

***Draft resolutions of the Annual General Meeting of KRUK S.A.
of Wrocław
convened for June 23rd 2025***

Draft /1/ concerning item 2) of the agenda

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: appointing the Chair of the Annual General Meeting

Acting pursuant to Art. 409 of the Commercial Companies Code, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The following person shall be appointed as Chair of the Annual General Meeting:

.....

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

Pursuant to Art. 409 §1 of the Commercial Companies Code, after the opening of the General Meeting, a Chair is elected from among the persons entitled to participate in the General Meeting.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: adoption the agenda for the Annual General Meeting

The Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

The following agenda shall be adopted:

- 1) Opening of the Annual General Meeting.
- 2) Appointment of the Chair of the Annual General Meeting.
- 3) Confirmation that the Annual General Meeting has been duly convened and has the capacity to pass resolutions.
- 4) Adoption of the agenda.
- 5) Presentation by the KRUK S.A. Management Board of the Company's financial results and other material information contained in its financial statements.
- 6) Review of the KRUK S.A. Supervisory Board's report for 2024.
- 7) Review of the separate financial statements of KRUK S.A. for the financial year ended December 31st 2024 and resolution to approve the separate financial statements.
- 8) Review of the consolidated financial statements of the KRUK Group for the financial year ended December 31st 2024 and resolution to approve the consolidated financial statements.
- 9) Review of the Directors' report on the operations of KRUK Group and KRUK S.A. in 2024 and resolution to approve the Directors' Report.
- 10) Review of the Management Board's proposal regarding allocation of KRUK S.A.'s net profit for 2024 and the recommendation for the General Meeting to allocate the Company's net profit for 2024 to dividend distribution and statutory reserve funds. Voting on a resolution concerning allocation of KRUK S.A.'s net profit for 2024 and payment of dividend to the Company's shareholders.
- 11) Resolutions:
 - a) to grant liability discharge to members of the Management Board of KRUK S.A. for 2024,
 - b) to grant liability discharge to members of the Supervisory Board for 2024.
- 12) Resolution to giving an opinion on the Report on Remuneration for Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław for 2024.
- 13) Closing of the Meeting

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

Pursuant to Art. 402[2] in conjunction with Art. 399.1 of the Commercial Companies Code, the General Meeting is convened by the Management Board, which also defines the agenda of the Meeting.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: approval of the separate financial statements of KRUK S.A. for the financial year ended December 31st 2024.

Acting pursuant to Art. 393.1) and Art. 395.2.1) of the Commercial Companies Code and Art. 19.1.1) of the Articles of Association of KRUK S.A., and having taken into consideration the Supervisory Board's assessment of the separate financial statements of KRUK S.A. for the financial year ended December 31st 2024, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

After due consideration, the Annual General Meeting of KRUK S.A. approves the separate financial statements of KRUK S.A. for the financial year ended December 31st 2024, comprising:

- 1) the separate statement of financial position, showing total assets and total equity and liabilities of PLN 8,422,746 thousand;
- 2) the separate statement of profit or loss, showing net profit of PLN 1,043,380 thousand;
- 3) the separate statement of comprehensive income, showing total comprehensive income for the reporting period of PLN 1,022,210 thousand;
- 4) the separate statement of changes in equity for the period from January 1st 2024 to December 31st 2024, showing total equity as at December 31st 2024 of PLN 4,498,326 thousand;
- 5) the separate statement of cash flows for the period from January 1st 2024 to December 31st 2024, showing cash and cash equivalents at the end of the period of PLN 9,110 thousand;
- 6) notes to the separate financial statements.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

Pursuant to Art. 393.1) and Art. 395.2.1) of the Commercial Companies Code, the separate financial statements and the Directors' Report on the Company's operations in a financial year are subject to review and approval by the Company's Annual General Meeting.

The separate financial statements of KRUK S.A. for the financial year ended December 31st 2024 were favourably assessed by the Company's Supervisory Board by Resolution No. 6/2025 of March 27th 2025. In the resolution, the Supervisory Board also recommended and moved that the General Meeting approve the financial statements.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: approval of the consolidated financial statements of the KRUK Group for the financial year ended December 31st 2024.

