S.A., the nomination of Piotr Szczepiórkowski for appointment as a member of the Supervisory Board. On 18 May 2026, the Company received from Vienna Otwarty Fundusz Emerytalny, represented by Vienna Powszechne Towarzystwo Emerytalne S.A., the nomination of Rafał Mikusiński for appointment as a member of the Supervisory Board. On 19 May 2026, the Company received from Nationale-Nederlanden Otwarty Fundusz Emerytalny, represented by Nationale-Nederlanden Powszechne Towarzystwo Emerytalne S.A., the nomination of Ewa Radkowska-*

Świętoń and Dominika Bettman for appointment as members of the Supervisory Board. On 20 May 2026, the Company received from Generali Otwarty Fundusz Emerytalny, represented by Generali Powszechne Towarzystwo Emerytalne S.A., the nomination of Jacek Poświata for appointment as a member of the Supervisory Board. On the same day, the Company received from Otwarty Fundusz Emerytalny PZU Złota Jesień, represented by Powszechne Towarzystwo Emerytalne PZU S.A., the nomination of Katarzyna Turkiewicz for appointment as a member of the Supervisory Board. Accordingly, as at the date of submission of this draft resolution, the total number of nominated candidates amounts to six.

**In order to ensure that shareholders have the opportunity to vote on all submitted candidacies, the proposed draft resolution provides for separate votes to be held sequentially in respect of all nominated candidates, subject to the proviso that the five candidates who receive the highest number of votes cast in favour of their appointment will be appointed to the Supervisory Board of the new term. Pursuant to Article 17.4 of the Company's Articles of Association, resolutions of the General Meeting are passed by an absolute majority of votes.**

As prescribed by the Best Practice for WSE Listed Companies, information on candidates nominated to the Supervisory Board is published on the Company's website in the Investor Relations/General Meeting section (<https://pl.kruk.eu/relacje-inwestorskie/o-spolce/archiwalne-walne-zgromadzenia/zwyczajne-walne-zgromadzenie-kruk-s-a>).

Pursuant to the Suitability Policy for the Management Board and the Supervisory Board of KRUK S.A. adopted by the Company and published on the corporate website (<https://pl.kruk.eu/relacje-inwestorskie/rownowaga-plci-w-kruk-s-a>), as well as the Competency profile for members of the Supervisory Board of KRUK S.A. adopted by the Supervisory Board and published on the corporate website (<https://pl.kruk.eu/relacje-inwestorskie/o-spolce/rada-nadzorcza-i-komitety>), each candidate for, and member of, the Supervisory Board should act in accordance with the KRUK Group's core values of respect, accountability, cooperation, development, and simplicity. A suitable candidate for member of the Supervisory Board acts with honesty and integrity, has an unblemished record and is deemed to be of good repute in connection with the functions held. Suitability also means possessing the knowledge, skills and experience adequate to the scope of the assigned functions and duties, especially with regard to the Company's business activities and risks involved. Suitability further entails the ability to commit sufficient time to the performance of duties.

When exercising its powers to appoint a member of the Supervisory Board from among the nominated candidates, the General Meeting must be guided in particular by whether the candidates, as well as the Supervisory Board as a whole, meet the suitability criteria, namely:

- a) adequate type and sufficient level of knowledge, skills and professional experience, as well as command of the Polish and English languages;
- b) guarantee of the proper fulfilment of duties;
- c) ability to commit a sufficient amount of time;
- d) combination of positions and functions held;
- e) independence criteria applicable to members;
- f) gender representation.

In appointing members of the Supervisory Board, Shareholders must consider the Company's obligation to ensure that an appropriate number of independent members are included in the composition of this body, who meet the independence criteria applicable to a member of the Supervisory Board's audit committee, as defined in laws of general applications and best market practice.