

## Changes to the agenda of the Extraordinary General Meeting at the request of a shareholder and the proposed draft resolution

Further to the notice of the Extraordinary General Meeting of Kruk S.A. given on 30 December 2024 (the EGM), the Management Board of Kruk S.A. (the Issuer) announces that on 31 December 2024, it received from the authorized shareholder, Otwarty Fundusz Emerytalny PZU Złota Jesień, with registered office in Warsaw, represented by: Powszechne Towarzystwo Emerytalne PZU S.A. (the Shareholder), a request to place the following matters on the agenda of the General Meeting: "Changes in the composition of the Supervisory Board", and that this matter be included as Item 13 on the agenda, with the current Item 13 renumbered as Item 14.

Accordingly, upon acceptance of the Shareholder's request, the agenda for the Extraordinary General Meeting of Kruk Spółka Akcyjna convened for 30 January 2025, as referred to above, will be as follows:

- 1) Opening of the Extraordinary General Meeting.
- 2) Appointment of the Chair of the Extraordinary General Meeting.
- 3) Confirmation that the Extraordinary General Meeting has been duly convened and has the capacity to pass resolutions.
- 4) Adoption of the agenda.
- 5) Voting on a resolution to amend the Company's Articles of Association.
- 6) Voting on a resolution to amend the Rules of Procedure of the Supervisory Board of Kruk S.A. of Wrocław and draw up the consolidated text of the Rules of Procedure.
- 7) Voting on a resolution to amend Resolution No. 22/2021 of the Annual General Meeting of Kruk S.A. of Wrocław, dated 16 June 2021, on setting the rules of an incentive scheme for 2021–2024, conditional increase of the Company's share capital and issue of subscription warrants with the Company existing shareholders' pre-emptive rights waived in whole with respect to shares to be issued as part of the conditional share capital increase and subscription warrants, and to amend the Articles of Association.
- 8) Voting on a resolution defining the rules of an incentive scheme for the years 2025–2028, conditional increase in the Company's share capital and issue of subscription warrants with the Company existing shareholders' pre-emptive rights waived in whole with respect to the shares to be issued as part of the conditional share capital increase and subscription warrants, and amendments to the Articles of Association.
- 9) Voting on a resolution to adopt the consolidated text of the Company's Articles of Association.
- 10) Voting on a resolution to amend the Remuneration Policy for Members of the Management Board and Supervisory Board of Kruk S.A. of Wrocław in connection with the adoption by the Kruk S.A. Extraordinary General Meeting, by Resolution No. .../2025 of 30 January 2025, of the rules of an incentive scheme for 2025-2028
- 11) Voting on a resolution to amend the Remuneration Policy for Members of the Management Board and Supervisory Board of Kruk S.A. of Wrocław with regard to Section 2, Section 8, Section 9, Section 20 and Appendix 1.



Press Release  
31 December 2024 15:26:00 CET

- 12) Voting on a resolution to adopt the consolidated text of the Remuneration Policy for Members of the Management Board and Supervisory Board of KRUK S.A. of Wrocław.
- 13) Changes in the composition of the Supervisory Board.
- 14) Closing of the General Meeting.

The Issuer hereby attaches the Shareholder's request to this Report, including the Shareholder's proposed justification and draft resolution.

The request to amend the agenda and introduce the draft resolution was submitted in accordance with Article 401.1 of the Commercial Companies Code.

Detailed legal basis: Par. 19.1.3 and 19.1.4 of the Regulation of the Minister of Finance of March 29th 2018 on current and periodic information [...]

#### **Contacts**

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#### **About Us**

KRUK Group is a leading European player in debt management sector. The company was established in 1998 and now operates in Poland, Romania, Italy, Spain, Czechia and Slovakia, as well as holds assets in Germany. KRUK is present on Warsaw Stock Exchange in Poland and is also regular issuer of bonds on Warsaw Bond Market - Catalyst.

#### **Attachments**

[Changes to the agenda of the Extraordinary General Meeting at the request of a shareholder and the proposed draft resolution](#)

[Shareholder Request To Include Certain Items In EGM Agenda](#)