Acting pursuant to Art. 395.5 of the Commercial Companies Code and Art. 19.1.12 of the Articles of Association of KRUK S.A., and having taken into consideration the Supervisory Board's assessment of the consolidated financial statements of the KRUK Group for the financial year ended December 31st 2024, the Annual General Meeting resolves as follows:

Section 1

After due consideration, the Annual General Meeting of KRUK S.A. approves the consolidated financial statements of the KRUK Group for the financial year 2024, comprising:

- 1) the consolidated statement of financial position, showing total assets and total equity and liabilities of PLN 11,648,879 thousand;
- 2) the consolidated statement of profit or loss, showing net profit for the reporting period of PLN 1,074,278 thousand;
- 3) the consolidated statement of comprehensive income, showing total comprehensive income for the reporting period of PLN 1,053,230 thousand;
- 4) the consolidated statement of changes in equity for the period from January 1st 2024 to December 31st 2024, showing total equity as at December 31st 2024 of PLN 4,528,657 thousand;
- 5) the consolidated statement of cash flows for the period from January 1st 2024 to December 31st 2024, showing cash and cash equivalents at the end of the period of PLN 214,790 thousand;
- 6) notes to the consolidated financial statements.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

Pursuant to Art. 395.5 of the Commercial Companies Code, the business of the Annual General Meeting may also include consideration and approval of the financial statements of a group within the meaning of accounting regulations.

The consolidated financial statements of the KRUK Group for the financial year ended December 31st 2024 were favourably assessed by the Company's Supervisory Board by Resolution No. 7/2025 of March 27th 2025. In the resolution, the Supervisory Board also recommended and moved that the General Meeting approve the financial statements.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: approval of the Directors' report on the operations of KRUK Group and KRUK S.A. in 2024.

Acting pursuant to Art. 393.1) and Art. 395.2.1) and 395.5 of the Commercial Companies Code and Art. 19.1.1) and 12) of the Articles of Association of KRUK S.A., and having taken into consideration the Supervisory Board's assessment of the Directors' report on the operations of KRUK Group and KRUK S.A. in 2024, the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

After due consideration, the Annual General Meeting of KRUK S.A. approves the Directors' report on the operations of KRUK Group and KRUK S.A. in 2024.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

The Directors' report on the operations of KRUK Group and KRUK S.A. in 2024 was favourably assessed by the Company's Supervisory Board by Resolution No. 8/2025 of March 27th 2025. In the resolution, the Supervisory Board also recommended and moved that the General Meeting approve the Directors' Report.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: allocation of KRUK S.A.'s net profit for 2024 and payment of a dividend to the Company's shareholders.

Acting pursuant to Art. 395.2.2) of the Commercial Companies Code and §19.1.2) of the Articles of Association of KRUK S.A., the Annual General Meeting of KRUK S.A. hereby resolves as follows:

Section 1

Considering the Management Board's recommendation on allocation of the Company's net profit for 2024 and the Supervisory Board's endorsement of the recommendation, the Annual General Meeting of KRUK S.A. resolves to allocate the Company's net profit for 2024, of PLN 1,043,380,289.24 (in words: one billion forty-three million three hundred and eighty thousand two hundred and eighty-nine 24/100), as follows:

- a. distribute as a dividend of PLN 18.00 per share to the Company's shareholders;
- b. transfer the remaining to statutory reserve funds

Section 2

The dividend record date with respect to dividend for the year ended December 31st 2024 shall be July 10th 2025, and the dividend payment date – September 25th 2025.

Section 3

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

On December 2nd 2021, KRUK S.A. adopted a Dividend Policy whereby the Management Board is expected to recommend that the Annual General Meeting resolve to pay out dividend amounting to 30% or more of the KRUK Group's consolidated net profit for a previous financial year, attributable to shareholders of the parent. In view of the Company's current financial and liquidity position, investment plans and growth prospects, the Company's Management Board put forward a proposal on the allocation of profit for the period from January 1st to December 31st 2024, which was endorsed by the Company's Supervisory Board in Resolution No. 28/2025 of May 20, 2025. In the opinion of the Management Board, the proposed profit distribution is consistent with the assumptions underlying the Dividend Policy, as well as furthering the interests of shareholders through payment of dividend.

Given that the exercise of share-subscription warrants granted to managers under the Company's 2021-2024 Management Stock Option Plan is still in progress, the Company cannot, as at the date of this announcement, determine the exact number of shares entitled to participate in the profit distribution. That number will be confirmed on the day of the Annual General Meeting. Accordingly, before shareholders vote on the resolution allocating KRUK S.A.'s 2024 net profit and declaring a dividend, the Company will announce the precise dividend amount. This amount will comply with Article 348.1 of the Commercial Companies Code

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: granting liability discharge to the President of the Management Board of KRUK S.A. for 2024.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mr Piotr Krupa, President of the Management Board- Chief Executive Officer, for the period of his holding the office in the financial year 2024, i.e. from January 1st to December 31st 2024.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

By Resolution No. 13/2025 of March 27th 2025, the Supervisory Board moved that the General Meeting grant liability discharge to Mr Piotr Krupa as President of the Management Board in the financial year 2024.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: granting liability discharge to the Member of the Management Board of KRUK S.A. for 2024.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mr Piotr Kowalewski, Member of the Management Board, Chief Operational Officer, for the period of his holding the office in the financial year 2024, i.e. from January 1st to December 31st 2024.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

By Resolution No. 14/2025 of March 27th 2025, the Supervisory Board moved that the General Meeting grant liability discharge to Mr Piotr Kowalewski as Member of the Management Board in the financial year 2024.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: granting liability discharge to the Member of the Management Board of KRUK S.A. for 2024.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mr Adam Łodygowski, Member of the Management Board, Chief Data & Technology Officer, for the period of his holding the office in the financial year 2024, i.e. from January 1st to December 31st 2024.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

By Resolution No. 15/2025 of March 27th 2025, the Supervisory Board moved that the General Meeting grant liability discharge to Mr Adam Łodygowski as Member of the Management Board in the financial year 2024.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: granting liability discharge to the Member of the Management Board of KRUK S.A. for 2024.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Ms Urszula Okarma, Member of the Management Board, Chief Investment Officer, for the period of her holding the office in the financial year 2024, i.e. from January 1st to December 31st 2024.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

By Resolution No. 16/2025 of March 27th 2025, the Supervisory Board moved that the General Meeting grant liability discharge to Ms Urszula Okarma as Member of the Management Board in the financial year 2024.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: granting liability discharge to the Member of the Management Board of KRUK S.A. for 2024.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mr Michał Zasępa, Member of the Management Board, Chief Financial Officer, for the period of his holding the office in the financial year 2024, i.e. from January 1st to December 31st 2024.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

By Resolution No. 17/2025 of March 27th 2025, the Supervisory Board moved that the General Meeting grant liability discharge to Mr Michał Zasępa as Member of the Management Board in the financial year 2024.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: granting discharge to the Chair of the Supervisory Board of KRUK S.A. for 2024.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Ms Ewa Radkowska-Świętoń, Chair of the Supervisory Board, for the period of her holding the office in the financial year 2024, i.e. from January 1st to December 31st 2024, including for the time of serving as Chair of the Supervisory Board, i.e. from August 27th 2024 to December 31st 2024.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, grant of liability discharge to members of the Company's governing bodies requires a resolution by the Annual General Meeting.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: granting liability discharge to the Vice Chair of the Supervisory Board of KRUK S.A. for 2024.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mr Krzysztof Kawalec, Vice Chair of the Supervisory Board, for the period of his holding the office in the financial year 2024, i.e. from January 1st to December 31st 2024.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, grant of liability discharge to members of the Company's governing bodies requires a resolution by the Annual General Meeting.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: granting discharge to the Member of the Supervisory Board of KRUK S.A. for 2024.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Ms Katarzyna Beuch, Member of the Supervisory Board, for the period of her holding the office in the financial year 2024, i.e. from January 1st to December 31st 2024.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, grant of liability discharge to members of the Company's governing bodies requires a resolution by the Annual General Meeting.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: granting discharge to the Member of the Supervisory Board of KRUK S.A. for 2024.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mrs Izabela Felczak-Poturnicka, Member of the Supervisory Board, for the period of her holding the office in the financial year 2024, i.e. from January 1st to December 31st 2024.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, grant of liability discharge to members of the Company's governing bodies requires a resolution by the Annual General Meeting.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: granting liability discharge to the Member of the Supervisory Board of KRUK S.A. for 2024.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Ms Beata Stelmach, Member of the Supervisory Board, for the period of her holding the office in the financial year 2024, i.e. from January 1st to December 31st 2024.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, grant of liability discharge to members of the Company's governing bodies requires a resolution by the Annual General Meeting.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: granting discharge to the Member of the Supervisory Board of KRUK S.A. for 2024.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mr Piotr Stępniaś, Member of the Supervisory Board, for the period of his holding the office in the financial year 2024, i.e. from January 1st to December 31st 2024, including for the time of serving as Chair of the Supervisory Board, i.e. from January 1st 2024 to August 27th 2024.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, grant of liability discharge to members of the Company's governing bodies requires a resolution by the Annual General Meeting.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: granting liability discharge to the Member of the Supervisory Board of KRUK S.A. for 2024.

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 19.1.3) of the Articles of Association of KRUK S.A., the Annual General Meeting hereby resolves as follows:

Section 1

The Annual General Meeting of KRUK S.A. hereby grants liability discharge to Mr Piotr Szczepiórkowski, Member of the Supervisory Board, for the period of his holding the office in the financial year 2024, i.e. from January 1st to December 31st 2024.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, grant of liability discharge to members of the Company's governing bodies requires a resolution by the Annual General Meeting.

**Resolution No. .../2025
of the Annual General Meeting of KRUK S.A.
of Wrocław, dated June 23rd 2025**

concerning: giving an opinion on the Report on Remuneration for Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław for 2024.

Acting pursuant to Art. 395.2¹ of the Commercial Companies Code and Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (consolidated text Dz.U.2024.2554., as amended), the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting gives its positive opinion on the Supervisory Board's Report on Remuneration for Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław for 2024, attached as an Appendix hereto.

Section 2

This Resolution shall become effective as of its date.

STATEMENT OF REASONS:

Pursuant to Art. 90g.1 and Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (consolidated text Dz.U.2024.2554, as amended), the supervisory board of a company shall prepare annual remuneration reports providing a comprehensive overview of remuneration, including all benefits, in whatever form, received by or due to individual management board and supervisory board members in the previous financial year in accordance with the remuneration policy and the general meeting shall adopt a resolution on giving an opinion on the remuneration report.

The Report on Remuneration for Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław for 2024 was adopted by resolution no 12/2025 of the KRUK S.A. Supervisory Board dated March 27th 2025 and assessed by the auditor as regards the inclusion therein of the information required under Art. 90g.1–5 and Art.90g.8 of the Act.

In accordance with the guidelines on assurance engagements of auditors with respect to assessment of reports on remuneration of members of management and supervisory boards of public companies, as issued by the National Council of Statutory Auditors, the Supervisory Board submitted to the auditor a statement signed by all members of the Supervisory Board, which:

- confirms their responsibility for the remuneration report, including the completeness of the information contained therein as required by applicable laws and regulations and for the design, implementation and maintenance of a relevant internal control system,*
 - confirms the completeness of the information contained in the remuneration report as required by applicable laws and regulations,*
 - confirms that the auditor has been provided with all relevant information, clarifications, data and documents that the auditor has requested and that are necessary to carry out the assurance engagement.*
- The Resolution of the General Meeting is of advisory nature.*